

HEARTHSTONE UTILITIES, INC.

**CODE OF
BUSINESS CONDUCT
FOR OFFICERS AND EMPLOYEES**

January 10, 2018

**SECTION I
HOW TO OBTAIN GUIDANCE
ON A COMPLIANCE ISSUE OR TO REPORT A CONCERN**

This Code of Business Conduct (the “Code”) is applicable to each officer and employee of Hearthstone Utilities, Inc. and its subsidiaries (the “Company”). It is the responsibility of all persons covered by this Code to know and comply with its provisions. In addition, each manager and supervisor is responsible for ensuring that his or her employees know, understand, and comply with Company policies, the Code and all applicable laws and regulations. If you have a concern that may indicate a violation has occurred or may occur, you are expected to report the concern promptly to your supervisor. Should you feel uncomfortable discussing a concern with your supervisor, you should bring the matter to the attention of any officer of the Company or the Human Resources Manager. You may also call a toll-free number and you call will remain anonymous. The number is 1-888-883-1499.

We will protect the anonymity (to the extent practicable) of any person who reports suspected misconduct. It is our policy that every person who acts in good faith in reporting possible violations of the Code will be free from reprisal, retribution or negative consequences in their employment as a result of such reporting. In the event of a resulting internal investigation, you will be kept informed of its outcome as is practicable under the circumstances.

Violation of this Code may result in disciplinary action, including, but not limited to, warning, suspension or termination of employment. Violations may include non-compliance with Company policies, lack of supervision or diligence in enforcing Company policies, providing false or misleading information, as well as any retaliatory actions, direct or indirect, against an employee who reports a reasonably suspected violation of this Code or other misconduct. Additional provisions for reporting certain violations are contained in Section XX (regarding conduct of persons with financial reporting responsibility).

**SECTION II
INTRODUCTION TO THE HEARTHSTONE UTILITIES, INC.
CODE OF BUSINESS CONDUCT**

This Code does not provide an answer to all questions, or spell out the appropriate reaction for every situation that may arise; it is only a general guide by which we expect our officers and employees to conduct business on behalf of the Company. You may need to refer to other policies or procedures for further guidance on appropriate action. When the proper course of

action is unclear, or if you are uncertain about an action's propriety, you should consult with your supervisor. The Company's officers have the responsibility to provide corporate oversight to an overall program implementing this policy.

All covered persons are required to read, understand, and follow the Code. The Company will maintain a record that the Code was provided to you. You may be asked periodically to affirm your understanding of the Company's policies, including updated versions of policies.

A copy of this Code and future revisions will be made available to all of our officers and employees. The policies are subject to continual modification to reflect our changing needs and the changing environment in which we operate.

SECTION III THE ANTITRUST LAWS AND FAIR COMPETITION

It is our policy to compete vigorously, aggressively and fairly without any anticompetitive understandings or agreements with our competitors, suppliers, dealers and/or customers. You are expected to understand the antitrust laws and regulations that apply to your job or function and to act in accordance with those laws and regulations. Antitrust law can be very complex.

You should avoid discussions or agreements with competitors (even informal ones) regarding prices, terms or conditions of sales, credit or billings practices, costs, profits (or profit margins), market shares, bids, requests for proposals, intent to bid (or not to bid) for a particular customer business, intent to do business (or not) with particular suppliers or territories, or plans to build or expand existing capacity.

You should maintain our independence of judgment in the pricing, marketing, purchasing and selling of all products and services. Avoid inaccurate or misleading statements about competitors, suppliers, customers, or their offerings. We succeed by offering competitively priced, quality products and services, not by attempting to prevent anyone from entering a market, or by disparaging any competitor, supplier or customer or trying to "put them out of business."

Our purchasing decisions are based on fair and objective criteria, not on whether a supplier agrees to use our goods and services. Do not suggest to suppliers that purchasing decisions depend on the supplier's use of our goods or services or that failing to do business with a subsidiary or affiliate could jeopardize business with the parent company.

SECTION IV CONFLICTS OF INTEREST

You may not engage in any activity, or become involved in any arrangement, directly or indirectly, which will conflict, or may be reasonably viewed as conflicting, with your responsibilities to the Company. This includes the use of the Company's name, information, or goodwill for your personal gain or that of others. A conflict of interest may arise from your involvement, or another person acting on your behalf, in certain business or personal activities

that may currently, or potentially conflict with your duties at the Company. The ability of an employee or officer to fulfill his or her obligations can be compromised if a conflict of interest exists between his or her personal interests and the interests of the Company. Even where the outcome of the matter is on terms that are entirely fair to the Company, the existence of a conflict of interest can create the appearance of impropriety. A conflict may exist regardless of your intent. If you believe that you are, or may become, involved in a conflict of interest, you should address the issue promptly.

To avoid such situations, our officers and employees must:

- Not place themselves in a position where any benefit or interest other than employment could be derived from a transaction with the Company.
- Not contract with or render services to the Company outside of their employment.
- Select and deal with suppliers, customers and other persons doing or seeking to do business with the Company in a completely fair and objective manner without favor or preference based upon personal financial considerations.
- Not engage in any direct financial, managerial, or other relationship with any supplier, customer, competitor, or regulatory agency that could give rise to an actual or potential conflict of interest or an appearance of a conflict of interest.
- Not engage, directly or indirectly, in any association, influence, or activity (whether for profit or not), that might impair or appear to impair the ability to make objective and fair decisions on behalf of the Company, or that might not otherwise be in the best interest of the Company. This includes, for example, directly or indirectly engaging in competitive activities, diverting a business opportunity from the Company, or improperly using or disclosing Confidential Information as defined in Section V.
- Not accept from or give to any supplier, customer or competitor any gift or entertainment except as permitted under the section entitled “Gifts and Gratuities.”
- Not do business with a close relative or business entity with which the employee or a relative is associated, except where such dealings are on arms-length terms, have been fully disclosed to the Chief Compliance Officer, and have been given specific written approval pursuant to the Company’s Nepotism and Personal Relationship Policy.

You must not directly or indirectly deprive the Company of a business opportunity discovered in the course of performing your duties, including diversion of a business opportunity to yourself or someone else account.

Regular full-time employees of the Company are not encouraged to obtain other employment outside of the Company. Employees who choose to work at another job must not allow that employment to have any negative impact on their performance at the Company.

Furthermore, you must not engage in any supplementary employment or activities that could cause embarrassment to, jeopardize the interest of, use proprietary information of, or interfere with, the operations of the Company.

Work performed for another employer by a regular, full-time employee of the Company or its subsidiaries must never be performed while on duty (including on call status), while wearing a Company uniform, or while using Company equipment or vehicles.

No employee or officer is permitted to participate in any matter in which he or she has a conflict of interest unless authorized by an appropriate Company official, under circumstances that are designed to protect the interests of the Company and to avoid any appearance of impropriety.

SECTION V PROPRIETARY AND CONFIDENTIAL INFORMATION

You must not disclose any proprietary or confidential information, including, but not limited to, trade secrets, customer lists, technical information or data, special methods of operation, or any other information that is of value to our business. Such information must not be disclosed either during or after service with the Company except, (1) with the prior written authorization of an appropriate Company official under circumstances that are designed to protect the interests of the Company, or (2) as may be required by law.

“Confidential Information” is generally business or technical information not generally available to the employee population as a whole or to third parties, and which may have been developed or specifically acquired by the Company. It includes:

- All information protected by law or by an agreement between the Company and a third party.
- Non-public information that, if disclosed, might be harmful to the Company or useful to competitors.
- Information from employee personnel records or customer records, which are also protected by various privacy laws.

Employees must disclose any invention, improvement, concept, trademark or design that was prepared or developed in connection with their employment with the Company. The Company is the exclusive owner of such property.

SECTION VI EQUAL EMPLOYMENT OPPORTUNITY

We value the diversity found in our employees, customers, suppliers and others. All of our officers and employees are expected to conduct themselves in a manner that assures that customers, suppliers, and fellow covered persons are treated with respect, fairness and dignity. The Company will recruit, hire, train, evaluate, promote, assign, transfer, layoff, recall, or

terminate qualified individuals without respect to age, sex, color, race, creed, national origin, religious persuasion, marital status, sexual orientation, political belief, disability, veteran or draft status.

If you have questions about this policy or believe you have been subjected to or witnessed conduct in violation of this policy you should contact your immediate supervisor. If, for any reason, you are uncomfortable going to your immediate supervisor or are dissatisfied with your immediate supervisor's response, you should go to the next level of management and through successive levels of management until you are comfortable or satisfied, up to the highest levels of management. You may also go directly to Human Resources.

The Company will promptly investigate any and all complaints about violations of this policy. We will protect the anonymity (to the extent practicable) of any person who makes a complaint about violations of this policy. It is our policy that every person who acts in good faith in making such complaints will be free from reprisal, retribution or negative consequences in their employment as a result of such complaints. In the event of a resulting internal investigation, you will be kept informed of its outcome as is practicable under the circumstances.

SECTION VII HARASSMENT FREE WORK ENVIRONMENT

We are strongly committed to the principle of fair employment. Accordingly, it is our policy to provide a work environment that is free from all forms of discrimination, intimidation or harassment. In recognition of each person's individual dignity, race, ethnicity, religion, sex, sexual orientation, and any other protected characteristics or status, harassment of our employees will not be tolerated. This includes inappropriate verbal or physical conduct or otherwise creating an intimidating, offensive abusive or hostile work environment. If you have a question, concern or complaint of discrimination, including harassment, based on race, ethnicity, religion, sex, sexual orientation, age, national origin, disability, veteran status, or other protected status, you are encouraged to bring the matter to the immediate attention of your supervisor. If you feel uncomfortable discussing an issue with your supervisor, or if you reasonably believe that your supervisor should be present during the first step of the resolution process, or that you cannot bring the matter to the attention of your supervisor or manager directly, contact your Human Resources representative or the Company's Human Resources Manager directly for assistance.

SECTION VIII EMPLOYEE PRIVACY

We try to respect each other's privacy. At the same time, we need to ensure an efficient work environment. Employees should have no expectation that communications using the Company business tools are private in the workplace. The Company reserves the right to review your business tool usage, including without limitation voice mail, telephone, internet or e-mail, for any reason. Employees should be aware that there might be a time when the Company may search employee workspaces or property on the Company premises.

**SECTION IX
FRAUD, THEFT, PAYMENTS, KICKBACKS OR SIMILAR CONDUCT**

No one may engage in any scheme to defraud anyone out of money, property or services. Any act that directly or indirectly involves theft, fraud, embezzlement, misappropriation or wrongful conversion of any property, including that of the Company or any of its employees, suppliers or customers, is expressly prohibited. No person shall make any false written or verbal statement involving any Company business or activity.

You may NOT accept personal commissions, fees, loans, or any other form of payment arising from any transaction or business activity directly or indirectly involving the Company without the prior approval of an appropriate Company official after fully disclosing all relevant facts relating to the transaction. No one will accept, provide, attempt to provide, or offer to provide a kickback to anyone for any reason.

These “payments” or “kickbacks” may include, but may not be limited to: money, fees, commissions, loans, gratuities, trips or vacations, entertainment, recreation, personal services, accommodations or any other form of value.

**SECTION X
GIFTS AND GRATUITIES**

Gifts and other forms of special benefits to or from customers, suppliers, or competitors, of the Company can raise ethical and legal questions that could embarrass or damage the Company; therefore, caution is required when dealing with such matters. You should not routinely give or receive gifts whose value is more than \$100. Gifts in excess of this level should be reasonable as compared to the business standards of the industry and reported to the Chief Compliance Officer or Chief Financial Officer. It is your responsibility to ensure that your acceptance of meals, refreshments, or entertainment is proper and could not reasonably be construed in any way as an attempt to secure favorable treatment from you. No gifts of money should ever be accepted. If you question the appropriateness of a gift, contact your supervisor, a Human Resources representative, or an appropriate Company official immediately as to the existence, nature and value of the gift.

**SECTION XI
SAFEGUARDING COMPANY ASSETS**

The Company is strictly accountable for any funds and property entrusted to its care. You are not to use (without prior approval by an appropriate Company official), spend or dispose of Company funds, or property for personal use or benefit, or in a manner or for a cause that is unethical or illegal.

You are responsible for maintaining written records and expense reports in sufficient detail to completely, accurately and fairly reflect all transactions and expenditures made on behalf of the Company. These documents must be prepared on a timely basis. The falsification of any such documents with inaccurate or misleading data is prohibited. Furthermore, you must accurately

track and segregate any personal expenses that may be co-mingled with business expenses. Company sponsored credit cards are not to be used for personal charges.

SECTION XII RECORDS RETENTION

The Company creates and receives numerous documents in the course of its business. In order to protect the Company's interests, it is essential that the Company's business records be appropriately handled, including appropriate storage and safeguarding of records that the Company needs to retain, and appropriate procedures for disposition of records consistent with applicable legal requirements and the business needs of the Company. Documents include paper copies, other tangible media (such as slides) and electronic records such as e-mail and other records, data and documents maintained in databases.

All persons shall observe the requirements of any specific records retention procedures issued by the Company.

The following general guidelines with respect to record retention shall be observed by all officers and employees:

- Important documents such as deeds, licenses, easements, franchises and other documents evidencing property or other rights, shall be safeguarded and retained permanently unless otherwise specifically provided in any records retention procedure.
- Documents subject to specific retention periods mandated by law (including, for example, tax records, employee files and safety records) shall be retained for the period required by law (and for any longer period specified in any records retention procedure).
- Employees are not authorized to create documents and records on Company letterhead, forms, or otherwise on behalf of the Company, other than documents and records that such employees are required to create in connection with their job duties.
- Special requirements may apply to documents that relate to matters that are the subject of lawsuits or other disputes involving the Company. If you are in doubt as to the proper handling of a specific document, you should contact an officer of the Company for guidance.

SECTION XIII CORPORATE OPPORTUNITIES

Our employees and officers are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information, employment, or other position without the consent of the Chief Executive Officer or Chief Compliance Officer. No employee or officer may use corporate property, information, or their position for improper personal gain. No employee or officer may compete with the Company directly or indirectly.

Employees and officers owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

**SECTION XIV
USE OF COMPUTER RESOURCES,
INCLUDING SOFTWARE ACQUISITION PROTECTION AND DISTRIBUTION**

Software, whether purchased or internally developed, and the intellectual property rights represented by such software, are valuable Company assets and must be protected and managed in compliance with all software licensing requirements, restrictions and laws. Such licensing agreements may prohibit copying or distributing such software for Company or personal use.

Use of the business tools, including without limitation the Internet, Intranet or e-mail shall be limited to business purposes. Any use should not interfere with work duties or violate Company policies.

**SECTION XV
DRUG FREE WORKPLACE**

Note: For purposes of this policy, “controlled substance” means any drug that is not legally obtainable, or for a drug that is legally obtainable over-the-counter or by prescription, a drug that is not used for the purpose for which it was intended or is being used in excessive dosages.

Unauthorized use, possession, dispensation, distribution, or manufacture of a controlled substance or alcohol in any Company facility, including parking lots, vehicles on our premises or in use for our business, or any customer or supplier’s facilities, is strictly prohibited. Performing or attempting to perform any Company business, whether on our premises or not, while under the influence of any controlled substance or alcohol is also prohibited, and may result in disciplinary action, up to and including termination.

**SECTION XVI
RESPONDING TO INQUIRIES FROM
LAW ENFORCEMENT, THE PRESS, AND OTHERS**

We have established policies for responding to inquiries from the press and from others legitimately seeking information about us. It is important that employees refrain from any attempts to answer such inquiries unless authorized to do so by an appropriate Company official. Our intention is to maintain a spirit of cooperation while always acting in the Company’s best interest and presenting a uniform message to the press, public and others. Therefore, all inquiries from the media should be forwarded to the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer or Chief Compliance Officer. Any responses to “official” requests by law enforcement and all legal inquiries should be directed to a Company Officer.

**SECTION XVII
ENVIRONMENT, HEALTH AND SAFETY**

It is our policy to provide a safe and healthy environment for our employees and visitors to our premises. To this end, you are expected to conduct operations in a manner that meets applicable environmental, health and safety laws and regulations. You are required to immediately report any and all accidents, injuries, occupational illness, or unsafe conditions or practices to your supervisor.

**SECTION XVIII
POLITICAL ACTIVITY**

Participation in the American political system is the right of every individual. We encourage our employees, as responsible citizens, to support candidates and ballot measures of their choice at all levels of government. The policies outlined below are not intended to discourage employees from individual political activity during their off-duty hours.

State and federal laws generally place limitations on corporations participating in elections. Under no circumstances may any Company funds or property be used, directly or indirectly, to support or assist the candidacy of any person seeking elective office. To avoid any appearance of the Company making a direct or indirect corporate contribution to a candidate, an employee may not work on behalf of a federal candidate's campaign during the employee's regular business hours, or at any time use the Company's facilities or property for such purpose.

**SECTION XIX
REGULATION OF BUSINESS RELATIONS AMONG AFFILIATES**

Under Federal Energy Regulatory Commission (FERC) and certain state commission rules, there are specific codes and standards governing the regulated and non-regulated parts of our business. The Company has adopted specific codes of conduct as part of its tariffs, when appropriate, in accordance with the requirements of these states. If your job involves this type of relationship, you will be given additional material and trained further on these rules.

**SECTION XX
SPECIAL ETHICAL OBLIGATIONS FOR EMPLOYEES
WITH FINANCIAL REPORTING RESPONSIBILITIES**

It is of critical importance that the Company's financial organization is operated in a manner that assures honest and ethical conduct, complete and accurate disclosure, and compliance with all applicable laws. The Chief Executive Officer, Chief Financial Officer, the Corporate Controller, and other officers and employees who have responsibility with respect to the preparation of the Company's financial statements (collectively, the "Financial Personnel") are responsible for assuring that the Company's financial reports are complete and accurate. Because of this special role, each of the Financial Personnel is bound by the following requirements, and by accepting such positions, each agrees to comply with this Section XX.

The Financial Personnel must comply with applicable laws and create a culture of high ethical standards and commitment to compliance; maintaining a work environment that encourages employees to raise concerns; and promptly addressing employee compliance concerns. The Financial Personnel will establish and manage the Company's financial accounting and reporting systems and procedures to ensure that:

- Business transactions are properly authorized and completely and accurately recorded on the Company's books and records in accordance with established Company financial policies.
- The retention or proper disposal of Company records shall be in accordance with established enterprise financial policies and applicable legal and regulator requirements.
- The Company's financial disclosures are complete and accurate and comply with all applicable requirements.

The Financial Personnel shall promptly report to the Chief Financial Officer any information he or she may have concerning (i) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls. Violations of the requirements applicable to Financial Personnel, including the failure to report violations by others, will be viewed as a severe disciplinary matter. If you believe that a violation of these requirements has occurred, please contact the Chief Financial Officer. You may also call a toll free number and your call will remain anonymous. The toll free number is 1-888-883-1499.

SECTION XXI OTHER POLICIES AND PROCEDURES INFORMATION

In certain cases, your position and responsibilities may require further guidance in certain areas of expected conduct. Accordingly, you may need to consult additional sources containing policies and procedures, such as through Human Resources or the responsible department or business unit. Examples include compliance with the Company's filed tariffs, Department of Transportation rules and regulations, other federal and state regulations, appropriate accounting standards and professional codes of ethics.

Hearthstone Utilities, Inc.
Code of Business Conduct for Officers and Employees
January 10, 2018

Signature and Acknowledgment:

I have received and read the Code of Business Conduct and I understand its contents. I agree to abide by its contents. I agree to comply fully with the standards contained in the Code of Business Conduct and the Company's related policies and procedures. I understand that I have an obligation to appropriately report any suspected violations of the Code of Business Conduct.

Printed Name

Signature

Date