

Bison Wealth LLC Employee Handbook

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Table of Contents

SECTION 1 INTRODUCTION	6
1.0 The Company.....	6
1.1 Philosophy	6
1.2 Mission.....	7
1.3 Equal Employment Opportunity Policy and Affirmative Action Plan.....	7
1.4 Employment-At-Will.....	7
1.5 Sexual Harassment.....	8
1.6 Safety	8
1.6.1 Safety Rules.....	9
1.6.2 Reporting Injuries and Accidents	9
1.6.3 Weapons in the Workplace	10
1.7 Drug Free Workplace	10
1.7.1 Prohibitions	10
1.7.2 Drug Awareness Program	11
1.7.3 Disciplinary Actions	12
SECTION 2 EMPLOYMENT	14
2.0 Personnel Administration	14
2.1 Personnel Records.....	14
2.1.1 Contents of Personnel Files.....	14
2.1.2 Employee Information.....	15
2.1.3 Employee's Request for Review of Personnel Records.....	15
2.1.4 Management Review of Personnel Files.....	15
2.2 Service	15
2.2.1 Employee Categories	15
2.2.2 Job Posting Procedures.....	16
2.2.3 Employment of Relatives.....	16
2.2.4 Employment of Minors.....	16
2.2.5 Promotions.....	16
2.2.6 Separation of Employment.....	16
2.2.7 Work force Reductions.....	17
2.2.8 Probationary Period.....	17
2.2.9 Extra Income.....	17
2.3 New Employees	17
2.3.1 Application for Employment	17
2.3.2 Pre-Employment Background Checks	18
2.3.3 Compliance Information	20
2.3.4 Immigration and Naturalization	20
2.3.5 Screening and Testing.....	20
2.3.6 Motor Vehicle Record (MVR) Inquiry	20
2.4 Process Improvement	21
2.4.1 Employee-Management Forums	21

SECTION 3 COMPENSATION & BENEFITS 22

3.0 Benefit Eligibility 22

3.1 Payroll Information..... 22

 3.1.1 Time Records 22

 3.1.2 Pay Periods 22

 3.1.3 Salary Compensation for Partial Pay Period 22

 3.1.4 Pay Rate Schedule – Hourly Paid Employees 22

 3.1.5 Payroll Deductions 23

 3.1.6 Overtime 23

 3.1.7 Payroll Errors 23

 3.1.8 Garnishment of Employee Wages..... 23

 3.1.9 Authorized Check Pickup 23

 3.1.10 Pay at Time of Separation 24

3.2 Vacation & Holidays 24

 3.2.1 Vacation Eligibility..... 24

 3.2.2 Vacation Schedules..... 24

 3.2.3 Vacation Pay 25

 3.2.4 Holidays..... 25

3.3 Attendance & Leave 25

 3.3.1 Medical Leave Policy 26

 3.3.2 Sick Leave Policy..... 26

 3.3.3 Medical, Dental and Optical Appointments 26

 3.3.4 Pallbearer, Funeral, Emergency Leave 26

 3.3.5 Civic Leave or Jury Duty..... 27

 3.3.6 Voting 27

 3.3.7 Military Leave 27

 3.3.8 Parental Leave 28

 3.3.9 Leave of Absence 28

3.4 Insurance..... 29

 3.4.1 Hospitalization and Medical Insurance 29

 3.4.2 Continuation of Group Health Insurance (COBRA)..... 29

 3.4.3 Life Insurance..... 30

 3.4.4 Long Term Disability Insurance..... 30

 3.4.5 Social Security..... 30

 3.4.6 Workers' Compensation 30

 3.4.7 Unemployment Compensation..... 31

3.5 Savings Plan 401(k) 31

3.6 Miscellaneous Benefits..... 31

 3.6.1 Break Room 31

 3.6.2 Educational Assistance..... 32

 3.6.3 Company Sponsored Events 32

SECTION 4 EMPLOYEE RESPONSIBILITIES 33

4.1 Work Schedules 33

4.1.1	<i>Working Hours</i>	33
4.1.2	<i>Salary Employees</i>	33
4.1.3	<i>Clean Work-Place</i>	33
4.2	Legal & Ethical Conduct	33
4.2.1	<i>Ethical Standards</i>	33
4.2.2	<i>Conflicts of Interest</i>	34
4.2.3	<i>Personal Conduct</i>	34
4.2.4	<i>Confidentiality</i>	35
4.2.5	<i>Bribes, Kickbacks and Illegal Payments</i>	35
4.2.6	<i>Patents and Copyrights</i>	35
4.3	Misconduct	35
4.3.1	<i>Serious Misconduct</i>	36
4.3.2	<i>Very Serious Misconduct</i>	36
4.3.3	<i>Inexcusable Misconduct</i>	37
4.3.4	<i>Misconduct Investigations</i>	38
4.4	Transportation & Travel	38
4.4.1	<i>Personal Vehicles</i>	39
4.4.2	<i>Living Expense Allowance</i>	39
4.4.3	<i>Other Travel Expenses</i>	39
4.4.4	<i>Expense Records</i>	39
4.4.5	<i>Travel Advances</i>	39
4.4.6	<i>Expense Reimbursement – Third Party</i>	39
4.4.7	<i>Expense Policies – Violations</i>	40
4.4.8	<i>Company Credit Cards</i>	40
4.5	Appearance & Belongings	40
4.5.1	<i>Personal Appearance</i>	40
4.5.2	<i>Business Attire</i>	40
4.5.3	<i>Casual Attire</i>	40
4.5.4	<i>Inappropriate Attire</i>	40
4.5.5	<i>Personal Belongings</i>	41
4.5.6	<i>Alcohol and Drugs</i>	41
4.5.7	<i>Medication</i>	41
4.5.8	<i>Smoking Policy</i>	42
4.6	Equipment & Facilities	42
4.6.1	<i>Parking</i>	42
4.6.2	<i>Computer, Network and Telephone Use</i>	42
4.6.3	<i>Motor Vehicle and Workplace Equipment Operation</i>	42
4.6.4	<i>Company Equipment</i>	42
4.6.5	<i>Solicitation and/or Distribution</i>	43
4.6.6	<i>Security</i>	43

Section 1

Introduction

1.0 The Company

Bison Wealth LLC (Bison) is an Atlanta-based wealth management company. The firm's primarily business is purchasing wealth advisors and helping to add synergies around administrative functions.

1.1 Philosophy

The employees, their welfare and concerns are very important to the success of the company. The company wants to encourage a working environment based on mutual trust and confidence, which should provide opportunities for individual effort and reward. Every employee is considered a member of our company team.

Our success as a company is built on the recognition of the skills and efforts made by each employee and our policy is to work with all members of this team in a friendly manner and treat each team member with dignity and respect.

The management, as part of this team, should continuously work together with all employees for the benefit of our customers and suppliers in order to improve the company's competitive position, which should enable the company to accomplish three main goals:

1. To provide excellent working environments for all team members at The Company.
2. To guarantee customer satisfaction by producing high quality goods and services.
3. To provide an excellent rate of return for the investors.

This Employee Handbook is a guide to our Company practices. It is not a contract for employment, either expressed or implied, nor does it guarantee any terms or conditions of employment. The Company is an "At-Will" employer and the Company or employees have the right to terminate employment at any time, with or without notice and with or without cause.

The Company should maintain a pleasant working environment in order to provide each employee the opportunity to excel in their work. General conditions such as safety, cleanliness and employee accommodations should be evaluated periodically for improvement with good industry practice. Management should meet monthly with team leaders to discuss suggested improvements in working conditions.

The company expects the employee's and management staff to abide by the policies set forth in this Employee Handbook. Overall, The Company expects employees to devote their best efforts to expanding business opportunities in a work atmosphere for all to prevail.

1.2 Mission

The Mission Statement: To be a world-class wealth management firm that operates under the principle of making our companies more efficient and profitable through our commitment to aligning the goals and objectives of the firm and firm affiliates.

1.3 Equal Employment Opportunity Policy and Affirmative Action Plan

The Company is built upon teamwork, equal opportunity and is committed to developing and implementing a program of nondiscrimination and affirmative action. The company subscribes to the principles of an equal opportunity employer and should recruit, interview, hire, classify, train, promote, demote, discipline, transfer, terminate, and set rates of pay or other compensation on the basis of merit and qualification without regard to race, religion, creed, color, national origin, physical disability, sex, or age.

The Company also subscribes to an equal employment practice for the mentally or physically handicapped as long as the handicap does not prevent or hinder continual satisfactory work performance, or unless a stated bona fide occupational qualification exists.

Any violations of the Company "Equal Employment Opportunity Policy" by an employee must be reported immediately to management. Further, management and supervisory personnel should be responsible for maintaining a work environment that is free of racial, sexual, or any other form of harassment.

The Company should cooperate with federal, state or local government agencies that have the responsibility to ensure our compliance with various laws relating to employment. Management should furnish such reports, records and other matters as requested in order to foster the program of equal opportunity for all persons regardless of race, creed, religion, color, sex, age, national origin, disabled or Vietnam Era veteran status, or physical or mental handicap according to the policies stated in the previous paragraphs.

Management, individually and collectively, has the overall responsibility of carrying out the company's Equal Employment Opportunity Policy in their respective work areas.

1.4 Employment-At-Will

The Company may dismiss at any time an employee who was hired for an indefinite period, for any reason or no reason, without incurring any liability to the employee. This general rule is often referred to as "employment at will".

All employment and compensation with The Company is "at will". Neither the company, any of its managers nor any other employee can guarantee a specific duration of employment. The Company recognizes that circumstances change with the passage of time and that some employees may seek opportunities elsewhere or choose to leave the company for other reasons.

Others may not fulfill the operational needs of the company or changed circumstances may reduce available employment opportunities, which may result in involuntary terminations. Employees may leave employment at any time with or without a reason. Likewise, the company reserves the right to terminate any employee at any time within the provisions of Federal and State laws.

1.5 Sexual Harassment

In accordance with guidelines issued by the Equal Employment Opportunity Commission on discrimination because of sex, sexual harassment of employees is a prohibited personnel practice and the company strongly disapproves of such conduct. Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of sexual nature constitute sexual harassment when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment.
- Submission to or rejection of such conduct by an individual is used as the basis for an adverse employment decision(s) affecting the individual.
- Such conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

No supervisor, co-employee or non-employee shall threaten or suggest that an employee's refusal to submit to sexual advances should adversely affect the employee's employment, wages, advancement, assigned duties, or any other condition of employment.

Other types of prohibited conduct by supervisor, co-employees or non-employees include sexual advances, propositions, verbal abuse of a sexual nature, suggestive touching, suggestive gestures and comments, graphic verbal descriptions of an individual's body, and the display in the work place of sexually suggestive objects or pictures.

If an employee believes that he or she is being subjected to sexual harassment, the employee should personally and immediately notify a manager.

An investigation should be undertaken and appropriate sanctions and corrective measures should be instituted if the employee's allegations warrant such action. Persons who commit acts of intimidation and harassment should be admonished to discontinue such conduct and should be disciplined. Appropriate discipline may include actions up to and including termination of employment.

Employees are assured that this procedure has been established for their benefit. No employee should be penalized for registering a harassment complaint. The firm is dedicated to removing all forms of sexual harassment and is committed to a prompt and impartial investigation and resolution of any complaints.

The Company accepts no responsibility or liability for harassment of one employee by another. Any employee involved in the sexual harassment of another is personally responsible for any legal or financial cost resulting from a legal complaint filed against them and is personally liable for their individual actions.

Please direct any questions or comments regarding this matter to the general manager.

1.6 Safety

The Company is committed to the safety of its employees and its property and equipment. To this end, we should utilize a safety program in our daily activities. Disregard of any company safety rule and regulation may result in disciplinary action including termination of employment.

It is necessary that the company establish safety rules and regulations to be observed by all employees at all times. With regard to these rules, the following should be considered standard procedure for all employees:

All questions concerning the reason for doing something in a certain manner may be asked of any member of management at any time. The employee should inform the Human Resource Department in the event that a safety regulation is modified that may compromise an employee's safety.

Employee's decisions should always be guided by the company's commitment to safety. Should a hazardous situation or condition exist and a decision has to be made on safety or production, safety concerns should always take precedence over production.

It is the responsibility of each manager and supervisor to see that every employee at the Company is provided with safe working conditions, all safety regulations are observed and employees use good common sense to protect themselves as well as others. Management and supervisors should periodically inspect working conditions and may suspend all work activity until an unsafe condition is corrected.

The most important part of safety is the employee himself. It is the responsibility of each employee to abide by the safety rules; these rules are made for your protection. Employees are expected to report any personal injury immediately, however minor and to all dangerous conditions and practices to the personnel department.

1.6.1 Safety Rules

Besides the following listed safety rules, each employee should make himself familiar with the work place and check if there are any additional special safety rules in the designated work area.

- First aid supply kits are provided in the kitchen area. It is the responsibility of the supervisors to see that the kits remain well stocked.
- Know where the fire extinguishers are located and how to use them.
- Practice good housekeeping. Keep work area clean and free from stumbling hazards, etc.
- No scuffling or horseplay on the job.
- Do not allow trash to accumulate in hallways or common spaces.
- Employees must be sure that their actions do not endanger other employees, or damage company or personal property.

1.6.2 Reporting Injuries and Accidents

Employees must advise management of all accidents, injuries or illnesses that occur while at work. All accidents, injuries or illnesses that occur while at work must be reported immediately no matter how slight they may appear.

The company should provide the proper forms for reporting job related accidents, injuries and illnesses. Failure to report these occurrences may be cause for disciplinary action.

In the event of a vehicular accident involving a company owned vehicle or while on company business, employees should report all information immediately to management. In no instance should responsibility for an accident be expressed to anyone until the proper person in the company has been notified and permission has been obtained to make statements.

1.6.3 Weapons in the Workplace

The company recognizes a person's right to bear arms outside of the workplace. Weapons are not permitted in the workplace regardless of the presence of a valid weapons permit.

All personnel entering company property are prohibited from carrying knives, handguns, firearms or other prohibited weapons of any kind, with the exception of security personnel who may be acting within the scope of their responsibility of an official capacity.

A violation of the Weapons Policy may result in disciplinary action, up to and including termination of employment, at the company's sole discretion.

1.7 Drug Free Workplace

In response to federal requirements for drug-free workplaces, and in keeping with The Company concern for the health and safety of its work force, The Company has instituted the following Drug-Free Workplace Policy:

- This policy certifies the company's intent to maintain a drug-free workplace. The first section describes the prohibitions of this policy such as the manufacture, distribution, sale, possession or use of a controlled substance in the workplace.
- In addition, this policy creates a Drug Awareness Program that provides information on the dangers of workplace drug use to all employees as well as information about available private and community treatment facilities.
- The last section of this policy lists the disciplinary actions that employees should face for any violation of The Company's Drug-Free Workplace Policy. Finally, an employee acknowledgement must be signed and dated by each employee who receives a copy of this policy.

The Drug-Free Workplace Act specifically requires The Company to notify each employee that, as a condition of employment, each employee must:

- Comply with the company's Drug-Free Workplace Policy.
- Notify The Company of any conviction for drug-related offense within three (3) days of conviction.
- Any employee who violates this company policy could be subject to disciplinary action including termination of employment.

1.7.1 Prohibitions

The Company's Drug-Free Workplace prohibits employees from engaging in any of the following activities:

- Use, possession, manufacture, distribution, dispensation or sale of illegal drugs on company premises or company business, in company supplied vehicles, or during working hours.

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- Unauthorized use or possession, or any manufacture, distribution, dispensation or sale of a controlled substance on company premises or while on company business or while in company supplied vehicles.
 - Storing in a locker, desk, automobile or other repository on company premises any controlled substances whose use is unauthorized.
 - Being under the influence of a controlled substance on company premises or while on company business, or while in company supplied vehicles.
 - Any possession, use, manufacture, distribution, dispensation or sale of illegal drugs off company premises that adversely affects the individual's work performance, their own or the safety of others at work, or the company's regard or reputation in the community.
 - Failure to adhere to the requirements of any drug treatment or counseling program in which the employee is enrolled.
 - Failure to notify The Company of any conviction under criminal drug statutes for a workplace offense within three (3) days of the conviction;
 - Refusal to sign a statement to abide by The Company's Drug-Free Workplace policy.
 - Unauthorized Use of Prescribed Medicine. An employee undergoing prescribed medical treatment with a drug, which may alter their physical or mental ability, must report this treatment to his/her Manager. The Manager should determine whether a temporary change in the employee's job assignment is warranted during the period of treatment.

1.7.2 Drug Awareness Program

To assist employees and their families to understand and avoid the perils of drug abuse, The Company has developed a comprehensive Drug Awareness Program. The company uses this program in an educational effort to prevent and eliminate drug abuse that may affect the workplace.

The Drug Awareness Program should inform employees about:

- Dangers of drug abuse in the workplace.
- The Company's Drug-Free Workplace Policy.
- Availability of treatment and counseling for employees who voluntarily seek such assistance.
- Disciplinary actions for violations of The Company's Drug-Free Workplace Policy.

Employees of the Company are our most valuable resource and, for that reason, their health and safety is our number one concern. Any drug use, which imperils the health and well being of our employees or threatens our business should not be tolerated.

The use of illegal drugs and abuse of other controlled substances on or off duty is inconsistent with the law-abiding behavior expected of citizens. Employees who use illegal drugs or abuse other controlled substances on or off duty tend to be less productive, less reliable, and prone

to greater absenteeism. This, in turn, can result in increased costs, delays and risks to the Company's business.

Drug use in the workplace puts the health and safety of the abuser and all other workers around them at increased risk. Employees have the right to work in a drug-free environment. In addition, drug abuse inflicts a terrible toll on the nation's productive resources and the health and well-being of American workers.

Early recognition and treatment of drug abuse is important for successful rehabilitation. Whenever feasible, the Company should assist employees in overcoming drug abuse by providing information on treatment opportunities and programs. However, the decision to seek diagnosis and accept treatment for drug abuse is primarily the individual employee's responsibility.

Employees with drug abuse problems should request assistance from management. The Company should treat all such requests confidentially and should refer the employee to the appropriate treatment and counseling services. Employees who voluntarily request the Company's assistance in dealing with a drug abuse problem may do so without jeopardizing their continued employment, provided they strictly adhere to the terms of their treatment and counseling program.

At a minimum, these terms include the immediate cessation of any use of drugs, and participation, where required by a program, in periodic unannounced testing for a twenty-four (24) month period following enrollment in the program.

Voluntary requests for assistance from employees should not, however, prevent disciplinary action for violation of the Company's Drug Free Workplace Policy.

The Company has a "zero tolerance" level program. The Company is committed to maintaining a safe workplace free from the influence of drugs. All employees are hereby notified that the Company should comply with the requirements of the Drug-Free Workplace Act of 1988, and all applicable regulations issued there under, as well as, when applicable, any more stringent rules created by other federal agencies.

The Company's Drug Awareness Program does not create an employment contract between the employer and employee. Furthermore, the Company has the sole right to modify the policy and program at any time.

1.7.3 Disciplinary Actions

A violation of the Company's Drug-Free Workplace Policy may result in disciplinary action, up to and including termination of employment, at the company's sole discretion.

In addition to any disciplinary action, the company may, in its sole discretion, refer the employee to a treatment and counseling program for drug abuse. Employees referred to such a program by the company must immediately cease any drug use, may be subject to periodic unannounced testing for a period of twenty-four (24) month, and must comply with all other conditions of the treatment and counseling program.

The Company shall determine whether an employee if referred for drug treatment and counseling should be temporarily reassigned to another position for safety reasons. The Company should promptly terminate any employee who tests positive for drugs while undergoing treatment and counseling for drug abuse.

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Section 2

Employment

2.0 Personnel Administration

The Company has established a Human Resources point-of-contact, which is responsible for personnel administration. Questions regarding your employment and this Employee Handbook should be addressed to the Human Resources point-of-contact.

2.1 Personnel Records

The Company should maintain a personnel file on each employee. An employee's personnel record begins with their completed employment application form and resume. From time to time information may be added to this personnel record regarding an individual's employment status with the company. Personnel records are the property of the Company and should be treated the same as any other confidential company information.

The following provisions apply with respect to the company's standards for establishing, maintaining and handling employee personnel records:

- All official records concerning an employee should be kept up to date and all employees shall promptly report all pertinent personal information and data changes to the Company's Controller.
- Employees should be permitted to review their personnel records at reasonable times and in accordance with state and local laws.
- The personnel file of an employee terminating employment should be maintained for a minimum of (five) 5 years.

2.1.1 Contents of Personnel Files

Employee personnel records should include the following (but may be filed separately):

- Employee's resume/CV.
- I-9 Form.
- Performance reviews.
- Disciplinary action.
- Special commendations.
- Education or certifications achievement.
- Status changes affecting employee's work and salary history.
- Other relevant documents as determined by management.

2.1.2 Employee Information

Employees are asked to help keep the company informed about any major change, which may affect their employment status. Important changes to report include:

- Name.
- Address.
- Home telephone number.
- Marital status.
- Number of dependents.
- Any important health information.
- Emergency telephone numbers and whom to notify in case of emergency.
- Change of beneficiary.
- Authorized payroll deductions.
- Additional education and special training courses.

2.1.3 Employee's Request for Review of Personnel Records

The following provisions apply with respect to an employee's request to review their personnel record:

- The Company's CEO oversees the coordination of the review of an employee's personnel record with the employee's immediate supervisor.
- A member of senior management must be present while the employee reviews their personnel file.
- The employee may take notes, but may not remove, photocopy, deface or otherwise make notations on the documents in their personnel file unless authorized by state or local law.

2.1.4 Management Review of Personnel Files

All information in employee personnel files is considered confidential. This information should only be available to the HR Department, senior management personnel, supervisors or managers who are responsible for the employee, and the employee.

The supervisor of the department to which an employee may be transferred should be allowed to review the employee's file with the approval of the CEO and the employee's immediate supervisor. Violation of this policy is considered a very serious offense.

2.2 Service

Management shall make every effort to accommodate employees during their transition into or out of service with The Company.

2.2.1 Employee Categories

Company policies apply to all categories of employees. Employees are divided into the following categories for the purpose of compensation and benefits.

Full-Time: Employees hired full time (40 hours a week) on a full workweek basis are considered full-time employees for compensation and benefit purposes.

Part-Time: Employees whose work schedule is less than full time (less than 40 hours a week) on a full work week basis are part-time employees for all compensation and benefit purposes.

Temporary: Employees hired as temporary replacement for full-time or part-time employees, or for short periods of employment such as summer month, peak periods and vacations are considered temporary employees. Temporary employees are not eligible for benefits regardless of the number of hours or weeks worked.

2.2.2 Job Posting Procedures

All employees should be notified of available internal positions via posting on the company LinkedIn. Positions are normally posted for a period of two (2) weeks. The applicable contact person should be included on the posting notice. Interested qualified employees should forward a letter of application and current resume to the contact person or Human Resources Department.

2.2.3 Employment of Relatives

The company discourages the employment of close relatives. However, under certain conditions, management may waive this policy in favor of employing close relatives within the same payroll area. Close relatives are defined as: spouse, mother, father, son, daughter, brother, sister, grandparent or in-laws.

Family members should not be allowed to directly supervise another family member. Employees that enter into a personal relationship, non-work related, should not be allowed to supervise the other and may have to be transferred.

2.2.4 Employment of Minors

The company should fully comply with the Child Labor provisions of the Fair Labor Standards Act and applicable state statutes, which govern the employment of minors.

2.2.5 Promotions

Promotions within the company should be based on such factors as quality of work, prior job performance, experience, educational background, attendance, safety record and the ability to work well with others.

Our company policy is to promote from within when we have personnel fully qualified to perform the duties of the position.

2.2.6 Separation of Employment

Employees may be separated from employment voluntarily or involuntarily by retirement, voluntary resignation, lack of work, or termination. However, if any misconduct warranting discipline is severe enough, the management may discharge an employee immediately.

In the case of termination all company property in the employee's possession must be returned to the Company upon separation from employment and before the final paycheck is released.

2.2.7 Work force Reductions

In the event that a reduction in the company's work force becomes necessary, the number of employees over and above those needed to perform the available work should be laid off. In determining those employees to be retained, consideration should be given to the quality of each employee's past performance, the need for the position held by the employee and, with all other factors being equal, the length of service of each employee.

If feasible, but not as a vested right, full time employees subject to lay off should be given at least a three (3) month notice prior to the anticipated lay off. Upon such lay off, all accrued but unused vacation leave should be paid in full and any insurance benefits required to be offered should be brought to the employee's attention.

2.2.8 Probationary Period

During the first ninety (90) days of employment, the Company and the new employee are given an opportunity to evaluate whether the employment relationship should continue. Before the end of this ninety (90) day period, the employee should be notified of their future employment status by their management.

If, during or at the conclusion of the ninety (90) day probationary period, either the Company or the employee believes that employment should not continue, separation from employment should follow immediately.

2.2.9 Extra Income

The Company makes every effort to keep its employees as fully employed as possible and at a good rate of pay. When an employee is on the job, this means that 100% of their effort is required. If an employee chooses to work outside of their job and the outside work competes with what is expected of them as a Company employee, opportunities for promotion and advancement with the Company may be limited by their decision.

If management feels that outside employment prohibits an employee from fulfilling their obligations to the company, they should be asked to resign or to leave their outside employment.

All management and supervisory personnel are expected to enforce this policy and, by example, refrain from conflicting outside employment.

2.3 New Employees

The Company has established a Human Resources point of contact, who is responsible for personnel administration. Questions regarding your employment and this employee handbook should be addressed to the Manager of Human Resources.

2.3.1 Application for Employment

All candidates for employment must fully complete, date and sign the standard The Company employment application form. A resume may be accepted in lieu of an employment application. The form should be completed in detail and signed by the applicant to verify the accuracy and completeness of previous employment and personal information as well as health information.

The company may investigate any portion of the requested information and may deny or later terminate the employment of anyone giving false or incomplete information.

It is essential that all applicants sign their employment application. The signature provides specific protection for the company on several important terms and conditions.

The completed application or resume will be made part of the personnel file of those applicants accepted for employment. Applications from applicants not selected for available openings shall be maintained in an active file in the Personnel Department for one (1) year and reviewed as suitable openings occur.

2.3.2 Pre-Employment Background Checks

It is the policy of Bison Wealth to perform pre-employment background checks. The purpose of performing these checks is to determine and or confirm, within appropriate legal and professional limits, the qualifications and suitability of a job candidate for the particular position for which the candidate is being considered. The Policy will help ensure the safety of the public as well as a safe working environment at Bison Wealth. The Policy will help ensure that employment related decisions utilizing pre-employment background check are made in accordance with applicable law.

Introduction

Bison Wealth performs pre-employment background checks which include identity and address related searches, various types of criminal background checks and employment credit checks. The firm will also attempt to verify prior employment but understands that contacting a candidate's current employer may be not be possible if the candidate is interviewing while employed.

Bison Wealth complies with the federal Fair Credit Reporting Act (FCRA), similar state FCRA laws in the jurisdictions in which Bison Wealth does business, federal and state equal opportunity laws and all other applicable legal authority that affects the performing of pre-employment background checks.

The results of a pre-employment background check are confidential and are to be shared with members of Bison Wealth on a strict “need to know” basis.

Disclaimers

It is not the purpose of this Policy to provide detailed information or descriptions of each individual pre-employment background check that can be performed. It is not the purpose of this Policy to provide detailed information how to make a final decision regarding the results

of a pre-employment background check; every case must be decided on its own merits subject to the Company requirement that all candidates be treated equally and consistently.

This Policy does not limit Bison Wealth's right to hire, discipline or terminate. This Policy does not create a contract of employment. All employment is at will unless contract or law applies to the contrary.

Procedures

1. Pre-employment background checks are required for all candidates.
2. Candidates that provide false or misleading information during their interview process may be eliminated from any further consideration. Candidates are expected to provide accurate and complete information and not to omit material information needed to make a decision.
3. Pre-employment background checks should normally be completed before a candidate is offered a position. All job offers should be conditioned upon satisfactory completion of the pre-employment background checks. All candidates shall be individually reviewed and decisions made with respect to employment based upon the totality of the candidate's qualifications and the results of the pre-employment background checks.

Having negative credit information does not automatically exclude an applicant. Every applicant will be individually considered. Under no circumstances should an employment decision be based solely on information in a credit report. Bankruptcy information shall not be considered.

The credit report will be analyzed to determine the following:

- Is the employee in a problematic financial position? For example:
- Does the applicant have monetary judgments? If so, how much? What is the nature of the judgments?
- Are there liens against the applicant?
- Is the applicant being evicted or is a mortgage foreclosure pending?

The foregoing items evidence a need for money. That does not mean that a person in financial difficulty will engage in inappropriate activity. It does mean that the credit and other information about the applicant should be considered to determine if there is a likelihood that a defalcation will occur.

In addition, consideration should be given to whether or not the applicant's personal financial problems will interfere with their ability to perform their duties. Discuss this with the applicant when appropriate to determine how the applicant is dealing with their problems since some employees with personal problems are required and/or inclined to deal with them

during the workday. Consider whether the applicant has sought consumer credit counseling or made an arrangement with creditors that would mitigate or eliminate this concern.

Senior management applicants should also be reviewed with respect to their ability to manage the Company's affairs given their management of their personal obligations.

Extenuating circumstances, such as illness, divorce or other family problems should be taken into consideration.

2.3.3 Compliance Information

In order for the company to comply with federal government regulations regarding its practice to employ people without discrimination, it is necessary for the company to compile and maintain detailed information on each formal candidate for employment and those who are hired. This information will include the candidate's or employee's sex, race, handicap status and veteran's status including service during the Vietnam Era.

2.3.4 Immigration and Naturalization

The U.S. Immigration and Naturalization Service requires that the company and candidates for employment provide specific information within three (3) days of commencing employment. Candidates for employment must complete Section 1 of Form I - 9 and provide the company with specific documents to establish their identity and employment eligibility.

Identity can be established by providing a state-issued driver's license, a document such as a school I.D. with photograph, voter's registration card or military service record.

An employment eligibility document is a Social Security card, a birth certificate or an immigration document. Employees will not be allowed to continue employment without providing these identification documents.

2.3.5 Screening and Testing

There may be times when it is necessary to screen and test an employee to determine what risks the company may assume with employment of the individual. Screening and testing for security reasons and for drug or alcohol abuse may be required. Procedures such as psychological and medical laboratory tests will always be performed under the direction of a certified professional and according to the laws, which apply.

Personnel with a disability, which would affect their ability to take a particular test, shall advise Human Resources so that a suitable accommodation can be arranged. Medical documentation may be requested from the employee concerning a special request.

2.3.6 Motor Vehicle Record (MVR) Inquiry

Prospective employees expected to drive company vehicle must provide the company with current and acceptable motor vehicle driving information. Employment and assignment will be conditional pending the receipt of a satisfactory report from the Department of Revenue, Division of Motor Vehicles and a driving record acceptable to our insurer. Any changes to your driving record must be reported to Human Resources in a timely manner.

Employees authorized to drive a company vehicle are completely responsible for fines resulting from traffic violations. Only The Company employees are authorized to ride in or operate a company vehicle.

2.4 Process Improvement

Management-employee relations are strengthened when employees are consulted in decisions affecting them. Many organizations find it useful to establish a structured forum to encourage open communication between managers and employees on issues of common concern. This may take the form of a labor-management committee, quality of work life groups, facilitated team-building, and/or retreats or staff meetings set aside for this purpose.

2.4.1 Employee-Management Forums

Employee-management forums concentrate on analyzing and developing recommendations to resolve work-related problems and enhance organizational effectiveness. They should avoid personal attacks and discussions of individual personnel actions and formal grievances.

Employees are encouraged to participate in such open discussion with management.

Managers should patiently demonstrate by their actions:

1. They value employee involvement in work-related issues.
2. There will be no negative repercussions (immediately or eventually) for introducing a concern or suggestion.
3. Their ideas will be seriously considered and used to improve the workplace where possible, rather than gathering dust on a shelf.

Areas of productive discussion can include:

- Workplace safety issues.
- How to improve the quality of services, work products, or eliminate process redundancy.
- Methods used to determine assignments, performance appraisals, work performance standards, and overtime assignments, priority of leave requests, promotions, and other personnel management practices.
- Training needs.
- Morale problems.
- Equipment and other resource needs.

Section 3

Compensation & Benefits

3.0 Benefit Eligibility

The term "eligible employee(s)" used in the following sections of this handbook refers to full time employee(s) unless otherwise designated. Employees should be advised of the status of their position when they are hired.

Full-time employees are entitled to the benefits stated in this handbook provided they qualify for each individual benefit.

Part-time employees are entitled to those employee benefits specifically designated.

Temporary employees are not eligible for benefits.

In order to have a record of an employee's benefits, a continuous service date should be maintained for each full-time employee. The continuous service date should be the employee's first day of employment and should continue uninterrupted as long as the employee remains a full-time employee.

3.1 Payroll Information

Immediately upon accepting employment, the new employee should be given federal and state tax forms along with insurance forms to complete. The completed forms, the employment application form, and information regarding starting pay, starting date and other pay or benefit information should be forwarded to the Company's Controller.

3.1.1 Time Records

Government regulations require that the company keep an accurate record of hours worked by non-exempt employees. Non-exempt employees are required to record when they report to work and when they leave.

3.1.2 Pay Periods

Employees are normally paid semi-monthly. The semi-monthly payment occurs on the fifteenth (15) of the month and the last day of the month for the work performed during the period from the last payday up to the current payday.

3.1.3 Salary Compensation for Partial Pay Period

Salary payments to employees who are employed for less than a full pay period because of leave without pay, resignation or employment's at dates other than the beginning or the end of the pay period are computed on the basis of actual working days in the month. For this purpose working days are considered to be forty (40) hours Monday through Friday unless otherwise specified.

3.1.4 Pay Rate Schedule – Hourly Paid Employees

The company has established pay rate schedules for hourly-paid employees based upon work classifications. The length of time in a classification is a general guideline only. Being

employed by the company more than 1 or 2 years does not necessarily mean automatic promotion to the next highest level, for example.

Pay is determined by three primary factors:

- Your assigned work classification.
- Step increases for years of service.
- Individual performance.

3.1.5 Payroll Deductions

The company should deduct Federal and State Income Taxes, Social Security Taxes, family health coverage, back taxes, garnishments (including child support), for uniforms, for a Savings and Pension program, for loss or destruction of company property from an employee's gross pay.

- All deductions (other than statutory deductions) must be authorized in writing by the employee.
- Deductions should be itemized on the employee's paycheck stub. Questions regarding payroll deductions should be directed to the Controller.

3.1.6 Overtime

Hourly-paid employees (non-exempt employee) are expected to confine their work to the normal workday and workweek unless their manager authorizes overtime in advance. If determined necessary, in case of emergency or when it is in the best interests of the company, overtime work should be authorized by management for time spent beyond an employee's standard workweek.

Hourly-paid employees should be paid one and one-half (1.5) times their normal hourly rate of pay for approved overtime hours worked in excess of forty (40) hours per week.

The hours worked by salaried/exempt employees are often irregular, begin and end beyond the normal workday. Salaried employees that are exempt from the overtime provisions of the Federal Wage and Hour Law do not receive overtime pay.

3.1.7 Payroll Errors

Every precaution is taken to ensure that employees are paid correctly. If an employee believes there is an error in their pay, they should notify his/her Manager. The company should make every attempt to adjust the error immediately or no later than the employee's next pay period.

3.1.8 Garnishment of Employee Wages

State law requires the company to honor garnishments of employee wages (including child support) as a court or other legal judgment may instruct. The law also provides for an administrative fee to be charged when a garnishment occurs. Employee's should be notified of any ordered garnishments.

3.1.9 Authorized Check Pickup

Your manager distributes paychecks. If an employee is absent on payday and instructs someone to pick up his or her paycheck, a note signed by the employee authorizing the person

must be provided before the check can be released. The person picking up the paycheck must show proper identification and sign for the check. This policy protects the employee and the company.

For the convenience of the employee, and the Company, paychecks can also be directly deposited in the employee's bank account if the employee chooses to do so. A direct deposit request form may be obtained from the Company's Controller.

3.1.10 Pay at Time of Separation

Employees separated from employment should be paid for time worked (less deductions) on the next regular pay day according to the applicable federal and state laws. Any accrued vacation time should also be paid at this time.

The company should determine if the terminating employee has any outstanding debt owed the company and whether the individual has in their possession any company property (e.g. credit cards, laptops, phones, etc.).

After a full accounting of the employee's and the company's accounts (as determined by the company) is completed, a final paycheck should be issued to the employee in accordance with state law.

The company should issue a check, which is designated as the final payment for all services rendered. The final check should not reflect any time not actually worked except for an employee separated from employment with the company for any reason before they have taken part or all of their earned vacation pay at the time of separation from employment.

Upon resignation or termination, the employee should consult their Manager and/or the Company Controller for possible conversion of their group insurance and to address any financial issues. Any employee terminating their employment is expected to return any company property in their possession.

3.2 Vacation & Holidays

The Company recognizes that employees need a scheduled time away from normal work duties for their personal well-being. The company grants annual vacation and holidays, with pay, to regular full-time employees who meet the eligibility requirements.

3.2.1 Vacation Eligibility

The company grants annual vacation accrued on a semi-annually basis with pay on a calendar year basis to regular full-time employees who meet the service requirements as follows:

- Full time employees are entitled to fifteen (15) days of paid vacation.
- Partners, Directors and Officers are entitled to twenty (20) days of paid vacation.

3.2.2 Vacation Schedules

The company will need to have employees stagger vacations in an effort to ensure our clients remain our top priority by providing appropriate coverage. Therefore granting of vacation requests will be solely at the discretion of senior management, who will make every effort to accommodate individual's requests.

Vacation may be taken at any time during the year if after eligibility with the following provisions:

- Vacation requests must be made at least two (2) weeks prior to the desired vacation time.
- Employees are expected to take their paid vacation time as a means of rest and diversion for themselves and their families.
- Vacation time must be used in the calendar year earned and cannot be carried over.
- Job requirements will always have precedent over vacation schedules.
- Seniority will be considered in the event a conflict of vacation schedules arises.

A paid company holiday that falls during the vacation period will be considered as a paid holiday and not vacation time. This day of vacation may be taken at another time as approved.

3.2.3 Vacation Pay

Pay for vacation time will be at the employee's regular rate of pay. Paid vacation time will not be considered as time worked for the purpose of computing overtime for hourly employees.

As a means to ensure that our employees are benefiting from the company's vacation policy, pay in lieu of unused vacation is not available (unless upon termination, or at the discretion of the CEO).

3.2.4 Holidays

The company normally recognizes the following paid holidays; however, the company may decide to work on a holiday depending upon extraordinary job requirements.

The company will be closed on those holidays observed by the New York Stock Exchange (NYSE). In addition, each employee will have one (1) additional day of vacation, which is recognized as a "floating holiday", which should be submitted as a vacation request to senior management.

3.3 Attendance & Leave

Your attendance is of vital importance, not only in relation to your colleagues but also with respect to the overall company and the clients we serve. Providing high quality service for total client satisfaction depends on your commitment and attendance.

3.3.1 Medical Leave Policy

Medical Leave will be granted on a case by case basis by senior management. A serious health condition means an illness, injury, impairment or physical or mental condition that involves:

- Any period of incapacity or treatment in connection with, or after, inpatient care in a medical facility
- Any period of incapacity requiring absence from work of more than three calendar days and involving continuing treatment by a healthcare provider
- Any period of incapacity due to pregnancy or for prenatal care
- Continuing treatment by a health care provider for a chronic or long-term condition that would likely result in a period of incapacity of more than three calendar days. Unless complications arise or if left untreated, the following will generally not be considered serious health conditions: the common cold, the flu, upset stomachs, headaches or orthodontic problems. Routine physical, eye or dental examinations are not considered treatments indicative of a serious health condition.

3.3.2 Sick Leave Policy

Sick days are not counted towards vacation time. Employees are expected to use their best judgment. If sick for more than one week, a doctor's note may be requested by senior management. In the event of chronic absenteeism, employee may be subject to additional restrictions.

The Company is currently in negotiations to be able to provide Long-term Disability Insurance (LTD) to eligible employees. The *goal* being that participating employees should become eligible for disability benefits after 90 or 180 calendar days of continuous sickness or accident disability. *Note:* LTD is not currently offered. We will notify everyone as soon as possible.

3.3.3 Medical, Dental and Optical Appointments

Routine medical, dental and optical appointments should be scheduled outside working hours when possible. When this is not practical, occasional absences for such reasons are not charged against vacation leave.

Excessive absences will need to be discussed with senior management and may require a doctor's note.

3.3.4 Pallbearer, Funeral, Emergency Leave

The employing department of the company should, when satisfied by evidence presented, grant an employee time off with pay as follows:

- (1) Not to exceed three days for each occurrence in the case of death in employee's immediate family.
- (2) Not to exceed one day for each occurrence for service as pallbearer at the funeral of a person not a member of the employee's immediate family.

All such time off should be charged to the employee's accrued medical leave and should not be granted in excess of the employee's accrued leave. For the purpose of this rule, immediate family is defined as and limited to the employee's spouse, children, grandchildren, foster

children, step children, legal wards, parents, grandparents, foster parents, step parents, brothers, foster brothers, step brothers, in-laws, nieces, nephews, corresponding relatives of the employees spouse and other persons who are members of the employees household.

3.3.5 Civic Leave or Jury Duty

When an employee is called for jury duty or as a witness, time off with pay will be granted. The company should pay the difference between the court payment and the employee's regular pay rate. Should the employee's work duties with the company be vital to its operation, the court may be asked to excuse the employee from jury duty.

Employees must notify management upon receipt of their summons. A document from the court showing the time and amount paid must be given to management. If the court dismisses the jury or witness early, the employee is expected to return to work as soon as possible (and complete an eight-hour work day comprised of civic time and time on the job).

3.3.6 Voting

We prefer employees vote outside of working hours. When this is not possible, employees may take up to 2 hours of time off to vote in-person in primaries and elections either on election day or on a designated in-person early voting day.

3.3.7 Military Leave

All full and part-time employees who are members of the armed forces (Army, Navy, Air Force, Marines and Coast Guard) including the Reserves, the Army and Air National Guards, and any other person designed by the President are given protection by USERRA (Uniformed Services Employment and Reemployment Rights Act).

Employees are eligible to take military leave with pay for up to 15 workdays each fiscal year. Employees requiring more than 15 workdays for military training or to attend weekend drills shall be granted the time off for their military duty. At the employee's option, these absences may be charged to the employee's vacation leave balances, or leave without pay.

When an employee receives an official order, a copy of this order must be provided to management so arrangements for coverage during the absence can be made. Notice should be given before beginning training. In cases of emergency call-up, employees shall notify their supervisor of the call-up for duty as soon as possible.

Military leave without pay (or benefits) will be granted for those called up for active duty in the Armed Forces of the United States. Although active duty military service carries health benefits, known as Tricare/CHAMPUS, some employees may wish to maintain their coverage to provide a higher level of benefits to dependents. Health benefits can be continued for service members and their families during military service for up to 18 months (see COBRA). NOTE: reservists are not covered by Tricare/CHAMPUS unless they are on active duty for at least 30 days.

Eligible employees also maintain all of their active benefits (see COBRA above). No break in service is incurred. Vesting shall continue on a regular basis.

3.3.8 Parental Leave

The Company grants Parental Leave for eligible employees who meet the below conditions:

1. The employee must have been employed by the company for at least six months and be classified as a full-time regular employee.
2. The employee must also meet one of the following criteria:
 - a. Have given birth to a child; or
 - b. Be a spouse or committed partner of a woman who has given birth to a child; This provision does not apply to the adoption of a stepchild by a stepparent.

Eligible employees may take up to 12 weeks of paid maternity leave for mothers and 1 week of paid paternity leave for fathers. After 1 week, employees may request to use an additional week of vacation if needed. Benefits remain the same while an employee is on parental leave. Any additional leave required will need to be discussed with senior management. The employee is expected to make arrangements for coverage prior to going on leave, as well as check in on a regular basis throughout leave. This includes reviewing emails and voicemails on a regular basis and assign responsibility for any issues to the correct point of contact.

An Eligible Employee shall initially notify his or her supervisor of the need for Parental Leave and include the estimated timing and duration of such leave at least 90 calendar days in advance of the need for Parental Leave, where practical. If the need for Parental Leave is not foreseeable, an Eligible Employee must give notice of the need to his or her supervisor as soon as practical.

Multiple births/adoptions does not increase the length of Parental Leave. Upon termination of employment, the employee shall not be eligible for payment for any unused Parental Leave.

Any abuse of this program seriously affects all other employees and jeopardizes the continuance of the plan. Because of this, any abuse or attempted misuse of the Parental Leave program must be considered as grounds for immediate discharge. The Company may take disciplinary action, up to and including termination, against an employee who uses Parental Leave for purposes other than those described in this Policy.

3.3.9 Leave of Absence

An employee may ask for a personal leave of absence without pay from the company. The company cannot guarantee to hold any position for more than a three (3) month maximum. Any request for a leave of absence must be made in writing and must be approved in advance by management.

Due to lack of work, the company may require an employee to take an unpaid leave of absence. The length of a company-initiated leave of absence may vary.

During any approved leave of absence, the following provisions apply:

- If the personal leave is approved the employee should retain their original employment date showing no interruption in service.
- The employee should retain their membership in the company's Profit Sharing Plan 401(k) up to the amount of time allowed by the Plan.

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- The employee is responsible for the payment of all insurance premiums for their individual coverage (if applicable). This money should be paid to the company by the first day of each month that the employee is on an approved leave of absence.
 - If an employee accepts employment with another company, all their company benefits should be terminated.
 - Credit for paid vacation leave cannot be accrued during an approved leave of absence.
 - Any personally requested leave of absence may be without pay.

3.4 Insurance

The Company provides a variety of employee benefits and insurance. The following list is just a brief summary of these benefits and the Company urges all employees to refer to the original policy documents in order to understand the full implications of all these policies. Employees are always welcome to ask questions and discuss certain aspects of these policies with HR management.

3.4.1 Hospitalization and Medical Insurance

The company maintains a group hospitalization and medical insurance program. Every full-time employee becomes eligible for coverage under these programs on day one of employment with the company, provided all proper applications are made.

The company pays 75% of the premium for the coverage of the employee. If the employee chooses to have other members of the family covered at these beneficial company group rates, the company can arrange for this. For convenience, the employee's share of the cost of this insurance should be deducted pre-tax from the employee's pay and paid along with the company's contribution to the insurance company.

As health care costs continue to rise, the company will attempt to provide the best possible health coverage to its employees at an affordable cost. Details of the various insurance programs are set forth in the original insurance documents.

3.4.2 Continuation of Group Health Insurance (COBRA)

If an employee previously covered by the company's group health insurance plan is laid off because of temporary lack of work or illness and is rehired within three (3) months of the layoff, the employee should become eligible to participate in the group health insurance plan (on the first day of the month) after rehire.

Employees terminating for reasons other than for gross misconduct may continue their group health insurance coverage for eighteen (18) months at their own expense.

Employees must notify management in writing of their intent to continue coverage within sixty (60) days of receipt of COBRA continuation paperwork and must pay the premiums according to the premium schedules. Failure to notify management in writing or pay premiums is considered notice of cancellation of this option.

A dependent no longer eligible for coverage under the employee's group insurance certificate due to employee's death, a divorced or legally separated spouse or a child ceasing to be a dependent, may continue group health insurance for up to thirty-six (36) months at the expense of the employee or dependents.

Dependents must notify management in writing within sixty (60) days of their intent to continue coverage. Failure to notify management in writing or pay premiums is considered notice of cancellation of this option.

3.4.3 Life Insurance and Accidental Death & Dismemberment (AD&D) Coverage

Full-time employees are covered by group life and accidental death and dismemberment insurance at no cost to the employee. This coverage becomes effective at the same time as the group health insurance.

Guardian provides life coverage for each employee up to 2 times the employee's salary (up to \$500,000). More information is provided with the group health insurance booklet.

In addition, the Company carries for each employee a life insurance policy, which is equal to twice the employee's annual salary.

3.4.4 Long Term Disability Insurance

The Company is currently in negotiations to be able to provide Long-term Disability Insurance (LTD) to eligible employees. The *goal* being that participating employees should become eligible for disability benefits after 90 or 180 calendar days of continuous sickness or accident disability. *Note:* LTD is not currently offered. We will notify everyone as soon as possible.

3.4.5 Social Security

The cost of Social Security is shared between the employees and the company. For every dollar an employee puts into Social Security, the Company puts in a dollar.

Social Security provides benefits for employees and their families as specified by law in the event of retirement, hospitalization after age 65 (Medicare), total and permanent disability before age 65, and death at any time. For details, contact the local Social Security Office.

3.4.6 Workers' Compensation

All employees are covered by Workers' Compensation Insurance, which is purchased by the company in the state in which it operates. This insurance provides an employee with compensation for illness, accidental injury, or death suffered in the course of or as a result of their employment with the company.

Eligibility for benefits under Workers' Compensation insurance is automatic and is effective on date of hire. Workers' Compensation provides weekly payments based upon the employee's regular earnings as well as payments for medical and hospital expenses arising out of an occupational illness or injury.

Wage Continuation:

In addition to the weekly benefit payments made under Workers' Compensation insurance, the employee should receive from the company the difference between the insurance benefit and basic weekly earnings (for a specified number of days) according to the individual's length of service and eligibility for supplementary payments under the company wage continuation plan that applies to that individual.

A full-time employee who is not eligible for wage continuation payment or who has exhausted the allowance for such payment, shall nevertheless receive a wage continuation payment for a minimum of one (1) week.

This minimum does not apply to temporary employees who would only receive the Workers' Compensation payment. Any time lost by an employee due to an occupational illness or injury covered by Workers' Compensation insurance is credited as active service for all company benefits.

The Company complies with all state and federal laws pertaining to Workers' Occupational Diseases and Workers' Compensation.

3.4.7 Unemployment Compensation

Federal and State Unemployment Compensation Insurance is paid for entirely by the company. It helps an employee meet a loss of income resulting from unemployment beyond their control by paying certain benefits while they are out of work. Contact the local State unemployment office for details on the program.

3.5 Savings Plan 401(k)

The company has adopted a profit-sharing plan and a section 401(k) plan in which employees participate in the profits of the company. While the following is just a brief description of some of the critical features of this plan, a detailed outline of this plan is provided in a different handbook, which can be obtained from the Company Controller upon request.

The 401(k) plan:

- Allows the employee save up to 15% of his/her pay, subject to the annual limits set forth by the IRS. This reduces the employee's total taxable income by saving under the plan. This also reduces the employee's current taxes because the employee should be taxed on this money when he/she receives it later as a benefit.
- Guarantees that the employee's account resulting from any money the employee contributes always belong to him/her. Ownership of the employee's account from other contributions for him/her depends on the employee's service.
- Gives the employee tax deferral on any earnings until you receive them as benefits.
- Offers several different ways to receive the benefits. The employee chooses the right options for himself/herself.

3.6 Miscellaneous Benefits

The company provides additional benefits from time to time that may vary over the years. Contact your Manager for details on specific programs.

3.6.1 Break Room

The company provides a break area for the convenience of the employees that contains free soda, coffee and bottled water for all employees. In addition, the Company also makes available a refrigerator, microwave, dishwasher and, sink. When using the microwave please be considerate of others. In addition, it is your responsibility to cover your container to limit splashes, clean up spills and place used dishes and silverware in the dishwasher.

Employees are encouraged to use the break areas for their scheduled break and lunch period. Consumption of food is only permitted in the break area and other designated areas.

3.6.2 Educational Assistance

Bison Wealth supports the professional development of our Employees. We encourage our investment professionals to pursue their Chartered Financial Analyst (CFA) designation as it is widely accepted as a standard of excellence throughout the global investment community.

Bison Wealth will pay for Employee's CFA program enrollment upon initial registration. The Company will reimburse Employee for exam fees upon enrollment; limited to one reimbursement per level. Program enrollment and exam registration fees will be reimbursed based on the cost as of the Institute's earliest payment deadline. In addition, Bison Wealth will pay for self-study materials and class instruction equivalent to the Premium Solution package available from Schweser.

Requests for exceptions to this policy should be directed to one of Bison Wealth's Managing Partners.

Any special cases or situations not listed above should be at the discretion of management.

3.6.3 Company Sponsored Events

The company may receive invitations or tickets to sporting events, museums, theaters, amusement parks, parties, or other special events throughout the year. Tickets will be provided by your manager and where your attendance is requested, it is your responsibility to attend these functions as a responsible company employee.

Section 4

Employee Responsibilities

4.1 Work Schedules

Each employee is expected to complete a normal workday, workweek, and work whatever reasonable additional hours required meeting company needs.

4.1.1 Working Hours

The company's regular workweek begins at 8:30 a.m. on Monday and ends at 5:00 p.m. on Friday. Regular working hours are as follows:

- Office: 8:30 a.m. to 5:00 p.m. daily.
- Included lunch break: sixty (60) minutes.

If overtime is required, employees should be expected to work any additional time necessary.

4.1.2 Salary Employees

Management should establish salaried employees work schedules. Full-time salaried employees are expected to work 40 hours per week.

4.1.3 Clean Workplace

A clean work environment everywhere in the company is essential for smooth and productive operations. The following rules for cleaning the workplace apply:

Everyone on the premises of the company working in offices is responsible for keeping his/her office area in a neat and clean condition at all times.

4.2 Legal & Ethical Conduct

It is the policy of the company that each employee conducts his/her business affairs with such standards of integrity that no conflict of interest exists or can be reasonably implied or construed. The following paragraphs set forth legal and moral restrictions with respect to legal and ethical business conduct.

4.2.1 Ethical Standards

All employees should comply with the ethical standards of the company as set forth in this handbook. If a situation feels awkward, then the employees should ask themselves:

- Is my action legal and ethical?
- Does my action comply with corporate policy?
- Is my action appropriate in the situation?
- Would my action be an embarrassment to the company, if known?
- Does my action agree with my personal ethics or behavior?

An employee should be able to answer “yes” to all of these questions before taking action or compromising themselves in the situation.

Unethical business conduct, actions or even the appearance of unethical behavior is unacceptable under any conditions. The reputation of the company depends on each employee applying common sense in situations where specific rules of conduct are insufficient to provide clear direction. A strong sense of personal ethics, which should extend beyond compliance with applicable laws, is necessary to guide the behavior of all employees.

4.2.2 Conflicts of Interest

A conflict of interest can arise in dealings with anyone with whom the Company transacts business: Customers, clients, owners, buyers, suppliers, banks, insurance companies, and people in other organizations with whom we contact and make agreements.

The following actions and conditions are specifically prohibited, but are not intended to enumerate all actions or situations, which might be avoided:

- Working for any of the groups mentioned above for personal gain.

Employee should not have any direct interest in any company which competes with the Company, which sells or supplies to, or buys from the Company any products or property, or which furnishes any service to the company.

- Borrowing from, or lending money to, individuals representing organizations with whom business dealings are conducted.

Employee should not borrow money or accept advances or other personal payments or gifts or entertainment, from any company or firm (or any person acting directly or indirectly for any company or firm), which has transactions with the Company, as described above.

- Engaging in part-time activity for profit or gain in any field in which the company is engaged.

Employee should not enter into any transaction, acquire any interest, or take any action, which, in his/her own judgment, is contrary to the interest of the Company or is incompatible with loyalty and obligation inherent to his/her employment.

The foregoing prohibitions apply not only to the employee personally, but also to the employee's spouse and dependent minor children.

Any situation involving a possible conflict of interest, which arises in relation to the above outlined policies, must be brought to the attention of the employee's immediate supervisor or manager for possible action.

4.2.3 Personal Conduct

The company expects that all of its employees should conduct themselves with the pride and respect associated with their positions, their fellow employees, customers, suppliers and everyone else associated with the company in one form or another. Employees should always use good judgment, discretion, and the highest standards of ethical conduct in carrying out the company's business.

4.2.4 Confidentiality

The Company is engaged in wealth/investment management, which requires that a strict code of confidentiality of information be maintained. No employee should store information outside of the company (either written or electronic form) about any matter pertaining to the conduct of the company's business. No information regarding the Company's fees/revenues or Client Names or portfolio details shall be given to anybody without permission of senior management.

Conversations regarding prices, service, problems, gossip, etc. about one vendor or client to another is prohibited. Any employee who compromises information may be subject to dismissal.

In addition, idle gossip or dissemination of confidential information within the company, such as personal information; financial information, etc. should subject the responsible employee to disciplinary action or possible termination.

4.2.5 Bribes, Kickbacks and Illegal Payments

Bribes, kickbacks and other illegal payments to or from any individual with whom we conduct business (in any form and for any purpose) are prohibited. Certain types of rebates to the company from suppliers (but not to or from an individual employee) are legitimate to correct commercial inequity if done within government trade regulations.

4.2.6 Patents and Copyrights

Any patent or copyright developed by an employee of the Company is property of the company. Any information pertaining to such patent or copyright must remain on company premises. An employee sharing any internal information relating to the company must have prior approval of management to do so.

If an employee attends conferences, publishes information or passes on any company related information to third parties which he or she attained, accumulated or learned on the job, any monetary compensation awarded to the employee in relation to this form of information sharing is property of the Company.

An employee willing to use his/her own time to work on projects related to the company or the industry the company is part of, must have prior approval of management. Projects not related to the company are at the employee's discretion and may not interfere in any way with the employee's work. All related activities must take place on the employee's own time and not on the Company premises.

Any violation of these policies can lead to the immediate termination of employment and might have legal consequences.

4.3 Misconduct

It is the policy of the Company to expect all employees to abide by certain work rules of general conduct and performance at all times. Management, supervisors and all employees are expected to monitor and enforce these work rules equally.

Generally, there are four types of transgressions that constitute misconduct:

1. Absenteeism and tardiness problems.

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2. Policy and procedure violations.
 3. Performance.
 4. Behavior and conduct infractions.

These transgressions can occur simultaneously and then written up individually or grouped together on one report. The disciplinary action taken is a result of the severity of the offense. Misconduct transgressions are divided into three levels of severity: Serious, Very Serious and Inexcusable.

Notations should be made in the employee's file recording any offense committed. Management reserves the right to terminate or discipline any employee as considered necessary in individual circumstances.

4.3.1 Serious Misconduct

The first level of misconduct involves activities that undermine The Company's morale or focus, thus leading to a loss of attention to detail, quality or professionalism. Company management's first response should include verbal warnings to alert employees to the unacceptable behavior.

The disciplinary action for Serious Misconduct for the second offense should be a written notice with a copy to the employee's personnel file. A third occurrence should result in a "Final Written" notice. Further occurrences of serious misconduct may then result in the employee being suspended for one (1) to five (5) working days with or without pay, leading to termination.

Offenses include:

- Unauthorized leave from the work area during work schedule exceeding the time allowed for scheduled break or lunch period.
- Unauthorized distribution of literature in the work area or posting on company property.
- Distraction of other employees, or causing confusion by unnecessary shouting, catcalls, whistling or demonstration while on company property.
- Engaging in horseplay, practical jokes, gambling, selling merchandise, solicitation or general loitering while on company property.
- Having non-employees on company property at any time without authorized permission.
- Using profane language on company property, which in management's opinion is offensive to guests and to other employees.

4.3.2 Very Serious Misconduct

The second level of misconduct involves activities that more than undermine The Company's morale or focus but also cross the line of attention to detail, quality or professionalism. In other words, The Company is now experiencing the effects of lower morale or focus and such actions could lead to worse harm if continued. Company management's first response should

include both verbal and written warnings alerting the employee that the unacceptable behavior is harming The Company.

The disciplinary action for Very Serious Misconduct for the second offense should result in a “Final Written” notice. Further occurrences of Very Serious Misconduct may then result in the employee being suspended for one (1) to five (5) working days with or without pay or termination.

Offenses include:

- Reporting for work under the influence of alcohol, any intoxicant, any narcotic, any barbiturate, any amphetamine, any hallucinogen, or any other stimulating or depressing drug.
- Threatening, intimidating, coercing or interfering with any person on company premises at any time.
- Sleeping on company time.
- Altering, defacing or removing governmental or company notices and bulletins that are posted on the company bulletin board.
- Gaining unauthorized access to company records and files whether they are locked or otherwise.
- Careless or negligent use or operation of company equipment.
- Failure to immediately report any injury or accident to management resulting from an on-the-job situation.
- Performing substandard work both in quality and quantity after having been instructed in proper procedure and technique.

4.3.3 Inexcusable Misconduct

The final level of misconduct involves activities that undermine The Company’s morale or focus, cross the line of attention to detail, quality or professionalism, and are done with deliberate intent to harm The Company. In other words, The Company is now experiencing the effects and is being harmed in a substantive way.

Company management’s first response should include both a verbal and a “Final Written” notice alerting the employee that the unacceptable behavior has harmed The Company and that complete disciplinary action results are pending the results of an investigation. Next, management should begin an investigation into the extent of the damage to The Company in order to determine the disciplinary action to be applied.

The disciplinary action for Inexcusable Misconduct may then result in the employee being suspended for one (1) to five (5) working days with or without pay or termination.

Offenses include:

- Falsification of any reports, reports pertaining to absence from work, claims pertaining to injuries occurring on company premises, claims for any benefits provided by the company, communications or records including personnel.

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- Giving false fire alarms, or causing false fire alarms to be given.
 - Restricting output, or persuading others to do so, or promoting, encouraging, agitating, engaging in or supporting suspension of work, slowdowns, or any other interruptions.
 - Sabotage, or subversive activity of any kind.
 - Misuse or removal from the premise, without authorization, of any company property, or possession of any property removed from company premise without proper authorization.
 - Bringing, using or having in possession weapons on company premises at any time.
 - Bringing, using or having in possession, transporting, selling or promoting the use of any intoxicant, any narcotic, any barbiturate, any amphetamine, any hallucinogen, or any other stimulating or depressing drug on company premise at any time.
 - Striking or manhandling another person or fighting while on company premises at any time.
 - Theft of any property on company premises, or a theft matter relating to employment.
 - Willful abuse, or deliberate destruction of company property, equipment or any property on company premises at any time.
 - Gross insubordination – a willful and deliberate refusal to follow reasonable orders given by a member of management.
 - Violation of the company's Equal Employment Opportunity Policy or Harassment Policy.
 - Committing an immoral or indecent act while on company property regardless of whether the act was committed during the employee's work day.
 - Conviction of any offense by a court of law which, in management's judgment, would make that employee undesirable for association with the company and its other employees.

4.3.4 Misconduct Investigations

The Company may be required to investigate suspected employee misconduct. Investigations may be conducted by outside investigators, management, or law enforcement personnel. All employees are expected to assist any investigation to the best of their abilities.

4.4 Transportation & Travel

The Company recognizes that employees who travel far from home to represent the company's business interests must forego their living accommodations and may forfeit personal time. Accordingly, the Company will make efforts to provide comfortable and secure accommodations for lodging, meals and travel for employees.

However, these items are not intended to be perquisites and the Company reserves the right to deny reimbursement of expenses that are considered lavish or extravagant. Expenses are to be within established company guidelines and will be reimbursed with proper documentation.

Employees are expected to spend the Company's money as carefully and judiciously as they would their own.

4.4.1 Personal Vehicles

Employees may use their personal vehicles on official company business provided prior approval has been obtained from the Company. A mileage rate based on acceptable and current Internal Revenue Service regulations should be paid to employees who use their personal vehicles on official company business.

Minimum insurance requirements as specified by the company's insurance carrier must be in effect at the time the employee's personal vehicle is used and the employee may be required to provide the appropriate proof of insurance.

4.4.2 Living Expense Allowance

The company should reimburse employees for reasonable expenses incurred when they are traveling on company business. The company should pay the cost of reasonable lodging for the employee. In addition, a living expense allowance for meals is provided to salaried and supervisory personnel routinely away from their home requiring overnight accommodations.

The Human Resources point of contact should advise the employee of allowable living expenses to be paid by the company before any travel assignment.

4.4.3 Other Travel Expenses

Any travel and/or business expenses not covered by the living expense allowance described previously must be submitted for reimbursement by providing receipts showing name(s), date(s), business discussed, amount(s) and the account to be charged.

Receipts are mandatory for all lodging, airfare, trains, and rental cars. Receipts are also mandatory for any other expenses of \$25.00 or more, except that if evidence is not readily available for transportation charges (other than above), a receipt is not required.

4.4.4 Expense Records

All expense records (including gasoline credit card receipts) should be turned into the Accounting Department 5 days prior to the end of the pay period for timely payment. Expenses that are not turned in within 30-days of returning from travel may not be approved for payment.

4.4.5 Travel Advances

An advance for out-of-state travel may be provided upon request to the management. The corresponding expense report is expected within one (1) week of return from travel. If this substantiation is not completed within 60 days, any unaccounted for and unreturned advance monies may become taxable income to the employee and be included on a Form W-2 or Form 1099 when filed each calendar year.

4.4.6 Expense Reimbursement – Third Party

If the employee incurred expenses, which should be covered by some other party than the Company, the employee must notify the company about this in order to avoid a double reimbursement. Any time another party covers expenses of any kind; the Company should not provide reimbursements.

If the employee has already been reimbursed by the Company for expenses and thereafter receives reimbursement from a third party, the employee must endorse all reimbursements to the Company upon receipt.

4.4.7 Expense Policies – Violations

Clear, honest, well-documented and organized expense reports are of vital importance to The Company. Due to this importance, every employee should be familiar with all aspects of the current expense policies as described in the handbook.

Any questions should be directed to the Controller. Violations and any form of abuse in relation to these policies and standards may be disciplined and can ultimately lead to termination.

4.4.8 Company Credit Cards

Employees authorized to use a company credit card are responsible for protecting the use of the credit card and for submitting all credit card charge tickets to the proper department for validation before payment of the credit card invoice.

4.5 Appearance & Belongings

Employees are expected to use their good judgment and common sense in presenting themselves as "appropriate" for their positions. Clothing, hairstyles or personal hygiene should not pose a safety hazard or create an unacceptable appearance.

Personal appearance, proper hygiene and appropriate attire are important to the work environment. Clients may gauge the quality of the company by the attention The Company employees show to their personal appearance and attire. Employees are expected to report to work wearing clean clothing appropriate to their position.

4.5.1 Personal Appearance

A neat, well-groomed appearance is important to the employee, their fellow workers and to the Company's customers and suppliers. The company does not object to male employees having reasonable long hair if it is groomed. Nor does it object to mustaches or beards if they are kept trimmed and do not hinder the employee's performance.

4.5.2 Business Attire

Business situation such as meeting with clients or customers or representing the company require business attire. Men: Suits with ties and polished shoes with leather soles. Women: Suit, dress or matching skirt and blouse ensemble.

4.5.3 Casual Attire

Normal working hours that do not require client meetings allow for a more relaxed and casual appearance with some minimum standards. Men: must wear shirts with collars and buttons. Women: dress appropriately observing the inappropriate attire below.

4.5.4 Inappropriate Attire

Articles of clothing that either exposes too much of the employee, is in state of disrepair, contains obscene references or are too casual are considered to be unprofessional and should not be worn in a business environment. Such clothes can be considered harassing, offensive, or just too casual for the office.

Items of specific religious or cultural significance may be acceptable in the office provided they are being worn for such a purpose. Examples of unacceptable attire include:

- Halter tops or muscle shirts.
- Bare navels or transparent blouses.
- Obscene clothing adorned with foul language or images.
- Torn clothing or clothing with holes.
- Sweat pants, sweat suits, running shorts or "work out" clothes.
- Hats or headbands indoors.
- Flip flops.

4.5.5 Personal Belongings

The Company recognizes an employee's desire to display mementos pertaining to their family or other personal items. While the Company can take no responsibility for the safekeeping of these items, it welcomes its employees to personalize their work areas for added comfort or pleasantness. However, several guidelines must be observed. They are as follows:

- (1) Nothing can be displayed that (in the opinion of management) is derogatory to any person or system of beliefs.
- (2) Objects (in the opinion of management) that are inappropriate or hinder work efforts should not be allowed and must be removed upon request.
- (3) Safety comes first – No object should interfere with job safety as viewed by the company management.

4.5.6 Alcohol and Drugs

Consumption of, or being under the influence of alcoholic beverages or illegal drugs on company property or in the office is strictly prohibited. However, in the event of client entertainment events or sanctioned company events, alcohol consumption may be allowed, but judgement of personal consumption is expected. At all times personal decorum must be maintained.

Violation of this policy is cause for immediate termination of employment.

The company reserves the right to have employees tested, screened and/or searched on company property for drug use as it deems necessary, as long as these procedures do not violate any existing laws.

4.5.7 Medication

An employee placed on medication by a physician should report that fact to their supervisors and present a release form from the physician indicating that the individual is able to perform their daily work routine.

4.5.8 Smoking Policy

Smoking is discouraged and buildings may be designated "No Smoking". Laboratories, conference rooms, public meeting rooms, elevators and rest rooms shall be designated only as "No Smoking".

4.6 Equipment & Facilities

All employees should be concerned with the care and safe use of company-owned equipment and facilities. Good housekeeping is expected from everyone.

4.6.1 Parking

An adequate parking area is provided for employees. Employees may park in any space that is not marked reserved. Please cooperate by not blocking any gate, driveway, or the dock of the shipping and receiving area. The company assumes no responsibility for employee's vehicles or their contents while on company property.

4.6.2 Computer, Network and Telephone Use

Company communications equipment such as telephones, computers, networks, and Internet access are important to our everyday operation and are provided to facilitate official company business. Employees should restrict their personal communications to emergency matters only.

The use of company communications equipment for personal calls, faxes, e-mails or other electronic communication is discouraged. In the event that charges are incurred for the use of company resources, then the employee should reimburse the company.

In addition, the use of company communications equipment for solicitations or the distribution of personal ventures, religious, or political causes is discouraged. Offensive and or disruptive messages containing sexual, racial, or degrading commentary shall not be tolerated and may be subject to disciplinary action.

4.6.3 Motor Vehicle and Workplace Equipment Operation

Employees authorized to drive a company vehicle are completely responsible for fines resulting from traffic violations. Only Company employees are authorized to ride in or operate a company vehicle. Any changes to your driving record must be reported to Human Resources in a timely manner.

4.6.5 Company Equipment

The company should furnish all necessary equipment to complete job assignments. Each employee is reminded that all items purchased by the company remain the property of the Company.

It is the responsibility of the employee, to whom equipment is assigned, to maintain and safeguard these assets as if they were their personal property. It is the policy of this company to hold the individual responsible for equipment lost, stolen, or damaged through negligence.

4.6.7 Solicitation and/or Distribution

Solicitations and/or distributions are prohibited on company property or communications equipment. All employees are expected to use discretion in the soliciting of friends and co-workers for personal activities, clubs, charities, and other social organizations in order to limit the disruptions for non-company business while on company time.

4.6.8 Security

All doors, files, desks, gates and any other equipment with locks must be kept locked securely when not in direct use and at each day's end. Locks should be checked regularly. Company vehicles should be kept locked at all times. Lost keys must be reported to the office immediately. Any concerns about security should be directed to the Office Manager or Human Resources point of contact.