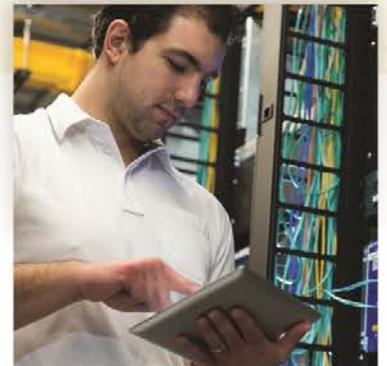




Independent
Contractor
Handbook

November 2018





Welcome!

This handbook was developed to describe some of the expectations of Independent Contractors (“Independent Contractor[s]”) that work with Market Street Talent.

Market Street Talent lives by our guiding principles, which are to work with and for each other, and always on behalf of our clients. Above all, engage in ethical conduct and pursue excellence. In everything you do as an Independent Contractor, have empathy towards the Client’s true needs, keep a clear focus on only the important opportunities, show honest care for the desired quality and outcomes, and treat all people with utmost respect.

We hope that your experience working with us as an Independent Contractor will be challenging, enjoyable, and rewarding.

Again, welcome!

Sincerely,

Jennifer Gray

INDEPENDENT CONTRACTOR ACKNOWLEDGEMENT FORM

The Independent Contractor handbook describes important information about Market Street Talent's policies for Independent Contractors on assignment at Market Street Talent's Clients, and I understand that I should consult Jennifer Gray of Market Street Talent regarding any questions not answered in the handbook.

Since the information and policies described here are necessarily subject to change, I acknowledge that revisions to the handbook may occur. All such changes will be communicated through official notices, and I understand that revised information may supersede, modify, or eliminate existing policies. Only Jennifer Gray has the ability to adopt any revisions to the policies in this handbook.

Furthermore, I acknowledge that this handbook is neither a contract of employment nor a legal document. I have received the handbook, and I understand that it is my responsibility to read and comply with the policies contained in this handbook and any revisions made to it.

INDEPENDENT CONTRACTOR'S NAME (printed):

INDEPENDENT CONTRACTOR'S SIGNATURE:

DATE: _____

101 Discrimination in the Workplace Engagement

Any Independent Contractor with questions or concerns about any type of discrimination in the workplace is encouraged to bring these issues to the attention of Jennifer Gray and/or the HR Department of Market Street Talent's client for which Independent Contractor is performing consulting services ("Client"). Independent Contractors can raise concerns and make reports without fear of reprisal. Any Independent Contractor on engagement at Market Street's Client found to be engaging in any type of unlawful discrimination will be subject to appropriate action, up to and including termination of the consulting engagement.

102 Business Ethics and Conduct

The successful business operation and reputation of Client are built upon the principles of fair dealing and ethical conduct. Our and our Clients reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. Independent Contractor will refrain from any illegal, dishonest or unethical conduct.

Our continued success is dependent upon our customers' trust and we are dedicated to preserving that trust. Independent Contractors working with Client have a responsibility to Client to act in a way that will merit the continued trust and confidence of the public.

In general, the use of good judgment, based on high ethical principles, will guide you with respect to lines of acceptable conduct.

If a situation arises where it is difficult for you to determine the proper course of action you should discuss the matter openly with Jennifer Gray for advice and consultation.

103 Conflicts of Interest

Independent Contractors have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which Client wishes the business to operate. The purpose of these guidelines is to provide general direction so that Independent Contractors can seek further clarification on issues related to the subject of acceptable standards of operation. Contact Jennifer Gray for more information or questions about conflicts of interest.

104 Confidentiality/Non-Disclosure

The protection of confidential business information is vital to the interests and the success of Client and Market Street Talent. Such confidential information includes, but is not limited to, the following examples:

- Client's customer lists, referral lists and related customer or referral information
- Independent Contractor lists and information
- Pending proposals
- Financial information
- Internal forms and processes
- Marketing strategies
- Computer programs, passwords and codes
- Personnel and compensation records

Independent Contractors may be required to sign a non-competition, non-solicitation and/or non-disclosure agreement with Client and/or Market Street Talent as a condition of engagement.

201 Use of Phone, Mail and Other Equipment

When using Client property, Independent Contractors are expected to exercise care, properly maintain, and follow all operating instructions, safety standards, and guidelines.

Personal use of the telephone, computers, or other business equipment of Client or Market Street Talent is not permitted. In addition, the use of Client-paid postage for personal correspondence is not permitted.

Please notify Client if any equipment, machines, or tools, appear to be damaged, defective, or in need of repair. Prompt reporting of damages, defects, and the need for repairs could prevent deterioration of equipment and possible injury to Independent Contractors or others.

The improper, careless, negligent, destructive, or unsafe use or operation of equipment may result in appropriate action, up to and including termination of the engagement.

202 Computer and Email Usage

Computers, computer files, the email system, and software furnished to Independent Contractors are Client property and are intended for business use. **To ensure compliance with this policy, computer and email usage may be monitored.**

Independent Contractors should not use a password, access a file, or retrieve any stored communication without authorization. All Company passwords – including but not limited to laptop, email, and professional account passwords – should be changed every 90 days.

We strive to maintain a workplace free of harassment and sensitive to the diversity of Client's personnel and Market Street Talent's Independent Contractors. Therefore, the use of computers, voice mail and the email system in ways that are disruptive, offensive to others, or harmful to morale are prohibited.

For example, the display or transmission of sexually explicit images, messages, and cartoons is not allowed. Other such misuse includes, but is not limited to, ethnic slurs, racial comments, off-color jokes, or anything that may be construed as harassment or showing disrespect for others.

Email may not be used to solicit others for commercial ventures, religious or political causes, outside organizations, or other non-business matters. Use of a Client email address for non-work purposes is prohibited.

Client has created its own intellectual property including software and/or purchases and licenses the use of various third party computer software for business purposes and does not own the copyright to such third party software or its related documentation. Client prohibits the illegal duplication of its own proprietary intellectual property including its proprietary software and related documentation and the illegal duplication of any third party software purchased or licensed by Client and its related documentation.

Independent Contractors should notify the Client authorized representative or Jennifer Gray upon learning of violations of this policy. Independent Contractors who violate this policy will be subject to appropriate action, up to and including termination of the engagement.

203 Internet Usage

The following guidelines have been established to help ensure responsible and productive Internet usage. Internet usage is intended for job-related activities.

All Internet data that is composed, transmitted, or received via our or our Client's computer communications systems is considered to be part of the official records of Market Street Talent or Client as applicable and, as such, is subject to disclosure to law enforcement or other third parties. Consequently, Independent Contractors should always ensure that the business information contained in email messages and other transmissions is accurate, appropriate, ethical, and lawful.

The equipment, services, and technology provided to access the Internet remain at all times the property of Market Street Talent or Client as applicable. As such, Market Street Talent and Client as applicable reserve the right to monitor Internet traffic, and retrieve and read any data composed, sent, or received through Market Street Talent's or Client's online connections and stored in Market Street Talent's or Client's computer systems.

Data that is composed, transmitted, accessed, or received via the Internet must not contain content that could be considered discriminatory, offensive, obscene, threatening, harassing, intimidating, or disruptive to any Independent Contractor or other person. Examples of unacceptable content may include, but are not limited to, sexual comments or images, racial slurs, gender-specific comments, or any other comments or images that could reasonably offend someone on the basis of race, age, sex, religious or political beliefs, national origin, disability, sexual orientation, transgender identity, or any other characteristic protected by law.

The unauthorized use, installation, copying, or distribution of copyrighted, trademarked, or patented material on the Internet is expressly prohibited. As a general rule, if an Independent Contractor did not create material, does not own the rights to it, or has not gotten authorization for its use, it should not be posted on the Internet or utilized by Independent Contractor in the performance of services for Client. Independent Contractors are also responsible for ensuring that the person sending any material over the Internet has the appropriate distribution rights.

204 Internet Usage (continued)

Internet users should take the necessary anti-virus precautions before accessing the Internet. All anti-virus software should be kept up-to-date.

Abuse of the Internet access provided by Client in violation of law or Client policies will result in appropriate action, up to and including termination of the engagement.

Independent Contractors may also be held personally liable for any violations of this policy. The following list is not all-inclusive but includes examples of previously stated or additional actions and activities that are prohibited and can result in appropriate action up to and including termination of the engagement:

- Using Market Street Talent's or the Client's organization's time and resources for personal gain, including personal shopping
- Sending or posting messages or material that could damage Market Street Talent's or the Client's organization's image or reputation
- Sending or posting confidential material or proprietary information outside of Market Street Talent's or the Client's organization as applicable
- Sending or posting discriminatory, harassing, or threatening messages or images
- Participating in the viewing or exchange of pornography or obscene materials
- Sending or posting messages that defame or slander other individuals
- Passing off personal views as representing those of Market Street Talent or the Client organization as applicable
- Sending anonymous email messages
- Stealing, using, or disclosing someone else's password without authorization
- Attempting to break into the computer system of another organization or person
- Refusing to cooperate with a security investigation
- Sending or posting chain letters, solicitations, or advertisements not related to business purposes or activities
- Using the Internet for political causes or activities, religious activities, or any sort of gambling
- Copying, pirating, or downloading software and electronic files without permission
- Violating copyright law or failing to observe licensing agreements
- Engaging in unauthorized transactions that may incur a cost to the organization or initiate unwanted Internet services and transmissions
- Jeopardizing the security of Market Street Talent's or the Client's organization's electronic communications systems as applicable
- Sending or posting messages that disparage another organization's products or services
- Engaging in any illegal activities

205 Social Media

Client recognizes that Independent Contractors may share information with co-workers and with those outside the Client, provided such information is not proprietary or confidential information of Client or Market Street Talent, for the purposes of gathering information, generating new ideas, and learning from the work of others. Social media provide inexpensive, informal, and timely ways to participate in an exchange of ideas and information. However, information posted on a website is available to the public and, therefore, the Client has established the following guidelines for Independent Contractor participation in social media.

Note: As used in this policy, “social media” refers to blogs, forums, and social networking sites, such as Twitter, Facebook, LinkedIn, YouTube, and MySpace, among others.

Off-duty use of social media. Independent Contractors may maintain personal websites or web logs on their own time using their own equipment. Independent Contractors must ensure that social media activity does not interfere with their work. In general, we believe maintaining personal relationships through social media with Clients and/or other Independent Contractors do negatively affect important professional boundaries. Therefore, Independent Contractors should not be “friends” (or similar social media relationships) via social media with Clients or other Independent Contractors. Connections via business-related networking sites such as LinkedIn are permitted.

The Client considers off-duty social media activities to be personal endeavors, and Independent Contractors may use them to express their thoughts or promote their ideas as long as they do not conflict with Client policies or business.

On-duty use of social media. Independent Contractors may engage in social media activity during work time provided it is directly related to their work, approved by the Client authorized representative, and does not identify or reference Client clients, Independent Contractors, or vendors without express Client permission. The Client may monitor Independent Contractor use of computers and the Internet, including Independent Contractor blogging and social networking activity during work time.

Respect. We expect that you will demonstrate respect for the dignity of the Client, its owners, its clients, its vendors, and its Independent Contractors. A social media site is a public place, and Independent Contractors should avoid embarrassing readers, Independent Contractors, clients, vendors, or owners. Do not use ethnic slurs, personal insults, or obscenity, or use language that may be considered inflammatory. Even if a message is posted anonymously, it may be possible to trace it back to the sender.

Post disclaimers. If, with Client’s or Market Street Talent’s express prior approval as applicable, an Independent Contractor identifies himself or herself as a Client or a Market Street Talent Independent Contractor or, with Client’s or Market Street Talent’s express prior approval as applicable, discusses matters related to the Client or Market Street Talent on a social media site, the site must include a disclaimer on the front page stating that it does not express the views of the Client [or Market Street Talent as applicable] and that the Independent Contractor is expressing only his or her personal views. For example: “The views expressed on this website/Web log are mine alone and do not necessarily reflect the views of the Client [or Market Street Talent as applicable].” Place the disclaimer in a prominent position and repeat it for each posting expressing an opinion related to the Client or the Client’s business or Market Street Talent or its business. Independent Contractors must keep in mind that if they post information on a social media site that is in violation of Client or Market Street policy as applicable and/or federal, state, or local law, the disclaimer will not shield them from appropriate action by Client or Market Street Talent up to and including termination of the Independent Contractor engagement.

201 Social Media (continued)

Competition. Independent Contractors should not use a social media to criticize the Client's competition and should not use it to compete with the Client.

Confidentiality. Do not post information or reference clients, its employees or other Independent Contractors. Do not post pictures of Client property or co-workers on the Internet without express permission. Independent Contractors may write about their jobs in general but may not disclose any confidential or proprietary information. For examples of confidential information, please refer to the Client or Market Street Talent confidentiality policy as applicable. When in doubt, ask before publishing.

New ideas. Please remember that new ideas related to work or Client business belongs to the Client. Do not post them on a social media site without the Client's express permission.

Trademarks and copyrights. Do not use the Client logo or trademarks on a social media site, or reproduce other material without first obtaining express permission.

Legal. Independent Contractors are expected to comply with all applicable laws (e.g., copyright, trademark, discrimination or harassment).

Client restrictions. The Client may also require Independent Contractors to delete references to it on a website or Web log and to stop identifying themselves as an Independent Contractor of the Client.

Consequences. Violations of this policy may result in appropriate action up to and including immediate termination of the engagement.

301 Independent Contractor Conduct and Work Rules

To ensure orderly operations and provide the best possible work environment, Client expects Independent Contractors to follow rules of conduct that will protect the interests and safety of all Independent Contractors and the organization.

It is not possible to list all the forms of behavior that are considered unacceptable in the workplace. This list is not all-inclusive and the following are examples of infractions of rules of conduct that may result in appropriate action, up to and including termination of the engagement. Appropriate action up to and including termination of the engagement may occur for violations not listed below.

- Violation of personnel policies
- Unsatisfactory performance or conduct
- Sexual or other unlawful or unwelcome harassment
- Excessive absenteeism, or any absence without notice
- Unauthorized absence from work site during the workday
- Conducting personal business during paid work time
- Insubordination or other disrespectful conduct
- Unauthorized disclosure of confidential information
- Theft or inappropriate removal or possession of property
- Falsification of timekeeping records
- Working under the influence of alcohol or illegal drugs
- Possession, manufacture, distribution, sale, transfer, or use of alcohol or illegal drugs in the workplace, while on duty, or while operating employer-owned vehicles or equipment
- Fighting or threatening violence in the workplace
- Boisterous or disruptive activity in the workplace
- Possession of dangerous or unauthorized materials, such as explosives or firearms, in the workplace
- Negligence or improper conduct leading to damage of employer-owned or customer-owned property
- Violation of safety or health rules
- Violation of Information Security Policy and rules and/or Data Risk Policy and rules
- Unauthorized use of telephones, mail system, or other employer-owned equipment

302 Attendance and Punctuality

To maintain a productive work environment, Client expects Independent Contractors to be reliable and to be punctual in reporting for scheduled work. Absenteeism and tardiness place a burden on the Client, its employees and other Independent Contractors and are not acceptable.

In the rare instances when you are unable to work as scheduled, you must personally notify the Client authorized representative as soon as possible in advance of the anticipated tardiness or absence.

An absence without appropriate notification may result in termination of the engagement.

Poor attendance and excessive tardiness are disruptive. Either may lead to appropriate action, up to and including termination of the engagement.

303 Problem Resolution

Client and Market Street Talent are committed to providing the best possible working conditions for its Independent Contractors. Part of this commitment is encouraging an open and frank atmosphere in which any problem, complaint, suggestion, or question receives a timely response from Client's or Market Street Talent's management as applicable.

We strive to ensure fair and honest treatment of all Independent Contractors. Management and Independent Contractors are expected to treat each other with mutual respect. Independent Contractors are encouraged to offer positive and constructive criticism.

If a situation occurs when Independent Contractors believe that a condition of the engagement or a decision affecting them is unjust or inequitable, they are encouraged to discuss it with the authorized Client representative. If the Independent Contractor believes that the discussion did not resolve the problem they are encouraged to contact Jennifer Gray.

Not every problem can be resolved to everyone's total satisfaction, but only through understanding and discussion of mutual problems can Independent Contractors and management develop confidence in each other. This confidence is important to the operation of an efficient and harmonious work environment.

304 Workplace Etiquette

Client strives to maintain a positive work environment where Independent Contractors treat each other with respect and courtesy. Sometimes issues arise when Independent Contractors are unaware that their behavior in the workplace may be disruptive or annoying to others. Many of these day-to-day issues can be addressed by politely talking with a co-worker to bring the perceived problem to his or her attention. In most cases, common sense will dictate an appropriate resolution. We encourage all Independent Contractors to keep an open mind and graciously accept constructive feedback or a request to change behavior that may be affecting another worker's ability to concentrate and be productive.

The following workplace etiquette guidelines are not necessarily intended to be hard and fast work rules with consequences. They are simply suggestions for appropriate workplace behavior to help everyone be more conscientious and considerate of co-workers and the work environment.

Please contact Jennifer Gray if you have comments, concerns, or suggestions regarding these workplace etiquette guidelines.

- Monitor the volume when listening to voice mail or a speakerphone that others can hear.
- Refrain from using inappropriate language, including swearing.
- Avoid detailed discussions of your personal life/issues
- Be conscious of how your voice travels, and try to lower the volume of your voice when talking on the phone or to others in open areas.
- Keep socializing to a minimum, and try to conduct conversations in areas where the noise will not be distracting to others.
- Minimize unscheduled interruptions of other worker's while they are working.
- Avoid public criticisms or accusations of others or of Client policies or procedures. Address such issues privately with those involved or the Client's authorized representative.
- Clean up after yourself.

305 Personal Appearance

During business hours or when representing Client or Market Street Talent, you are expected to present a professional, clean, neat, and tasteful appearance.

306 Return of Property

Independent Contractors may have access to property owned by Client or Market Street Talent. Independent Contractors must return all Client or Market Street property immediately upon request or at the end of the Independent Contractor's engagement.

Market Street Talent may withhold from the Independent Contractor's invoice(s) the cost of any items that are not returned when required. Client may also take all action deemed appropriate to recover or protect its property.

401 Holidays

Independent Contractors observe the holiday schedule of the Client where such Independent Contractors are on assignment. Holiday time is unpaid.

402 Safe Driving Policy

While driving employee or company-owned vehicles for work purposes, employees must comply with traffic legislation, be conscious of road safety, and demonstrate safe driving habits. This includes obeying state legislation regarding mobile device use while operating a vehicle.

Market Street Talent's Antiharassment Policy and Complaint Procedure

Market Street Talent is committed to a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits unlawful discriminatory practices, including harassment. Therefore, Market Street Talent expects that all relationships will be business-like and free of bias, prejudice and harassment.

It is the policy of Market Street Talent to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, religion, gender, sexual orientation, gender identity, national origin, age, disability, genetic information, marital status, pregnancy, or status as a covered veteran. Market Street Talent prohibits any such discrimination or harassment.

Market Street Talent encourages reporting of all perceived incidents of discrimination or harassment. It is the policy of Market Street Talent to promptly and thoroughly investigate such reports. Market Street Talent prohibits retaliation against any individual who reports discrimination or harassment or who participates in an investigation of such reports.

Definitions of Harassment

Sexual harassment constitutes discrimination and is illegal under federal and state laws. For the purposes of this policy, sexual harassment is defined, as in the Equal Employment Opportunity Commission Guidelines, as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when, for example a) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; b) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or c) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Sexual harassment may include a range of subtle and not-so-subtle behaviors and may involve individuals of the same or different gender. Depending on the circumstances, these behaviors may include unwanted sexual advances or requests for sexual favors; sexual jokes and innuendo; verbal abuse of a sexual nature; commentary about an individual's body, sexual prowess or sexual deficiencies; leering, whistling or touching; insulting or obscene comments or gestures; display in the workplace of sexually suggestive objects or pictures; and other physical, verbal or visual conduct of a sexual nature.

Harassment on the basis of any other protected characteristic is also strictly prohibited. Under this policy, harassment is verbal, written or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, religion, gender, sexual orientation, national origin, age, disability, marital status, citizenship, genetic information or any other characteristic protected by law or that of his/her relatives, friends or associates, and that a) has the purpose or effect of creating an intimidating, hostile or offensive work environment; b) has the purpose or effect of unreasonably interfering with an individual's work performance; or c) otherwise adversely affects an individual's employment opportunities.

Harassing conduct includes epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes; and written or graphic material that denigrates or shows hostility or aversion toward an individual or group and that is placed on walls or elsewhere on the employer's premises or circulated in the workplace, on company time or using company equipment via e-mail, phone (including voice messages), text messages, tweets, blogs, social networking sites or other means.

Individuals and Conduct Covered

These policies apply to all applicants and employees, whether related to conduct engaged in by fellow employees or someone not directly connected to Market Street Talent (e.g., an outside vendor, consultant or customer).

Conduct prohibited by these policies is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events.

Complaint Process

Individuals who believe they have been the victims of conduct prohibited by this policy statement or who believe they have witnessed such conduct should discuss their concerns with Jennifer Gray. Individuals may also contact our human resources consultants, Spectrum Consulting, at 866-533-3947 or susannah@spectrum.consulting.

When possible, Market Street Talent encourages individuals who believe they are being subjected to such conduct to promptly advise the offender that his or her behavior is unwelcome and request that it be discontinued. Often this action alone will resolve the problem. Market Street Talent recognizes, however, that an individual may prefer to pursue the matter through complaint procedures.

Market Street Talent encourages the prompt reporting of complaints or concerns so that rapid and constructive action can be taken before relationships become irreparably strained. Therefore, although no fixed reporting period has been established, early reporting and intervention have proven to be the most effective method of resolving actual or perceived incidents of harassment.

Any reported allegations of harassment, discrimination or retaliation will be investigated promptly. The investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge.

Confidentiality will be maintained throughout the investigatory process to the extent consistent with adequate investigation and appropriate corrective action.

Retaliation against an individual for reporting harassment or discrimination or for participating in an investigation of a claim of harassment or discrimination is a serious violation of this policy and, like harassment or discrimination itself, will be subject to disciplinary action. Acts of retaliation should be reported immediately and will be promptly investigated and addressed. Misconduct constituting harassment, discrimination or retaliation will be dealt with appropriately.

False and malicious complaints of harassment, discrimination or retaliation may be the subject of appropriate disciplinary action.