

MLPA CONFLICT OF INTEREST POLICY
Adopted January 12, 2017

This conflict of interest policy is designed to protect the interests of the Master Limited Partnership Association (“MLPA”) when MLPA is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board member, staff, or certain members. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interests applicable to nonprofit and charitable organizations.

I. Application of Policy

This policy applies to MLPA Board members, MLPA staff, MLPA Committee Chairs, and certain members of MLPA. A member is covered under this policy if that person has been granted significant independent decision making authority with respect to the resources of MLPA. Persons covered under this policy are hereinafter referred to as “interested parties.”

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of MLPA. There are a variety of situations which raise conflict of interest concerns including, but not limited to, the following:

- A. Financial Interests. A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made, or transaction entered into, by MLPA. Examples include situations where:
- 1) MLPA contracts to purchase or lease goods, services, or properties from an interested party, or a relative, or business associate of an interested party;
 - 2) The MLPA offers employment to an interested party, or a relative, or business associate of an interested party, other than a person who is already employed by MLPA;
 - 3) An interested party, or a relative or business associate of an interested party, is provided with a gift, gratuity or favor, of a substantive nature, from a person or entity which does business, or seeks to do business, with MLPA; and
 - 4) An interested party, or a relative or business associate of an interested party, is gratuitously provided use of the facilities, property, or services of MLPA.

B. Other Interests. A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his/her relationship with MLPA, or where his/her duty or responsibility owed to MLPA conflicts with a duty or responsibility owed to some other entity. Examples include where:

- 1) An interested party seeks to make use of confidential information obtained from MLPA for his/her own benefit, or the benefit of a relative, business associate, or other entity; and
- 2) An interested party seeks to take advantage of an opportunity, or enable a relative, business associate, or other entity to take advantage of an opportunity, which he/she has reason to believe would be of interest to MLPA.

III. Disclosure of Actual or Potential Conflict of Interest

An interested party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

An interested party shall complete and file with the Executive Director the attached “Annual Affirmation of Compliance and Disclosure Statement” when a person becomes an interested party, and each year thereafter. An additional Disclosure Statement shall be filed with the Executive Director, or in the case of the Executive Director with the Chairman of the Board, at such time as an actual or potential conflict arises.

The Executive Director shall file copies of all Affirmations and Disclosure Statements with the official corporate records of MLPA.

IV. Procedures for Review of Actual or Potential Conflicts – Generally

Whenever there is reason to believe that an actual or potential conflict of interest exists between MLPA and an interested party, the Board of Directors shall determine the appropriate organizational response. This shall include, but not necessarily be limited to, invoking the procedures described in Section V, below, with respect to a specific proposed action or transaction.

Where the actual or potential conflict involves MLPA staff, other than the Executive Director, the Executive Director shall, in the first instance, be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of MLPA. The Executive Director shall report to the Chairman of the Board the results of any review and the action taken. The Chairman of the Board, in consultation with the Executive Committee, shall determine if any further Board review or action is required.

V. Procedures for Addressing Conflicts of Interest – Specific Transactions

Where an actual or potential conflict exists between the interests of MLPA and an interested party with respect to a specific proposed action or transaction, MLPA shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the Board of Directors. The following procedures shall apply:

- 1) An interested party who has an actual or potential conflict of interest with respect to a proposed action or transaction shall not participate in any way in, or be present during, the deliberations and decision making of MLPA with respect to such action or transaction. The interested party may, upon request, be available to answer questions or provide material factual information about the proposed action or transaction;
- 2) The disinterested members of the Board of Directors may approve the proposed action or transaction upon finding that it is in the best interests of MLPA. The Board shall consider whether the terms of the proposed transaction are fair and reasonable to MLPA and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party;
- 3) Approval by the disinterested members of the Board of Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance; and
- 4) The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken, and, where applicable, the abstention from voting and participation by the interested party.

VI. Violations of Conflict of Interest Policy

If the Board of Directors has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstances, the Board determines that the interested party has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Master Limited Partnership Association Conflict of Interest Policy
Annual Affirmation of Compliance and Disclosure Statement

I have received and carefully read the Conflict of Interest Policy for Board members, staff, and certain other members of the Master Limited Partnership Association (“MLPA”), and have considered not only the literal expression of the policy, but also its intent. By signing this Affirmation of Compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that MLPA is a tax-exempt organization, and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Except as otherwise indicated in the Disclosure Statement, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of MLPA, nor does any relative or business associate have such an actual conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the Chairman of the Board and to the Executive Director of MLPA. I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information, and belief.

Name [Please Print]

Signature

Date

Master Limited Partnership Association Conflict of Interest Policy
Disclosure Statement

Please complete the questionnaire below, indicating any actual or potential conflicts of interest. If you answer “yes” to any of the questions, please provide a written description of the details of the specific action or transaction. Attach additional sheets as needed.

A. **Financial Interests** – A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by the organization.

During the past twelve (12) months:

1. Has MLPA contracted to purchase or lease goods, services, or property from you, or from any of your relatives or business associates: _____

If yes, please describe:

2. Has MLPA offered employment to you, or to any of your relatives or business associates, other than a person who was already employed by the organization? _____

If yes, please describe:

3. Have you, or have any of your relatives or business associates, been provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with MLPA? _____

If yes, please describe:

4. Have you, or any of your relatives or business associates, been gratuitously provided use of the facilities, property, or services of MLPA? _____

If yes, please describe:

B. **Other Interests** – A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his/her relationship with MLPA, or where his/her duty or responsibility owed to MLPA conflicts with a duty or responsibility owed to some other entity.

During the past twelve (12) months:

1. Have you, or any of your relatives or business associates, used the goodwill of MLPA as a means to curry favor with any governmental authority for the benefit of yourself, relatives, any business associate or organization? _____

If yes, please describe:

2. Did you obtain preferential treatment by MLPA for yourself, or for any of your relatives or business associates? _____

If yes, please describe:

3. Did you make use of confidential information obtained from MLPA for your own benefit, or for the benefit of a relative, business associate, or other entity? _____

If yes, please describe:

4. Did you take advantage of an opportunity, or enable a relative, business associate, or other entity, to take advantage of an opportunity, which you had reason to believe, would be of interest to the organization? _____

If yes, please describe:
