



OPC FOUNDATION – CONFLICT OF INTEREST POLICY

The directors and officers (“Covered Individuals”) of the OPC Foundation (“OPCF”) must act in the best interest of OPCF. Occasionally this duty may be, or may appear to be, incompatible or in conflict with a Covered Individual’s personal interests, or the interests of an organization of which the Covered Individual is an employee, director, owner, or otherwise has a business interest. If this occurs, or if for any other reason a Covered Individual is unable to make unbiased or impartial decisions in connection with his or her OPCF activities, the Covered Individual has a potential conflict of interest that must be addressed.

The Board of Directors of OPCF (the “Board”) requires that all Covered Individuals promptly disclose facts or circumstances that could constitute a potential conflict of interest to the Board. The remainder of the Board will review all disclosures, conduct due diligence where appropriate, and determine an appropriate resolution. The Board will maintain documentation regarding all disclosures and associated resolutions. Pending the Board’s review and resolution of a potential conflict of interest, disclosing Covered Individuals will conduct themselves so as to minimize possible impact of the potential conflict of interest on OPCF. Each Covered Individual agrees to comply with the resulting determination of the Board, including recusal from participation in certain OPCF matters, if so directed.

Covered Individuals must disclose potential conflicts of interest when they arise. Without limiting this obligation, the Board will send Covered Individuals periodic reminders of the requirements of this policy. If a Covered Individual does not submit a statement within 30 days of being prompted by the Board, that Covered Individual will be deemed to be stating to OPCF that they have no actual or potential conflicts of interest to disclose. If the Board has reason to believe that a Covered Individual has failed to disclose a potential conflict of interest, it shall inform the Covered Individual of the basis for such belief and allow the Covered Individual an opportunity to explain the alleged failure to disclose. If the Board decides that the Covered Individual has in fact failed to disclose a possible conflict of interest, the Board shall take such disciplinary and corrective action as the Board shall determine appropriate for the circumstances.



**OPC FOUNDATION CONFLICT OF INTEREST
DISCLOSURE STATEMENT**

I have read and understand the OPC Foundation Conflict of Interest Policy and agree to comply with the policy. I understand that as a director or officer of OPC Foundation, I am obligated to disclose the existence of any facts or circumstances that may constitute a conflict of interest, per the policy. I will use this form below to disclose and describe any actual or potential conflicts of interest of which I am aware and will return the signed statement to the OPC Foundation Board of Directors within 30 days.

If, to the best of my knowledge and belief, I have no actual or potential conflicts of interest to disclose at this time, then I do not need to return a signed copy of this statement. I understand that if I do not return a signed copy of this document within 30 days, I will effectively be stating to OPC Foundation that I have no actual or potential conflicts of interest to disclose at this time. I understand that I must promptly disclose any such actual or potential conflicts of interest if and when they arise.

Printed Name: _____

Company: _____

Signature: _____

Date: _____

Listed below are descriptions of activities, relationships, transactions or other facts or circumstances which may be or could be construed to be conflicts of interest:

April 29, 2019