

THE DE MOYA FOUNDATION

Policy on Conflicts of Interest

(Adopted April 11, 2014)

Section 1. Purpose.

The Trustees, Advisory Board, its committee members, officers and employees of THE DE MOYA FOUNDATION, a Florida Irrevocable Trust wholly exempt from federal income taxation pursuant to §§170(c), 501(c)(3), 2055 and 4947(a)(1) of the Internal Revenue Code (“Foundation”) are encouraged to assume leadership roles in the community by maintaining involvement with a wide spectrum of nonprofit organizations. This means that, from time to time, potential conflicts of interest or the appearance of such conflicts will inevitably arise. The purpose of this Conflicts of Interest Policy (“Policy”) is to clarify transactions that may involve a conflict of interest or an appearance of a conflict of interest and to provide a framework for the Foundation’s active Board of Trustees (“Board”) to approve such transactions. It is the Foundation's policy to deal with such conflicts in a manner that is as open and appropriate as possible.

Section 2. Persons Concerned.

This Policy is directed not only to Trustees and officers, but also to all employees of the Foundation or members of the Advisory Board and/or committees who have the ability to influence the actions of the Foundation.

Section 3. Definitions.

A. A “Responsible Person” is any person serving as a Trustee, member of the Advisory Board or any subcommittee, an officer or an employee of the Foundation.

B. A “Family Member” is any of the following: (i) a Responsible Person’s spouse; (ii) the Responsible Person’s or the Responsible Person’s spouse’s siblings, ancestors, children, grandchildren and great grandchildren; (iii) the spouses of a Responsible Person’s or a Responsible Person’s spouse’s children, grandchildren and great grandchildren; and (iv) any individual residing in the same home as a Responsible Person.

C. A “Transaction” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship.

D. A “Beneficial Financial Interest” is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it could reasonably affect a Responsible Person’s judgment if he or she were called on to vote on the Transaction.

E. A “Conflict of Interest” or “Appearance of Conflict of Interest” is any circumstance described in Section 5 of this Policy.

F. The “Declared Field of Interest” of the Foundation is to serve the charitable, educational, athletic and health needs of children and young adults with disabilities, disadvantaged, underprivileged and poor of South Florida primarily those under the age of Twenty-Eight (28).

G. “Lobbying” includes any attempt to influence legislation at the national, state or local level.

H. “Legal Representative” means a director, officer, shareholder, member, manager, agent, consultant, partner, associate, volunteer, task-force member, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

Section 4. Policies.

A. Pecuniary Gain. No Responsible Person shall derive any pecuniary profit or gain from the Foundation, either directly or indirectly, other than the reasonable compensation they are paid for their services as established by the Trustee.

B. New or Renewal Appointments. No Responsible Person shall accept a new or renewal appointment to serve as a director, officer, trustee or in any other representative capacity to a potential grantee organization that is within the Foundation’s Declared Field of Interest unless specifically authorized to do so by the Trustee.

C. Conflict Procedures. Responsible Persons who have an actual or apparent Conflict of Interest with respect to a Transaction shall follow the procedures outlined in Section 6 of this Policy.

D. Speaking Engagements. Responsible Persons may be called upon to speak before various groups as representatives of the Foundation. Responsible Persons shall not accept honoraria, gifts or similar consideration for such speaking engagement; provided, however, that Responsible Persons may accept payments and reimbursements for travel and lodging expenses directly related to any such speaking engagement.

F. Political Involvement. Responsible Persons shall not engage in political campaign activities or lobbying activities on behalf of the Foundation. Each Responsible Person, when engaging in political campaign activities or lobbying activities in his or her individual capacity, shall take care to avoid creating any impression that such activities are being entered into on the Foundation’s behalf.

G. Use of the Foundation’s Resources. The Foundation's name, facilities, equipment and supplies, including Foundation letterhead, are to be used solely in furtherance of the Foundation business and not for the benefit of, or to imply the Foundation’s support of, unrelated activities. However, Foundation facilities may be used for unrelated activities if such use is in

connection with the Foundation's conference program. The Trustee and the Foundation's Officers may grant permission to a Responsible Person to use Foundation facilities in his/her pursuit of unrelated activities, but only where such use will be of significant benefit to the Foundation.

I. Confidentiality. Responsible Persons shall observe strict confidentiality concerning all Trustees, Advisory Board and/or committee or other Foundation discussions, actions, decisions, plans and materials. Responsible Persons shall not disclose or use information related to the business of the Foundation for the personal profit or advantage of the Responsible Person, a Family Member or an entity or government agency in which a Responsible Person or Family Member has a Beneficial Financial Interest or serves as a Legal Representative.

J. Special Situations. Responsible Persons may be confronted with special situations that are not specifically addressed by this Policy. If the Responsible Person has any question as to the proper course of action, the matter should be disclosed to the Trustee who shall determine the appropriate handling of such special situations.

K. Compensation. Compensation of Trustees, Officers, Employees and Consultants shall be governed by the following procedures:

1. All compensation shall be approved by Trustee and the Independent Trustee by a unanimous vote. The vote will be recorded. Votes for and against shall be recorded by director, voting. The date of the approval shall be recorded in the minutes.

2. All compensation shall be approved in advance of the award of the compensation and shall be scrutinized for its reasonableness. Due diligence regarding compensation shall include but not be limited to published information on compensation of persons with similar actual responsibilities, duties and time in service. Such due diligence gathered shall be attached to the minutes of the meeting covering any award of compensation.

3. All compensation shall be evidenced by a written agreement that shall be presented to the board for its review and consideration prior to a vote on the granting of such compensation. All approved agreements executed by the corporation and recipient of the compensation shall be made a part of the business records of the Foundation.

Section 5. Conflict of Interest and Appearance of Conflict of Interest Defined. For purposes of this Policy, the following circumstances shall be deemed to create a Conflict of Interest or an Appearance of a Conflict of Interest:

A. Outside Interests.

(i) A Transaction between the Foundation and a Responsible Person or Family Member.

(ii) A Transaction between the Foundation and an entity or government agency in which a Responsible Person or Family Member has a Beneficial Financial Interest or serves as a Legal Representative.

B. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment or other favors from any individual, government agency or entity that:

(i) Does or is seeking to do business with the Foundation;

(ii) Has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the Foundation; or

(iii) Is a potential grantee operating within the Foundation's Declared Field of Interest, under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties on behalf of the Foundation. This does not preclude the acceptance of items of nominal value or entertainment of nominal value that are not related to any particular Transaction or activity of the Foundation.

Section 6. Procedures.

A. Required Disclosure - Transactions Subject to Trustee, Advisory Board or Committee Action. Prior to any action on a Transaction involving a an actual or apparent Conflict of Interest, a Responsible Person having the actual or apparent Conflict of Interest and who is in attendance at the meeting shall disclose: (i) the existence and nature of the actual or apparent Conflict of Interest; and (ii) all facts known to the Responsible Person respecting the subject matter of the Transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the Transaction. Such disclosure shall be reflected in the minutes of the meeting.

B. Required Disclosure - Transactions Not Subject to Trustee, Advisory Board or Committee Action. A Responsible Person who has an actual or apparent Conflict of Interest with respect to a Transaction that is not the subject of Trustee, Advisory Board or Committee Action shall disclose to the Trustee and Independent Trustee: (i) the existence and nature of the actual or apparent Conflict of Interest; and (ii) all facts known to the Responsible Person respecting the subject matter of the Transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the Transaction. Such disclosure shall be made as soon as practicable once the actual or apparent Conflict of Interest is known to the Responsible Person and shall be reflected in any record that is kept of any formal meeting regarding the Transaction.

C. Required Disclosure - Meeting Absence. A Responsible Person who plans not to attend a meeting at which he or she has reason to believe that the Board or committee will act on a Transaction in which the person has an actual or apparent Conflict of Interest shall, as soon as practicable prior to such meeting, disclose to the chair of the meeting: (i) the existence and nature of the actual or apparent Conflict of Interest; and (ii) all facts known to the Responsible

Person respecting the subject matter of the Transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the Transaction. The chair of the meeting shall report the Responsible Person's absence from the meeting and disclosure shall be reflected in the minutes of the meeting.

D. Abstention from Transactions Subject to Trustee, Advisory Board or Committee Action. Both the Trustee and the Independent Trustee is a quorum for purposes of voting on matters involving a Conflict of Interest pursuant to this Policy. A Responsible Person who has an actual or apparent Conflict of Interest shall not be present in the meeting room during the vote and shall not participate, either directly or indirectly, in their deliberations or vote. Such Responsible Person's ineligibility to vote or participate in deliberations and such Responsible Person's absence from the meeting room at the time of the vote shall be reflected in the minutes of the meeting.

E. Abstention from Transactions Not Subject to Trustee, Advisory Board or Committee Action. Responsible Persons who have an actual or apparent Conflict of Interest with respect to a Transaction that is not the subject of Trustee, Advisory Board or Committee Action shall not participate in discussions or take any action that may affect the Foundation's participation in the Transaction. Such Responsible Person's ineligibility to participate in discussions regarding such Transaction and such Responsible Person's absence from the meeting room at the time of discussions shall be reflected in any record that is kept of any formal meeting regarding the Transaction.

F. Conflicting Duties. Whenever a Responsible Person who has an actual or apparent Conflict of Interest is not a direct party to the Transaction and has a duty under law or professional canon that imposes a duty of confidentiality or loyalty to another person, entity or government agency respecting information relating to the Transaction such that the Responsible Person may not make the disclosure required by this Section, disclosure is sufficient for purposes of this Section if the Responsible Person discloses to the Trustees voting on the Transaction prior to such vote the following: (i) the existence and nature of the actual or apparent Conflict of Interest; (ii) the existence and character of his or her duty to the other person, entity or government agency; and (iii) the limitations imposed by that duty. The Responsible Person with the actual or apparent Conflict or Interest shall not be present during the Trustees' vote and shall play no part, directly or indirectly, in their deliberations or vote.

G. Potential Conflicts. In the event it is not entirely clear that a Conflict of Interest or Appearance of a Conflict of Interest exists, the Responsible Person with the potential Conflict of Interest shall disclose the circumstances to the Trustee and the Independent Trustee who shall determine whether there exists a Conflict of Interest or Appearance of a Conflict of Interest that is subject to this Policy.

I. Annual Disclosure. Responsible Persons shall annually complete a copy of the attached Conflict of Interest Disclosure Statement identifying any relationships, positions or circumstances in which the Responsible Person is involved that the Responsible Person believes could result in an actual or apparent Conflict of Interest. Responsible Persons shall supplement

the Statement whenever necessary to keep the Foundation sufficiently informed of such relationships, positions and circumstances.

Section 7. Confidentiality. Each Responsible Person shall not disclose confidential information acquired in connection with his or her role as a Responsible Person or information the disclosure of which might be adverse to the interests of the Foundation. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the Foundation for the personal profit or advantage of the Responsible Person, a Family Member, or any entity in which the Responsible Person or Family Member has a Beneficial Financial Interest or serves as a Legal Representative.

Section 8. Review of Policy. This Policy shall be reviewed annually by each Responsible Person. Any changes to the policy shall be communicated immediately to all Responsible Persons.

Section 9. Miscellaneous. This Policy is intended to comply with the procedure prescribed in Florida Statutes, governing conflicts of interest for Trustees of Charitable Trusts. This Policy extends the concepts of the Statute to the Foundation's officers (as required by Florida Statutes) and employees. In the event there is an inconsistency between the Statute's minimum requirements and procedure prescribed herein that results in the Policy not satisfying the minimum requirements of the Statute, the Statute shall control. The Board shall have the right to amend this Policy at any time in its sole and absolute discretion.

Basic Conflict of Interest Disclosure Form

Name: _____

Position: Employee Volunteer Trustee

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between The de Moya Foundation and your personal interests, financial or otherwise:

Please specify other nonprofit and for-profit boards you (and/or your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own:

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of The de Moya Foundation.

Signature: _____

Date: _____