

CONFLICT-OF-INTEREST POLICY

PEOPLE FOR THE PLAYA WATER RESOURCES, INC.

ARTICLE I - PURPOSE

The Purpose of this Conflict-of-Interest policy is to protect the interest of People for the Playa Water Resources, Inc., a tax-exempt Corporation (the "Corporation"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict-of-interests applicable to nonprofit and charitable corporations.

ARTICLE II - DEFINITIONS

1. **Interested Person.** Any Director, Officer, or member of a Committee with Board of Directors' delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

3. **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict-of-interest. Under Article III, Section 2, a person who has a financial interest may have a conflict-of-interest only if the Board of Directors or Committee decides that a conflict-of-interest exists.

ARTICLE III - PROCEDURES

1. **Duty to Disclose.** In connection with any actual or possible conflict-of-interest, an interested person must disclose the existence of the financial interest and be given the opportunity to

disclose all material facts to the Directors and members of Committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with them, the interested persons shall leave the Board of Directors or Committee meeting while the determination of a conflict-of-interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict-of-Interest.

- a. An interested person may make a presentation at the Board of Directors or Committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict-of-interest.
- b. The President of the Board of Directors or chair of the Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors or Committee shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict-of-interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict-of-interest, the Board of Directors or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict-of-Interest Policy.

- a. If the Board of Directors or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts-of-interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or Committee determines the member has failed to disclose an actual or possible conflict-of-interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

The minutes of the Board of Directors and all Committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict-of-interest, the nature of the financial interest, any action taken to determine whether a conflict-of-interest was present, and the Board of Directors' or Committee's decision as to whether a conflict-of-interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - COMPENSATION

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on that member's compensation.
- b. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

ARTICLE VI - ANNUAL STATEMENTS

Each Director, Officer, and member of a Committee with Board of Directors' delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of this conflict-of-interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE VII - PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE VIII - USE OF OUTSIDE EXPERTS

When conducting the periodic reviews, as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATE OF ADOPTION OF CONFLICT-OF-INTEREST POLICY

I do hereby certify that the above stated Conflict-of-Interest Policy of People for the Playa Water Resources, Inc. is approved and adopted by both the Corporation's members and the Corporation's Board of Directors as of May 19, ____, 2025.

The Conflict-of-Interest Policy is approved by the Incorporators as of May 19, ____, 2025.

Cheryl Knott
Cheryl Knott, Secretary

Date: 5/19/25