

OVERFALLS FOUNDATION
Conflict of Interest Policy

Purpose: To protect the Overalls' interest when entering into transactions with "insiders" and closely related individuals and to foster integrity and public confidence.

Definitions:

Insiders: Board members, Officers, Paid employees or consultants, and volunteers.

Interest: A material financial interest or exchange transaction with the Overfalls that might influence a person's judgement.

Conflict of Interest: Exists when the determining body makes the judgement that an insider has a material interest in a transaction such that it reduces the likelihood that the insider's judgement can be exercised impartially in the best interest of the Overfalls.

Procedures:

Duty to disclose: Each interested person shall promptly disclose his interest in the transaction.

Determination: The Board will determine if a conflict exists.

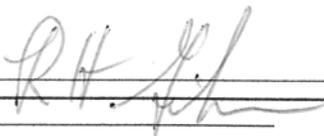
Review: The Board will investigate the transaction to determine if the transaction is in the Overfalls' best interest. If it is, a vote of the Board can approve the transaction if quorum requirements are met without the vote of interested directors.

Records: Minutes will record interested persons and give detail of the Board's findings.

Annual Disclosure: Each director and insider shall annually sign a statement affirming that they have read the **Conflict of Interest Policy**, understand it, and agree to comply with it. Plus, they will disclose all interests and family relationships that could give rise to a conflict of interest. Failure to disclose will result in disciplinary action by the Board. (see disclosures attached)

Part I: Acknowledgement of Receipt

I hereby acknowledge that I have received a copy of the Conflict of Interest Policy of the Overfalls Foundation, have read it, understand it and agree to comply with its terms.



Signature

Date

Part II: Disclosure of Financial Interests

Printed Name

We are required annually to file IRS form 990. To complete our 990 accurately, we need each director and officer to disclose the information in this Part II. A conflict of interest arises when a position of authority may benefit financially from a decision which he or she could make in such capacity including indirect benefits such as to family members or businesses with which the person is closely associated.

Please check one of the following:

- My interests and relationships have not changed since my last disclosure of interests. (Proceed to signature block below. You do NOT need to complete the table)
- I hereby disclose or update my interests and relationships that could give rise to conflict.

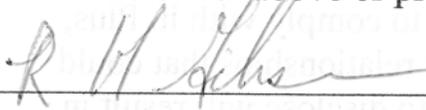
Include spouse/domestic partner, living ancestors, brothers or sisters (whether whole or half-blood), children (whether natural or adopted) grandchildren, great grandchildren, and spouses/domestic partners of brothers, sisters, children, grandchildren and great grandchildren

Transactions with the Overfalls

Transactions with other non-profits

Substantial investments or business holdings

I am not aware of any financial interest involving me or a family member that could present a conflict of interest that I have not disclosed either above or previously.



Signature

Date

Robert M. Gibson
Printed Name