

CONFLICT OF INTEREST DISCLOSURE FORM

I certify that I have read and understand N Street Village's conflict of interest policy, as set forth in the bylaws of the organization and reproduced below. I also confirm that –

I understand that N Street Village is a tax-exempt organization and that in order for it to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I acknowledge that the policy applies to the Board and all committees having board-delegated powers as well as to staff.

I have read and understand the policy; and

I agree to comply with the policy.

Signed

Date

ARTICLE XI - CONFLICTS OF INTEREST

Section 1. Conflicts of Interest Policy.

(a) Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an interested person. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to public charities.

(b) Definitions. For the purpose of these bylaws and all Corporation rules, regulations and policies promulgated from time to time in furtherance thereof, an interested person shall be defined as any person who is or was during the previous five years in a position to exercise substantial influence over the Corporation's affairs including any Director, officer, substantial donor, senior manager or member of a committee with board-delegated powers (each a "Fiduciary").

(1) A Fiduciary has a financial interest (a "Financial Interest") if he or she has, directly or indirectly, through any member of his or her family, any business or professional associate, or any entity with which he or she is connected:

(i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or

(ii) a compensation arrangement with the Corporation or any entity or individual with which the Corporation has a transaction or arrangement; or

(iii) a potential ownership or investment in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(2) Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

(3) A family member means a spouse, siblings (including half siblings), spouses of siblings, ancestors, children and other descendants and spouses of children and other descendants.

(4) An entity means any corporation in which the Fiduciary or a family member owns more than 35 percent of its combined voting power; any partnership in which the Fiduciary or a family member owns more than 35 percent of the profits interest; and a trust or estate in which the Fiduciary or a family member owns more than 35 percent of the beneficial interest.

(5) A conflict of interest means any situation in which a Fiduciary's interests may be adverse to the interests of the Corporation; and any situation in which a Fiduciary is in a position to influence a decision of the Corporation in such a way that it will, or might appear to, benefit the Fiduciary, a family member of the Fiduciary, or an entity to which either the Fiduciary or a family member of the Fiduciary are related. A conflict of interest includes Financial Interests.

A Financial Interest is not necessarily a conflict of interest. Under section this Article XI, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee of the Board decides that a conflict of interest exists.

(c) Disclosure. In connection with any actual or possible conflicts of interest, any Fiduciary shall disclose any and all material facts to the President or Chair at the earliest possible time after the conflict of interest becomes known to the Fiduciary and should be made a matter of record through such annual or other reporting and certification procedures as the Directors shall require from time to time.

(d) Determination and Procedure. Disclosure of the actual or possible conflict of interest and all material facts shall be made to the Directors or the members of the governing committee of the Board delegated powers to consider the proposed transaction or arrangement. After discussion with the relevant Fiduciary, the Directors or the members of the governing committee of the Board shall finally determine whether any conflict of interest exists. The Fiduciary shall leave the Directors' meeting or the meeting of the governing committees of the Board while the determination of a conflict of interest is discussed and voted upon. If the Directors or the members of governing committees of the Board determine that a conflict of interest exists with

respect to a transaction or situation, the Directors or the members of governing committees of the Board must take the following actions:

(1) allow the Fiduciary to make a presentation to the Board, but after such presentation, the Fiduciary shall leave the meeting during the discussion of, and the vote on, the transaction or situation that results in the conflict of interest;

(2) appoint, if the Directors deem it appropriate to do so, a disinterested person or committee to investigate alternatives to the transaction or situation;

(3) after exercising due diligence, determine by a majority vote whether the Corporation can obtain a more advantageous transaction or situation with reasonable efforts from a person that would not give rise to a conflict off interest; and

(4) if a more advantageous transaction or situation is not reasonably possible under circumstances not producing a conflict of interest, determine by majority vote of disinterested Directors present at such meeting whether the transaction or situation is in the Corporation's best interest and for its own benefit; and whether it is fair and reasonable to the Corporation; and in conformity with the above determination it shall make its decision as to whether to enter the transaction or situation.

(e) Additional Compensation Procedural Rules

(1) A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to the member's compensation.

(2) A voting member of the Board 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.

(3) No voting member of the Board or committee delegated powers by the Board whose jurisdictions 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.

(f) Violations of Conflicts of Interest Policy

(1) If the Board or the members of the governing committee of the Board has reason to believe that 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.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to

disclose an actual or possible conflict of interest, it shall take appropriate disciplinary action and corrective action.

(g) Recordkeeping. The minutes of the Directors' meetings and all committees with board-delegated powers shall include:

(1) the documentation, including comparability data, upon which the Directors based their decision that a transaction or situation is in the Corporation's best interest and is fair and reasonable to the Corporation;

(2) the names of the Fiduciaries who disclosed or were otherwise found to have a financial interest in connection with an actual or possible conflict, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and whether the Directors determined that there was indeed a conflict of interest; and

(3) the names of the persons who were present for discussions and votes relating to the transaction or situation; the content of these discussions, including any alternatives to the proposed transaction or situation; and a record of any votes taken.

(h) Distribution of and Assent to the Policy. Each Fiduciary shall sign an annual statement that he or she:

(1) has received a copy of the Corporation's conflict of interest policy;

(2) has read and understands the policy;

(3) agrees to comply with the policy;

(4) understands that the policy applies to the Board and all committees having board-delegated powers; and

(5) understands that the Corporation is a tax-exempt organization and that in order for it to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes.