

**RODEHEAVER BOY'S RANCH, INC.**  
**CONFLICT OF INTEREST POLICY**  
Adopted: November 18, 2013

**Statement**

Rodeheaver Boy's Ranch, Inc.(RBR) believes that effective governance and operation depend on unbiased decision making by the Officers, Board of Directors (Board) and staff. RBR recognizes that Officers, Directors and staff have financial and personal interests unrelated to the Ranch, however conflicts of interest or the appearance of conflicts may occasionally arise. Whether or not self-dealing results from a conflict of interest, the existence of a conflict or potential conflict must be disclosed to protect RBR and the individual concerned. In order to avoid impermissible conflict between the personal interests of Officers, members of the Board or staff, the Board of RBR adopts the following policies regarding conflicts of interest. Furthermore, until such time that private foundation status is formally terminated by the Internal Revenue Service, Officers, Directors and staff of RBR and their immediate families are or may be "disqualified persons" as defined in the provisions of the Internal Revenue Code (IRC) applicable to private foundations, and they may subject RBR or themselves to penalties for prohibited acts of self-dealing under the IRC. Officers, Directors and staff who are unsure whether any contemplated action may be forbidden to them as "disqualified persons" under the Internal Revenue Code should consult RBR's attorney.

**Conflict of Interest**

A conflict of interest may exist when a officer, director, employee or member of his or her immediate family have a financial interest in a decision by or on behalf of RBR or when affiliations or other conflicts of loyalties of an Officer, Director or employee, with or without having any financial interest, may lead to or suggest influence in a decision by or on behalf of RBR.

**Policy**

It is the policy of RBR than no Officer, Director or employee shall derive any personal profit, or gain, directly or indirectly, by reason of his or her office, directorship or employment by RBR, except as authorized by the Board.

Each Officer, Director and covered employee shall disclose to the Board any personal interest or possible conflict of interest which he or she may have in any matter pending before the Board or any action taken or to be taken by or on behalf of RBR.

Each individual covered by this policy agrees that such individual, except as authorized by the Board, will not participate in any decision by or on behalf of RBR that materially benefits (a) such individual, (b) a member of such individual's immediate family, or (c) any organization with which such individual has a formal relationship (regardless as to whether the organization in question is for profit or nonprofit). Notwithstanding the foregoing, with respect to subsection (c) above, members of the Board shall not be precluded thereby from participating in any general policy making decision (i.e., a decision that is not