

**Resolution to adopt Conflicts of Interest Policy
for the GCOOS-RA Corporation**

The Board of Directors, in formal meeting on September 28, 2012, adopted the following Conflicts of Interest Policy and Organizational Conflict of Interest Mitigation Plan for the Corporation.

**Gulf of Mexico Coastal Ocean Observing System Regional Association
Conflicts of Interest Policy
28 September 2012**

PURPOSE

The purpose of this conflicts of interest policy is to protect the interest of the Gulf of Mexico Coastal Ocean Observing System Regional Association [the “GCOOS-RA”] when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Board of Directors, Councils and Committees, or Management Staff of the GCOOS-RA. This policy is intended to supplement but not to replace any applicable state laws, including those governing conflicts of interest applicable to nonprofit and charitable corporations.

DEFINITIONS

Interested Person. Any Board member, Management Staff member, or member of a council or committee with Board-delegated powers who has a direct or indirect *financial interest*, as defined below, is an interested person.

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

- an ownership or investment interest in any entity with which the GCOOS-RA has a transaction or arrangement, or
- a compensation arrangement with the GCOOS-RA or with any entity or individual with which the GCOOS-RA has a transaction or arrangement, or
- a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the GCOOS-RA is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. A person who has a financial interest has a conflict of interest only if the appropriate Board or committee determines that a conflict of interest exists.

PROCEDURES

Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Board Members and members of councils and committees with Board-delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or council/committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or council/committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the Board or council/committee meeting, but after such presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

The Chair of the Board or council/committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or council/committee shall determine whether the GCOOS-RA can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or council/committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the GCOOS-RA's best interest and for its own benefit and whether the transaction is fair and reasonable to the GCOOS-RA, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Violations of the Conflicts of Interest Policy

If the Board or council/committee has reasonable cause 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.

If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or council/committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

RECORDS OF PROCEEDINGS

The minutes of the Board and all councils or committees with Board-delegated powers shall contain —

- 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's or committee's decision as to whether a conflict of interest in fact existed; and
- 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 therewith.

COMPENSATION

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the GCOOS-RA for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of the Board of Directors who is a *family member* of a person who receives compensation, directly or indirectly, from the GCOOS-RA for services also is precluded from voting on matters pertaining to that person's compensation.

A voting member of any council or committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the GCOOS-RA for services is precluded from voting on matters pertaining to that member's compensation.

ANNUAL STATEMENTS

Each Director, Officer, and member of any council or committee with Board-delegated powers shall annually sign a statement which affirms that such person —

- has received a copy of the conflicts of interest policy,
- has read and understands the policy,
- has agreed to comply with the policy, and
- understands that the GCOOS-RA operates in a manner consistent with charitable purposes and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Gulf of Mexico Coastal Ocean Observing System Regional Association

Conflict of Interest Statement

I, _____, being a member of the
_____ of the Gulf of
Mexico Coastal Ocean Observing System Regional Association (GCOOS_RA), do hereby affirm
that I —

- have received a copy of the GCOOS-RA conflicts of interest policy,
- have read and understand the policy,
- agree to comply with the policy, and
- understand that the GCOOS-RA is funded by agencies of the federal government and must engage in activities consistent with the applicable grant, contract, or cooperative agreement and must comply with the federal conflict of interest rules.
- understand that the GCOOS-RA operates in a manner consistent with charitable purposes and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature

Date

**ORGANIZATIONAL CONFLICT OF INTEREST (OCI)
MITIGATION PLAN FOR PARTICIPATION WITH THE GULF OF MEXICO
COASTAL OCEAN OBSERVING SYSTEM REGIONAL ASSOCIATION (GCOOS-RA)**

Name: _____ **Company:** _____.

1. I acknowledge I have agreed to support the Integrated Ocean Observing System (IOOS) by working with the Gulf of Mexico Coastal Ocean Observing System Regional Association (GCOOS-RA) in the following capacity _____

2. I acknowledge that I have read, understand and will comply with the terms and conditions set forth in CAR-1352.209-71 (Organizational Conflicts of Interest) and CAR 1352.209-72 (Restriction Against Disclosure) attached to this agreement.

3. I understand that my obligation to preserve the confidentiality of Sensitive Government Acquisition or Budget Information and/or Proprietary Information acquired in the course of my involvement in this capacity does not end upon my termination with this support. This OCI Mitigation Plan is in effect from the date of signature until twelve (12) months after completion of my participation.

4. If, at any time during my participation, I witness or am party to any activity that might result in a conflict of interest, I will immediately report the circumstances to the GCOOS-RA.

5. For the purposes of this Agreement, the undersigned participant shall consider him/herself as the Contractor and the GCOOS-RA as the Contracting Officer or Contracting Officer's Technical Representative that are referred to in the following CAR and FAR clauses.

6. For the purposes of this Agreement, CAR means "Commerce Acquisition Regulation" and FAR means "Federal Acquisition Regulation".

CAR-1352.209-71 Organizational Conflicts of Interest (March 2000)

- (a) The Contractor warrants that, to the best of the Contractor's knowledge and belief, there are no relevant facts or circumstances which could give rise to an organizational conflict of interest, as defined in FAR Subpart 9.5, or that the Contractor has disclosed all such relevant information.
- (b) The Contractor agrees that if an actual or potential organizational conflict of interest is discovered after award, the Contractor will make a full disclosure in writing to the Contracting Officer. This disclosure shall include a description of actions, which the Contractor has taken or proposes to take, after consultation with the Contracting Officer, to avoid, mitigate, or neutralize the actual or potential conflict.
- (c) Remedies - The Contracting Officer may terminate this contract for convenience, in whole or in part, if it deems such termination necessary to avoid an organizational conflict of interest. If the Contractor was aware of a potential organizational conflict of interest prior to award or discovered an actual or potential conflict after award and did not disclose or misrepresented relevant information to the Contracting Officer, the Government may terminate the contract for default, debar the Contractor from Government contracting, or pursue such other remedies as may be permitted by law or this contract.
- (d) The Contractor further agrees to insert provisions, which shall conform substantially to the language of this clause, including this paragraph (d), in any subcontract or consultant agreement hereunder.

CAR 1352.209-72 Restriction Against Disclosure (March 2000)

The Contractor agrees, in the performance of this contract, to keep the information furnished by the Government and designated by the Contracting Officer or Contracting Officer's Technical Representative in the strictest confidence. The Contractor also agrees not to publish or otherwise

divulge such information in whole or in part, in any manner or form, nor to authorize or permit others to do so, taking such reasonable measures as are necessary to restrict access to such information while in the Contractor's possession, to those employees needing such information to perform the work provided herein, i.e., on a "need to know" basis. The Contractor agrees to immediately notify the Contracting Officer in writing in the event that the Contractor determines or has reason to suspect a breach of this requirement.

The Contractor agrees that it will not disclose any information described in subsection a) to any person or individuals unless prior written approval is obtained from the Contracting Officer. The Contractor agrees to insert the substance of this clause in any consultant agreement or subcontract hereunder.

Signature

Date

THIS PAGE INTENTIONALLY LEFT BLANK