

**Downtown Memphis Commission
And Related Entities
Conflict of Interest Policy**

September 2020

This Conflict of Interest Policy (the "Policy") is adopted to ensure that all transactions of the Downtown Memphis Commission and its related entities ("DMC"), as a whole, comply with applicable law and are beneficial to the DMC, taking into appropriate account whether it was (A) fair in terms of the Members, Directors or Officers dealing with the DMC and (B) comparable to what might have been obtainable in an arms-length transaction, given the consideration paid or received by the DMC. Terms not specifically defined herein are defined in Tennessee Code Annotated, Sections 48-58-701 through 48-58-704, inclusive – Director's or Officer's Conflicting Interest Transactions, as may be amended from time to time (the "Statute").

Each Member, Director and Officer shall represent and acknowledge that he or she owes a fiduciary duty to the DMC and pledges to uphold this Policy. In so doing, a Member, Director or Officer will recuse himself or herself on any matter that comes before the Board of Directors or committee for approval if a conflict of interest, or potential conflict of interest, exists in connection with the transaction being considered by the Board of Directors or committee and the financial or business interests of such Member, Director or Officer or any of his or her related persons as defined in the Statute.

A transaction with a conflict of interest is defined as a transaction to which DMC is entering into or proposing to enter into in which the Member, Director or Officer is: (1) a party, (2) has knowledge and a material financial interest, or (3) knows a related party who has a material financial interest in the transaction.

Material financial interest is defined as a financial interest that would reasonably be expected to impair the objectivity of the Member's, Director's or Officer's judgement when participating in the action on the authorization of the transaction. Such interest shall include, but not be limited to, familial, financial, professional, employment or other relationship that would reasonably be expected to impair the objectivity of the Director's or Officer's judgement when participating in the authorization of the transaction.

Members, Directors or Officers who have a conflict of interest in such transactions shall:

- Promptly disclose the potential conflict of interest to the Board Chairperson and/or its General Counsel;
- Publicly disclose the conflict of interest in advance of any Board or committee official or unofficial consideration, of such transaction.
- Not be present or participate in any manner in connection with the consideration of the transaction at the committee or Board level, allow all consideration, deliberation and voting on the proposed transaction to be conducted solely by qualified Members or Directors of DMC, as defined in the Statute.

In compliance with the Policy, if the qualified Members or Directors of the Board, at a duly called meeting with a quorum present (not counting the affected Member, Director or Officer), approves the transaction or arrangement by a majority roll call vote, the approval of the transaction shall be deemed in compliance with this Policy. The minutes of such meeting shall state all Directors present for the meeting, discussion and roll call vote and any Member, Director or Officer that recused himself or herself from the vote.