

## Conflict of Interest

*This policy outlines the BHC GA Conflict of Interest, the potential appearance of conflict of interest and the duality of interests of Directors or staff.*

Whereas Article III, Section 3 of the Bylaws of the Association entitled *Qualification of Directors* set forth the policy of the Association regarding Conflict of Interest of the Board of Directors and whereas the Board of Directors believe that the Conflict of Interest Policy should be more explicably set forth and whereas the Conflict of Interest Policy should apply to the Board of Directors and Staff employed by the Board of Directors and whereas it is recognized the duality of interest may occur and will from time to time exist and the existence of such possibilities shall not render service to the Association impossible, but the existence of a potential conflict or appearance of conflict can be most properly controlled by full disclosure of interest and the abstention of participation in all matters relating to that possible conflict of interest.

The following policy is established regarding conflict of interest, the potential appearance of conflict, and the duality of interests of Directors or staff of the Black Hawk County Gaming Association:

1. Members of the Board shall not obtain direct economic benefit in any proposed development relating to the Isle Casino and Hotel at Waterloo or similar activity. If a Director learns that a potential conflict may arise, the director shall disclose the potential conflict to the Board.
2. To scrupulously avoid any conflict between their own respective individual interests and interests of the Association and any and all actions taken by them on behalf of BHC GA.
3. In situations where a Director or staff may derive personal or financial benefit from any activity of or service provided by BHC GA, such benefit is considered a conflict of interest and shall be avoided. However, in the event a Director shall have a direct or indirect interest in or relationship with any organization which enters into a transaction with BHC GA, such Director or staff shall give immediate notice and full disclosure of the potential conflict which exists. Thereafter, such Director or staff shall absent themselves and refrain from any review of and vote regarding the matter, and shall not attempt to affect any decision regarding the transaction. Minutes of appropriate meetings shall reflect that such disclosure was made, that such Member abstained from voting, and was not counted for the purpose of determining a quorum, and that the transaction, if approved, was fair, reasonable and in the best interests of BHC GA.
4. The foregoing, however, shall not be construed to prevent interested Directors from briefly stating their positions in a matter, when requested by the Board for clarification, nor from responding to specific inquiries from other directors in an attempt to render a fair and reasonable decision.

5. A significant portion of the BHCGA's activities involve the award of grants to organizations or institutions with which Directors, and staff may have an affiliation, and from which such affected party may receive no direct personal or financial benefit. Inasmuch as the independence of the BHCGA, the independence of the BHCGA's grant review process, and the high ethical and professional standards to which the process must adhere, all Directors and staff are required to disclose the nature of any relationship with any grantee or are required to disclose the nature of any relationship with any grantee or prospective grantee organization. Further, such Director or staff shall abstain from any deliberations and vote pertaining to such organization or institution.
6. A copy of this Conflict of Interest Statement shall be furnished to each Director and staff of the BHCGA. Each person shall be required to annually execute a declaration disclosing any relationships or memberships which may present a potential conflict of interest, or an appearance of a conflict and shall indicate that he/she has read, understands and agrees to adhere to the policy as stated.
7. The Executive Committee will be responsible for evaluation of any potential conflicts of interest. In the event such conflict is considered to jeopardize the status of the BHCGA, the Executive Committee is responsible for making recommendations to the Board of Directors regarding a disposition.