

**NORTH CAROLINA ASSOCIATION OF
SOIL AND WATER CONSERVATION DISTRICTS**

CONFLICT OF INTEREST POLICY

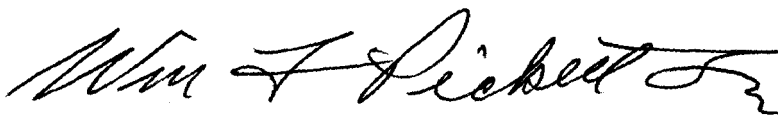
The policy of the Association with respect to conflict of interest requires that members of the Executive Committee, Officers and all employees avoid any conflict between their personal interest and the interest of the Association in dealing with suppliers and other organizations or individuals doing or seeking to do business with the Association.

It is the policy of the Association that any potential conflict of interest, involving any proposed contract, any business interest or any other matter whatsoever, between the Association and any family member of the above, be fully disclosed to the President or the Executive Committee immediately at such time when reasonable diligence would make a reasonable person aware of such potential conflict of interest. Any interested member of the Executive Committee, Officer or Employee shall immediately fully disclose a potential or possible conflict of interest to the entire Executive Committee and shall abstain from speaking or voting in regard to the matter of potential or possible conflict of interest.

While it is not practicable to enumerate all situations, which might be in conflict with this policy, the examples given below indicate some of the relationships, which should be avoided. Thus, it is considered to be in conflict with the interest, or violation of trust:

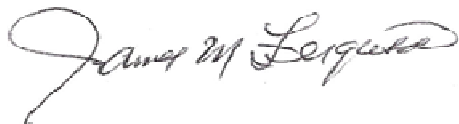
- (a) For a member of the Executive Committee, or employee or any dependent member of such person's family to buy, sell or lease any kind of property, facilities or equipment from or to the Association except with the knowledge and consent of the Chairman of the Executive Committee in the case of employees and their families and except with the knowledge and consent of the entire Executive Committee in the case of Executive Committee Members and Officers.
- (b) For any member of the Executive Committee, or employee or any dependent members of such person's family to accept from any organization, firm or individual doing or seeking to do business with the Association- commissions, gifts in cash, gift certificates or other payments, goods, materials, services, repairs or improvements at no cost or at unreasonably low prices, excessive or extravagant entertainment, and travel or gifts of merchandise of more than nominal value.
- (c) For an employee of the Association to fail to use reasonable prudent judgment in procurement of materials, supplies, equipment and/or for an employee of the Association to fail to seek competitive prices and costs for material, supplies, equipment and/or contracted services (other than professional services) whenever such competitive prices and costs can reasonably be calculated to be available.

Adopted in an official meeting of the Executive Committee on the 17th day of March, 2009, held in the Archdale Building, Ground Floor Hearing Room, 512 N. Salisbury St., Raleigh, NC as temporary policy until ratified by the Association membership.



President
March 17, 2009

Ratified by the Association membership at the 2011 Annual Meeting's business session held on January 11, 2011 in Asheville, NC.

A handwritten signature in cursive script, reading "James M. Lequand". The signature is written in black ink and is positioned above the printed name.

President