

CONFLICT OF INTEREST: No director, officer, employee nor others acting for or on behalf of TPVA shall engage in any activity which is in conflict with, or appears to be in conflict with, the interest of TPVA.

Conflict of Interest. A conflict of interest exists when a covered person (as defined below) proposes to act on any issue, matter, or transaction in which TPVA has an interest, and the covered person may have an interest separate from TPVA that may compromise or appear to compromise the covered person's judgment in the performance of his or her duties, create actual or apparent impropriety, create negative publicity and or have a potential loss or harm to TPVA, including but not limited to, loss of confidence in TPVA, monetary loss, or erosion of employee and volunteer morale. A conflict of interest also exists in situations in which there is an appearance that a covered person is utilizing inside information that is proprietary to TPVA for his or her benefit, is acting in his or her own interest rather than the best interest of TPVA, has the ability to exercise undue influence over TPVA decisions, or is receiving favorable treatment by TPVA because of his or her status as a covered person.

Covered Person. A covered person includes directors, officers, employees, or others acting for or on behalf of TPVA, and close relatives thereof.

Close Relative. A close relative includes a spouse, child, parent, sibling, grandparent, grandchild, aunt, uncle, first cousin, corresponding in-law or step relation, or any person who shares living quarters under circumstances that closely resemble a marital relationship or who is financially dependent upon the director, officer, or employee.

Inside Information. Inside information includes any material information that is identified as confidential and proprietary, pertaining to the business and affairs of TPVA, whether related to a specific transaction or to matters pertaining to TPVA's interests, activities, and policies.

When a potential conflict occurs, it shall be addressed as follows:

a. Directors of TPVA. When a potential conflict of interest occurs on behalf of a director, the interested director, in advance of initiating the activity giving rise to the conflict, shall inform the Board of the details of the potential conflict for the purpose of causing the Board to determine whether such a conflict of interest exists to the degree that the individual director

should be excused from the Board during debate and voting on matters relating to the conflict. At the appropriate time, the Board, having been informed of the potential conflict of interest, may question the director concerning the identified special interest. After the Board determines it has all of the necessary information, the Board will then conduct debate on the issue as needed and vote to determine whether the circumstances described amount to a conflict of interest of sufficient degree to bar the director from debate and vote on the particular matter affected by the special interest. The director identified as having a potential conflict of interest shall not participate in the debate or vote of the Board on the existence of a conflict and may be excluded during such debate or vote by vote of a majority of the Board. A majority vote of the Board is required to bar the member. The minutes of the meeting of the Board shall reflect the disclosure of the potential conflict of interest, the Board's decision regarding the conflict, and the presence or absence of the interested director during the debate on the issue of whether a conflict exists and during any action by the Board following the vote regarding the existence of a conflict.

b. Members of the Executive Committee. Members of the Executive Committee of the Board of Directors will follow the same procedure within the Executive Committee to resolve potential conflicts of interest regarding their duties as members of the Committee.

c. Employees of TPVA. When a potential conflict of interest occurs on behalf of an employee, the interested employee, in advance of the activity giving rise to the conflict, shall inform the Executive Director, through the General Counsel, of the details of the potential conflict. The Executive Director, in consultation with the General Counsel, shall evaluate the circumstances disclosed by the employee and conduct further inquiry as the Executive Director deems necessary for the purpose of determining whether a conflict of interest exists to the degree that the individual employee should be excused from and directed not to participate in matters relating to the special interest of disclosed or given the choice of ceasing the activity causing the conflict or terminating the employment relationship with TPVA. The Executive Director will respond to the employee in writing setting forth the facts surrounding the special interest, a determination regarding the existence of a conflict of interest and, if necessary, instructions to the employee restricting the employee's duties in matters

relating to the special interest. A copy of the letter will be placed in the employee's personnel record.

d. Others acting for or on behalf of TPVA. When a potential conflict of interest occurs involving an individual acting for or on behalf of TPVA, the individual, in advance of the activity giving rise to the conflict, shall inform the President of the details of the potential conflict. The President, in consultation with General Counsel, shall evaluate the circumstances disclosed by the individual and conduct further inquiry as the President deems necessary for the purpose of determining whether a conflict of interest exists to the degree that the individual should be excused from and directed not to participate in mailers relating to the special interest disclosed by the individual. The President will respond to the individual in writing setting forth the facts surrounding the special interest, the President's determination regarding the existence of a conflict of interest and, if necessary, instructions to the individual restricting the individual's duties in matters relating to the special interest. A copy of the letter will be provided to the members of the Board of Directors.

Notice of Code of Ethics, Standards of Conduct, and Conflict of Interest Policy

A copy of the TPVA Code of Ethics, Standards of Conduct, and Conflict of Interest Policy shall be made available to each director, officer, and employee of TPVA. Each should review these policies annually for his or her information and guidance. New directors, officers, and employees shall be advised of the Code of Ethics, Standards of Conduct, and Conflict of Interest Policy prior to assuming their respective duties.

Compliance with Code of Ethics, Standards of Conduct, and Conflict of Interest Policy

All directors, officers, and employees are required to promote compliance with the Code of Ethics, Standards of Conduct, and Conflict of Interest Policy. If you know or suspect a violation, you must immediately report such information to the Immediate Past President or the General Counsel. Where it appears that there may be a violation, the Immediate Past President and the General Counsel will then bring the matter to the attention of appropriate TPVA officials for action. Violations of the Code of Ethics, Standards of Conduct, and Conflict of Interest Policy may result in disciplinary action, up to and including removal or termination in

accordance with applicable procedures, if any. No one will be subject to retaliation because of a good faith report of a suspected violation.

Interpretation of Code of Ethics and Standards of Conduct

Except when official notice is required regarding the existence of a conflict of interest which may affect the performance of duties of a TPVA director, officer, or employee, any questions regarding TPVA's Code of Ethics and Standards of Conduct generally should be directed to the TPVA General Counsel.

Whistleblower Policy

All directors, officers, employees, and others acting for or on behalf of TPVA should refer to TPVA's Whistleblower Policy for any complaints or concerns relating to financial statement disclosure, accounting, internal accounting controls, auditing matters or violations of TPVA policy (including but not limited to TPVA's Code of Ethics, Standards of Conduct, and Conflict of Interest Policy) relating thereto.

No Rights Created. The Code of Ethics, Standards of Conduct and Conflict of Interest Policy are statements of certain fundamental principals that are intended to govern the conduct of TPVA business. They are not intended to nor do they create any rights in any director, officer, employee, member, customer, vendor, donor or any other person or entity.