



Baltimore Clayworks

STATEMENT OF POLICY OF THE BOARD OF TRUSTEES OF Baltimore Clayworks, Inc. REGARDING CONFLICTS OF INTEREST

It is the policy of the Board of Trustees of Baltimore Clayworks, Inc. (BCW) that all members of the Board shall, in the performance of their responsibilities to BCW, make known any conflict between their personal interests and the interests of BCW, and refrain from voting upon or acting on behalf of the BCW on any matter presenting such a conflict of interest.

1. Conflicts of Interest

A possible conflict of interest exists if (a) a member of the Board has an existing or potential financial or other interest that impairs or might appear to impair their independent judgement in the discharge of their responsibilities to BCW, or (b) a member of the Board is aware that a member of their family, or an organization which the member of the Board is an officer, director, employee, member, partner, trustee or stockholder, has an existing potential financial or other interest that impairs or might appear to impair the member's independent judgment in the discharge of their responsibilities to BCW. Such a conflict includes but is not limited to an ownership or investment interest in, or employment with, any entity which has or seeks to have a business relationship or transaction with BCW. For the purposes of this Policy a family member is defined as a spouse, domestic partner, child, grandchild, parent, brother or sister.

2. Disclosure Statements

Each member of the Board is required to make an annual written disclosure to the Chairman of the Board of Trustees, or their designee, of any matter that may involve a possible conflict of interest. This disclosure shall be made on the form attached to this Statement of Policy as Exhibit A, or in any form that the Board of Trustees shall subsequently require, on the date established by the Board of Trustees. This annual disclosure must be supplemented with information pertaining to any conflicts arising

after the annual disclosure has been filed. Potential new members of the Board shall be provided with a copy of this Policy, and shall submit initial signed disclosure statements at the time they become members.

3. Disclosure on Individual Matters

Each member of the Board shall disclose to the Boards, and to any Board Committee on which they serve, any conflict of interest involving a matter before the Board or Committee. Disclosure shall be made at the earliest practicable time. A member of the Board who has disclosed a possible conflict of interest may be counted in determining the presence of a quorum at the meeting. However, the member shall not vote on the matter or participate in a discussion of the matter, and may, at the discretion of the chair, be asked to leave the room during the discussion or vote. The pertinent transaction may be authorized, approved or ratified by the affirmative vote of a majority of disinterested Board or Committee members. Any minutes of the meeting shall reflect that a disclosure was made and that the affected Board member did not vote on the matter or participate in the discussion.

4. Determination of Possible Conflicts

Any Board member who is uncertain whether they have a conflict of interest in any matter may request the President of the Board of Trustees, or their designee, to determine whether a conflict of interest exists. Such a request for a determination should be made prior to participation in any matter of involving the possible conflict.

Exhibit A

DISCLOSURE STATEMENT

I acknowledge that I have received a copy of the Statement of Policy of the Board of Directors of Baltimore Clayworks, Inc. (BCW) regarding Conflicts of Interest, that I will abide by this policy, and that this disclosure is made in accord with the policy.

1. Organizations having or seeking to have any business relationship or transaction with BCW in which I, my spouse or another member of my family have an existing or potential financial or other interest that might impair or appear to impair my independent judgment in the discharge of my responsibilities to BCW.

<i>Organization</i>	<i>Nature of Interest</i>
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2. Organizations not having or seeking to have any business relationship or transactions with BCW, but having objectives or interests that may be adverse to specific CAA interests, in which I, my spouse or another member of my family have an existing or potential financial or other interest or relationship that might impair or appear to impair my judgment in the discharge of my responsibilities to BCW.

<i>Organization</i>	<i>Nature of Interest</i>

3. Transactions or business relationships which I, my spouse or another member of my family are seeking to have with BCW.

<i>Organization</i>	<i>Nature of Interest</i>

4. Any other existing or potential financial or other interest that might impair or appear to impair my independent judgment in the discharge of my responsibilities to BCW.

<i>Organization</i>	<i>Nature of Interest</i>

Signature

Date

Print Name

If you have no conflicts under items No. 1 through 4, please not with a “None” or N/A