

MIDCOAST INTERNET DEVELOPMENT CORPORATION

CONFLICT OF INTEREST POLICY

PURPOSE

The purpose of this conflict-of-interest policy is to protect the interest of Midcoast Internet Development Corporation (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation. This policy is intended to supplement but not to replace any applicable state laws governing conflict of interest applicable to nonprofit and social welfare corporations tax exempt under section 501(c)(4) of the Internal Revenue Code (the “Code”).

DEFINITIONS

Interested Person. Any Director, Officer, or member of a committee with Board-delegated powers who has a direct or indirect *financial interest*, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest has a conflict of interest only if the appropriate Board or committee determines that a conflict of interest exists.

PROCEDURES

Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the Board or committee meeting, but after such presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

The Chair of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement, and/or consult with counsel.

After exercising due diligence, the Board or committee shall determine whether the transaction would constitute private inurement to any individual under section 501 of the Code and accompanying regulations or excessive benefit under section 4958 of the Code and accompanying regulations. If the transaction would constitute private inurement, it must be rejected.

If the transaction would not constitute private inurement or excessive benefit to a individual, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

No Prohibited Acts

No contract, transaction, or act shall be entered into or taken on behalf of the Corporation if such contract, transaction, or act would jeopardize the Corporation's tax-exempt status under section 501(c)(4) of the Code or constitute private inurement under section 501 or an excessive benefit transaction under section 4958 of the Code.

Violations of the Conflicts of Interest Policy

If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

RECORDS OF PROCEEDINGS

The minutes of the Board and all committee with Board-delegated powers shall contain:

- the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and
- the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

COMPENSATION

A voting member of the Board of Directors may not directly receive any compensation from the Corporation.

A voting member of the Board of Directors who indirectly receives compensation from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of the Board of Directors who is a *family member* of a person who receives compensation, directly or indirectly, from the Corporation for services also is precluded from voting on matters pertaining to that person's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

ANNUAL STATEMENTS

Each Director, Officer, and member of any committee with Board-delegated powers shall annually sign a statement which affirms that such person:

- has received a copy of the conflict of interest policy,
- has read and understands the policy,
- has agreed to comply with the policy, and
- understands that the Corporation is a social welfare organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ACKNOWLEDGEMENT OF RECEIPT

I acknowledge that I, a Director, committee member, and/or Officer of Midcoast Internet Development Company, have received a copy of the Conflict of Interest Policy, and that I understand and will comply with the Policy.

Dated: _____

Name:

Title: