

**DEBALIVIERE PLACE SPECIAL BUSINESS DISTRICT  
CONFLICT OF INTEREST POLICY**

**1. DECLARATION OF PUBLIC POLICY**

It is the public policy of the DeBaliviere Place Special Business District (the “District”) that the proper operation of the District requires that members of the Board of Commissioners (“Commissioners” or “Board”), officers, employees, and agents of the District be independent, impartial and responsible to the people; that District decisions and policies be made in the proper channels of the District’s structure; that public office not be used for personal gain; and that the public have confidence in the integrity of the District. In recognition of these goals, there is established a procedure for disclosure by the Commissioners and employees of certain private financial or other interests in matters affecting the District.

**2. STATEMENT OF LAW**

Commissioners, officers, employees, and agents of the District shall comply with all applicable state laws, rules, and regulations governing conflicts of interest, including, but not limited to, Sections 105.450 to 105.496 of the Revised Statutes of Missouri, as amended.

**3. CONFLICTS OF INTEREST**

**A. Standards of Conduct –**

1. A Commissioner, officer, employee, or agent of the District who has an actual or apparent “financial interest” in any measure, bill, order, or resolution proposed or pending before the Board must disclose that interest to the Secretary of the Board and such disclosure shall be recorded in the records and proceedings of the District.

“financial interest” means ownership or potential ownership by a Commissioner, officer, employee or agent, his/her spouse, or his/her dependent children, whether singularly or collectively, directly or indirectly of:

- a. any business entity; or
- b. any interest having any monetary value; or
- c. the receipt of salary, gratuity, or other compensation from any individual, partnership, organization, or association within any calendar year.

2. No Commissioner, officer, employee, or agent of the District shall have an actual or apparent conflict of interest with respect to any measure, bill, order, or resolution, whether personal or organizational, and shall not:
  - a. Act or refrain from acting in any capacity in which he is lawfully empowered to act as such an official, employee, or agent by reason of any payment, offer to pay, promise to pay, or receipt of anything of actual pecuniary value paid or payable, or received or receivable, to himself or any third person, including any gift or campaign contribution, made or received in relationship to or as a condition of the performance of an official act, other than compensation to be paid by the state or political subdivision; or
  - b. Use confidential information obtained in the course of or by reason of his employment or official capacity in any manner with intent to result in financial gain for himself, his spouse, his dependent child in his custody, or any business with which he is associated;
  - c. Disclose confidential information obtained in the course of or by reason of his employment or official capacity in any manner with intent to result in financial gain for himself or any other person;
  - d. Favorably act on any matter that is so specifically designed so as to provide a special monetary benefit to such official or his spouse or dependent children, including but not limited to increases in retirement benefits, whether received from the state of Missouri or any third party by reason of such act. For the purposes of this subdivision, "special monetary benefit" means being materially affected in a substantially different manner or degree than the manner or degree in which the public in general will be affected or, if the matter affects only a special class of persons, then affected in a substantially different manner or degree than the manner or degree in which such class will be affected. In all such matters such officials must recuse themselves from acting, except that such official may act on increases in compensation subject to the restrictions of section 13 of article VII of the Missouri Constitution;
  - e. Use his decision-making authority for the purpose of obtaining a financial gain which materially enriches himself, his spouse or dependent children by acting or refraining from acting for the purpose of coercing or extorting from another anything of actual pecuniary value;
  - f. Be unable or potentially unable to act impartially with respect to District business as a result of an organizational conflict of interest. An organization conflict of interest exists when the nature of the work to be performed under a proposed third party contract may, without some restrictions on future activities, result in an unfair competitive advantage to the third part contractor or impair its objectivity in performing the contract work; or

- g. Select, award, or administer a third party contract if a personal conflict of interest should arise. Such a conflict would arise when a Commissioner, officer, employee, or agent of the District, their immediate family, business partners, or entity that employs or intends to employ any of the above, has a financial or other interest in the entity selected for a contract.

## B. Procedures

1. **Duty to Disclose** – Any Commissioner, officer, employee, or agent of the District who has a conflict of interest must disclose to the Board the existence of the conflict of interest, the nature of his or her financial interest related to the conflict of interest, and all material facts related to the conflict of interest, the proposed transaction and/or arrangement. The Commissioner, officer, employee, or agent of the District shall make such disclosure, with such disclosure including the information required by this paragraph, to the Board via a written statement at a Board Meeting.
2. **Determining Whether a Conflict of Interest Exists** - after disclosure of a conflict of interest and all material facts pertaining thereto pursuant to the procedures set forth in Section B.1, and after any discussion with the Commissioner, officer, employee, or agent at a Board Meeting, such person shall leave the Board meeting while the Board discusses the potential conflict of interest and determines whether a conflict of interest exists. If the Board determines that there is no actual or apparent conflict of interest or the conduct at issue does not violate the Standards of Conduct in Section 2.A, then the Board may authorize the transaction.
3. **Addressing the Conflict of Interest** - After the Board has determined that an actual or apparent conflict of interest exists, the Board shall discuss and determine how to best mitigate the conflict of interest and take measures related thereto, including, but not limited to the following:
  - a. Appointing a disinterested person or committee composed of disinterested persons to investigate alternatives to the proposed transaction or arrangement;
  - b. Requiring additional certifications and/or waivers regarding the conflict of interest; or
  - c. Limiting or prohibiting the participation of the Commissioner, officer, employee, or agent with respect to the transaction at issue.
4. **Other Conflict of Interest Avoidance Measures** – the Board from time to time may adopt such additional measures and procedures as it deems

necessary to comply with the intent and purpose of this policy and applicable federal and state procurement laws, rules, and regulations.

**C. Violations; Sanctions**

1. If the Board has reasonable cause to believe a Commissioner, officer, employee or agent has failed to disclose actual or apparent conflicts of interest, it shall inform such person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
2. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board determines that the Commissioner, officer, employee, or agent has failed to disclose an actual or apparent conflict of interest, the Board may, in its discretion, take appropriate disciplinary and corrective action including, but not limited to, removal from the Board or termination of employment.

**D. Records of Proceedings** - The minutes of the Board shall contain:

1. 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 exists, and the Board's decision as to whether a conflict of interest in fact existed; and
2. The names of the persons who were present for discussions, the number of "yes" and "no" 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 with the proceedings.

**E. Annual Statements** - Each Commissioner, officer, employee, and agent shall annually sign a statement affirming that such person (a) has received a copy of the conflicts of interest policy; (b) has read and understands the policy; (c) has agreed to comply with the policy; and (d) presently has no actual or apparent conflict of interest.

**4. FINANCIAL DISCLOSURE REPORTS**

In the event the District should ever have an annual operating budget in excess of one million dollars (\$1,000,000.00), each of the chief administrative officer, the chief purchasing officer, and the full-time general counsel, if any, shall comply with Section 105.487, RSMo.