

Conflicts of Interest Policy and Disclosure Form

PURPOSE

Board members must act with integrity and protect the reputation of the MSRB. Board members are bound by a duty of loyalty and a duty of care to the MSRB and are obligated to act in the best interests of the organization. The interests of the MSRB must be the first priority when acting as a Board member. This Policy describes conflicts of interest and provides guidance on the management and reporting of such conflicts and whether they are to be disclosed on the Conflicts Disclosure Form. The existence of a conflict of interest is not good or bad, right or wrong. It is this characteristic of a conflict of interest that is the reason this Policy is separated from the Board's Code of Ethics and Business Conduct.

Identifying conflicts of interest can be difficult, and situations may arise that are not specifically described in this policy. Therefore, Board members are at all times expected to act on the side of caution and immediately bring to the attention of the General Counsel any situations that may involve conflicts of interest or that could be reasonably perceived to raise questions about possible conflicts, even if the Board member does not believe a conflict covered under this policy exists.

SCOPE

This Policy applies to all Board members and their immediate family members (see Definitions section).

POLICY

Board members have a duty to consider all issues consistent with the statutory charge of the MSRB, which includes the protection of investors, municipal entities and obligated persons and the public interest, without regard to the impact on the Board members or their employers, clients or immediate family members. Board members must oversee the affairs of the MSRB honestly and prudently, and exercise their best care, skill and judgment for the sole benefit of the MSRB. Board members must also exercise good faith in carrying out their responsibilities to the organization and must not use their position with the MSRB for personal benefit.

Accordingly, Board members must avoid conflicts of interest in carrying out their MSRB responsibilities. Board members must also avoid situations that give rise to the appearance of a conflict of interest.

Actual Conflicts of Interest

An actual conflict of interest is a circumstance in which a Board member and/or his or her immediate family member has a substantial financial interest (see Definitions section) or personal consideration that conflicts with the interests of the MSRB such that there is a possible compromise or bias in the independence or objectivity of the Board member acting in his or her capacity as a Board member.

An actual conflict of interest exists regardless of whether a Board member's independence or objectivity is affected. If a Board member has an actual conflict of interest, the proper management of the conflict should be discussed with the General Counsel and disclosed to the MSRB using the Conflicts Disclosure Form, which is provided to all Board members annually. Board members must detail any actual conflict of interest on the form, sign the form and submit it promptly to the General Counsel. If, at any time following the submission of the Conflicts Disclosure Form, the Board member becomes aware of any additional actual conflicts of interest, or that the information on the Conflicts Disclosure Form has become inaccurate or incomplete, he or she must promptly notify the General Counsel and submit an updated form. Once reviewed, the General Counsel will determine whether further information is needed from the Board member or whether further action is warranted, such as recusal from a particular vote or resignation from the Board.

In considering whether an actual conflict of interest exists, it is important to keep in mind that Section 15B of the Securities Exchange Act of 1934 expressly requires that certain Board members be associated with and representative of MSRB-regulated entities (brokers, dealers, municipal securities dealers and municipal advisors). As such, Board members associated with MSRB-regulated entities will, as a matter of course, act on issues that will have an impact on them and their employers and on other MSRB regulated entities on a relatively equal basis. Similarly, Section 15B expressly requires that a majority of Board members be public representatives, including, in some cases, representatives of investors or municipal entities that have a direct interest in municipal securities or other matters that are or may potentially be the subject of MSRB rulemaking. Public representatives may also have relationships, professional or personal, in the industry and will, as a matter of course, act on issues that may impact them and their clients and employers.

These types of industry-based "conflicts" are unavoidable in a self-regulatory organization and Board members are not required to recuse themselves from participation in discussions and/or voting due to them, unless:

- A Board member, or his or her employer or client, would be disproportionately affected by a particular MSRB decision or outcome compared to other similarly situated market participants,
- A Board member or his or her immediate family member would be impacted financially by a particular MSRB decision, or
- Facts or circumstances known to a Board member would significantly affect his or her independence or objectivity on a specific matter.

In these instances, the Board member must disclose the conflict on the Conflicts Disclosure Form promptly and recuse himself or herself from any relevant Board or committee action.

Industry-related conflicts of interest can also arise due to commercial business relationships that exist among Board members. Board members may have significant business relationships that could impact the impartiality of or give the appearance of impacting the impartiality of Board members with each other. For example, a Board member or his or her employer might be retained as a consultant by another Board member's employer. Another example of a commercial business relationship that could give rise to a conflict of interest is a loan or a line of credit extended by one Board member's employer to another Board member's employer. In these instances, Board members must remember that their fiduciary obligations to the MSRB must be paramount. If a Board member feels that his or her Board obligations are impacted due to such relationships, he or she should consult with the General Counsel.

Apparent Conflicts of Interest

An apparent conflict of interest is a circumstance that would lead a hypothetical "reasonable person" to believe that the independence or objectivity of a Board member is likely to be compromised. Board members must avoid situations that a reasonable person would believe may compromise their judgment or impair their ability to fulfill their obligations and fiduciary duty to the MSRB.

Considerable thought must be given to determining whether an apparent conflict of interest exists. Important factors that enter into this judgment are the magnitude of the likely negative perceptions of the reasonable person and the nature of the reputational risk to the MSRB if the situation is not avoided or otherwise addressed. When a Board member determines that an apparent conflict of interest exists, the Board member should disclose it on the Conflicts Disclosure Form promptly.

Circumstances That May Develop into Conflicts of Interest

Board members should also be mindful of situations or circumstances that may develop into actual or apparent conflicts of interest. A Board member should exercise judgment in

determining whether such situations or circumstances should be disclosed on the Conflicts Disclosure Form. Factors that may affect this decision include, (i) the likelihood that the situation or circumstance will ripen into a conflict of interest, (ii) if it were to become a conflict, whether the conflicting personal or family financial interest would be substantial, and (iii) whether it is a situation that should be brought to the attention of the General Counsel for advice on management of the potential conflict.

Board Meeting Minutes and Access to Board Materials

Conflicts of interest disclosed by Board members and any resulting recusals will be reflected in the applicable Board or committee minutes. Board members that are recused must remain mindful of their fiduciary duty to the MSRB and the confidentiality requirements detailed in the Board's Policies and Procedures, among other Board obligations. When a Board member is recused from participating in Board business due to a conflict of interest, the Board member will be denied access to applicable Board and committee materials.

Situations That May Present Conflicts of Interest

Outside Activities and Corporate Opportunities

Board members should be sensitive to other commitments or activities (i.e., duties or service to another board of directors or organization) that may interfere with the ability to act in the best interest of the MSRB. Board members are required to disclose all commitments to other organizations that create a conflict of interest on an annual basis. During the fiscal year, Board members must disclose promptly any new organization memberships or commitments in order to determine whether they create a conflict of interest and require an update to the Conflicts Disclosure Form. The General Counsel will consider the nature of the Board member's activities and will determine if further action is warranted.

Board members must not use their position on the Board or confidential information obtained as a result of their service on the Board to promote the financial interests of themselves or others. Further, Board members must not profit from business opportunities that arise as a result of their service on the Board in violation of their fiduciary duty to the Board or under the Code of Ethics and Business Conduct.

Lobbying Activities

In order to avoid an actual or apparent conflict of interest, no Board member may serve on committee or board positions or other leadership positions of organizations that regularly engage in lobbying or advocacy before the MSRB or before other regulatory bodies that have authority over MSRB-related activities. If a Board member is interested in such a position, he or

she must determine in consultation with the General Counsel, whether to tender his or her resignation from the Board if the position is accepted. Occasionally, organizations that do not regularly engage in municipal securities rulemaking advocacy or lobbying do so. In these circumstances, a Board member affiliated with such an organization must not deliberate or vote on any organizational action regarding MSRB-related activities.

Actual or Prospective Change in Circumstances

During a Board member's tenure, his or her circumstances may change. For example, a Board member may change positions within his or her organization, may change employers due to a merger or other corporate action or may join another board of directors or governing body. Circumstances may also arise that could affect a public Board member's independence, such as certain changes in the Board member's (or his or her employer's) business model or revenue sources. As part of a Board member's duty of loyalty to the MSRB, the Board member should notify the Board Chair and General Counsel, on a confidential basis, as early as practicable of the actual or prospective change in these or similar circumstances. A change in circumstances is governed by MSRB Rule A-3 and Section 4.3 of the Board's Policies and Procedures

DEFINITIONS

- **Conflict of interest:** situation where personal interests interfere with or are at odds with the interests of the MSRB (e.g., professional, pecuniary or familial interests).
- **Immediate family member:** any Board member's spouse or domestic partner, child, or any other relative who receives significant financial support from the Board member.
- **Substantial financial interest:** (i) employment by, or service as a director, officer or other member of senior management of an MSRB regulated entity or vendor or (ii) ownership of stock, or another equity interest, in an MSRB regulated entity or vendor which is (a) one percent or more of the outstanding stock, if the entity or vendor is a publicly traded company, or one percent or more of the total value of assets of the entity or vendor, if it is not publicly traded; or (b) five percent or more of the stockholder's total net worth. Notwithstanding the foregoing, a Board member who is a regulated representative is not deemed to have Substantial Financial Interest in the MSRB regulated entity with which he or she is affiliated.

ROLES AND RESPONSIBILITIES

- Governance Committee
 - o Administer this Policy and recommend any changes to the Board for approval
- Board Members
 - o Compliance with this Policy

- o Annually complete and sign the Conflicts Disclosure Form
 - o Notify the General Counsel promptly with any changes and update form
- General Counsel
 - o Counsel Board members regarding compliance with this Policy

EXCEPTIONS

Unless otherwise prohibited by law, the General Counsel may grant a waiver of any provision of this Policy. Such waivers may be granted only upon a showing of good cause.