

MINERAL BASIN SOLAR POWER, LLC

Conflict of Interest Policy for DOE-Funded Projects¹

Adopted as of August 5, 2024

ARTICLE I

Purpose

The purpose of this Conflict of Interest Policy (this “Policy”) is to implement the Department of Energy (“DOE”)’s Interim Conflict of Interest Policy for Financial Assistance (“Interim COI Policy”) and 2 CFR § 200.112 (Conflicts of Interest). The Interim COI Policy is designed to promote objectivity by establishing standards that provide a reasonable expectation that the purpose, design, conduct and reporting of projects wholly or partly funded by DOE financial assistance awards (e.g. grants and cooperative agreements) will be free from bias resulting from Financial Conflicts of Interest (“FCOI”) or Organizational Conflicts of Interest (“OCOI”). Accordingly, Mineral Basin Solar Power, LLC, a Delaware limited liability company (“Company”) must have an up-to-date, written, and enforced administrative process to identify and manage conflicts of interest with respect to all projects for which it seeks or receives financial assistance from DOE and must require that all Investigators on such projects, as defined in Article III, disclose in writing any OCOIs, Potential Conflict of Interest (“PCOI”) and any Significant Financial Interest (“SFI”) in accordance with this Policy and the Interim COI Policy.

A PCOI exists when an impartial observer reasonably believes that actual or apparent past, present, or currently planned interests could constitute a conflict of interest with a project funded under a DOE award. Conflicts of interest may include FCOIs and OCOIs, as defined in Article III.

This Policy is intended to supplement but not replace any applicable federal and state laws governing conflicts of interest applicable to the Company, including as may be applicable to limited liability companies generally. In the case of any discrepancies between the minimum requirements of this Policy and the minimum requirements of the Interim COI Policy, the Interim COI Policy shall take precedence.

ARTICLE II

Applicability

This Policy applies to all Investigators (regardless of position or title, and including the Principal Investigator), and Subrecipients, as such terms are defined in Article III, who are planning to participate in, or who are participating in a project funded by a DOE financial

¹ NTD: Note that this Policy must be made available via a publicly accessible website.

assistance award. DOE Program Offices have the discretion to request that others who are participating on the project are also covered by this Policy.

ARTICLE III **Definitions**

- 1) **Designated Official** means the individual designated by the Company with the authority and responsibility to act on behalf of the Company to ensure compliance with the Interim COI Policy and this Policy.
- 2) **DOE Program Office** means the organizational unit of DOE that funds and/or manages the awards subject to this Policy. For purposes of this Policy, the DOE Program Office is the Office of Clean Energy Demonstrations.
- 3) **Financial Conflict of Interest (“FCOI”)** means a situation in which an Investigator or the Investigator’s spouse or dependent children has a Significant Financial Interest or financial relationship that could directly and significantly affect the design, conduct, reporting or funding of a project.
- 4) **FCOI Report** means a Non-Federal Entity’s report of a FCOI to the DOE Program Office.
- 5) **Financial Interest** means anything of monetary value, whether or not the value is readily ascertainable.
- 6) **Investigator** means the Principal Investigator and any other person, regardless of title or position, who is planning to participate in, or is participating in a Project, and who is responsible for the purpose, design, conduct, or reporting of a Project.
- 7) **Investigator’s Non-Federal Entity Responsibilities** or **Non-Federal Entity Responsibilities** means an Investigator's professional responsibilities on behalf of the Non-Federal Entity, which may include activities related to the development and construction of the Project.
- 8) **Manage** means taking action to address a FCOI, which can include mitigating or eliminating the FCOI, to ensure, to the extent possible, that the purpose, design, conduct, and reporting of a Project will be free from bias.
- 9) **Non-Federal Entity** means a State, local government, Indian tribe, Institution of Higher Education, nonprofit organization, or for-profit organization that carries out a DOE award as a Recipient or Subrecipient. Where “Non-Federal Entity” is used in this Policy in lieu of either Recipient or Subrecipient, “Non-Federal Entity” refers to both Recipients and Subrecipients, unless otherwise indicated by the context in which the term is used.
- 10) **Organizational Conflict of Interest (“OCOI”)** means a situation where because of relationships a Non-Federal Entity or Investigator may have with a parent company, affiliate,

or subsidiary organization, the Non-Federal Entity is unable or appears to be unable to be impartial in conducting a procurement action or transaction involving a related organization.

- 11) **Potential Conflict of Interest (“PCOI”)** exists when an impartial observer reasonably believes that actual or apparent past, present, or currently planned interests could constitute a conflict of interest with a Project.
- 12) **Principal Investigator (“PI”)** means a principal investigator of a Project. The PI is included in the definitions of Senior/Key Personnel and Investigator.
- 13) **Project** means the interdependent activities funded wholly or in part under a DOE financial assistance award. A Project has a defined start and end point with objectives described in an application or in an approved scope that, when attained, signify completion and achievement of a specific goal, and creation of a unique product, service, or result. For awards that include Recipient cost share as part of the approved budget, activities funded with that Recipient cost share are included in the Project.
- 14) **Recipient** means an entity, usually but not limited to Non-Federal Entities, that receives a Federal award directly from a Federal awarding agency. The term Recipient does not include Subrecipients or individuals that are beneficiaries of the award. For purposes of the Project, the Company is the Recipient.
- 15) **Senior/Key Personnel** means the PI; any other person who significantly influences the design, conduct, or reporting of a Project; and any other person identified as Senior/Key Personnel by the Non-Federal Entity in the application for financial assistance, approved budget, progress report, or any other report submitted to the DOE by the Non-Federal Entity pursuant to this Policy.
- 16) **Significant Financial Interest (“SFI”)** means:
 - a) A Financial Interest consisting of one or more of the following interests of the Investigator (or those of the Investigator’s spouse and dependent children) that reasonably appears to be related to the Investigator’s Non-Federal Entity Responsibilities:
 - i) With regard to any foreign or domestic publicly traded entity, a SFI exists if the value of any remuneration received from the entity in the twelve (12) months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds \$5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value;
 - ii) With regard to any foreign or domestic non-publicly traded entity, a SFI exists if the value of any remuneration, not otherwise disclosed as current, pending, or other support, received from the entity in the twelve (12) months preceding the disclosure,

when aggregated, exceeds \$5,000, or when the Investigator (or the Investigator's spouse or dependent children) holds any equity interest (e.g., stock, stock option, or other ownership interest);

iii) Intellectual property rights and interests (e.g., patents, copyrights), upon receipt of income related to such rights and interests.

b) Investigators must also disclose the occurrence of any reimbursed or sponsored travel (i.e., that which is paid on behalf of the Investigator and not reimbursed to the Investigator so that the exact monetary value may not be readily available) related to the Investigator's Non-Federal Entity Responsibilities that is not otherwise disclosed in current and pending or other support disclosures, provided that this disclosure requirement does not apply to travel that is reimbursed or sponsored by a Federal, state, or local government agency of the United States; a domestic Institution of Higher Education; or a domestic research institute that is affiliated with a domestic Institution of Higher Education. The disclosure must include, at a minimum, the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration. The Designated Official will determine if further information is needed pursuant to this Policy, including a determination or disclosure of monetary value, in order to determine whether the travel constitutes a FCOI with the Project. This disclosure may be made prospectively, by listing all travel that the Investigator anticipates will be sponsored during the next 12 months, or within thirty (30) days of the occurrence if the travel was not reported prospectively.

c) The term SFI does not include the following types of financial interests: salary, royalties, or other remuneration paid by the Non-Federal Entity to the Investigator if the Investigator is currently employed or otherwise appointed by the Non-Federal Entity, including intellectual property rights assigned to the Non-Federal Entity and agreements to share in royalties related to such rights; any ownership interest in the Non-Federal Entity held by the Investigator, if the Non-Federal Entity is a commercial or for-profit organization; income from investment vehicles, such as mutual funds and retirement accounts, as long as the Investigator does not directly control the investment decisions made in these vehicles; income from seminars, lectures, or teaching engagements sponsored by a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education; or income from service on advisory committees or review panels for a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education.

17) **Subrecipient** means an entity, usually but not limited to Non-Federal Entities, that receives a subaward from a pass-through entity to carry out part of a Federal award but does not include an individual that is a beneficiary of such award. A Subrecipient may also be a Recipient of

other Federal awards directly from a Federal awarding agency. For purposes of the Project, Subrecipient refers to [XXX]².

ARTICLE IV **Responsibilities**

1) Investigators Generally.

- a) Investigators and any other person who is planning to participate in, or is participating in a Project, and is responsible for the purpose, design, conduct, or reporting of a Project must disclose any PCOI, OCOI, and any SFI related to their Non-Federal Entity Responsibilities pursuant to this Policy.
- b) Investigators must complete a training/education program on FCOIs, the Investigator's responsibilities regarding disclosure of PCOIs, OCOIs and SFIs, and the DOE regulations prior to engaging in the Project and at least every four (4) years thereafter. Training/education programs must also be completed when:
 - i) This Policy is revised in any manner that affects the requirements of Investigators;
 - ii) An Investigator is new to the Non-Federal Entity; or
 - iii) An Investigator is not in compliance with this Policy or has failed to comply with a plan to manage or mitigate an OCOI or FCOI.
- c) PIs are responsible for ensuring that all Investigators provide their disclosures in a timely manner and in accordance with this Policy.
- d) Investigators who are not employees of the Company or of a Subrecipient are subject to this Policy as if they were employees of the Company.

2) Subrecipient Investigators.

- a) Investigators of Subrecipients are responsible for disclosing their PCOIs, OCOIs, and Financial Interests in accordance with the arrangement agreed upon between the Company and the Subrecipient institution prior to submission of a proposal to the DOE and/or in accordance with the terms and conditions of the subaward issued by the Company to the Subrecipient.
- b) Subrecipient Investigators are expected to comply with the policies and procedures of the Subrecipient organization at which they are employed. Subawards issued by the Company will indicate that the Subrecipient organization is responsible for reviewing SFI

² NTD: The primary subrecipient of this award is expected to be the project's engineering, procurement, and construction contractor (or contractors), which is still in process of being selected.

disclosures and, if a FCOI is identified, for sending the Company notification of their ability to manage, reduce or eliminate the FCOI, in accordance with DOE requirements, including the time period(s) for the Subrecipient to report all identified FCOIs to the Organization as set forth in Article V.

- i) The Subrecipient must certify as part of its Subrecipient agreement that its policy complies with the Interim COI Policy and must make such policy available via a publicly accessible website. If the Subrecipient does not have any current presence on a publicly accessible website (and only in those cases), the Subrecipient shall make its written policy available to any requestor within five (5) business days of a request. If the Subrecipient cannot provide such certification, the Subrecipient agreement shall state that Subrecipient Investigators are subject to this Policy for disclosing FCOIs.
 - c) If a Subrecipient organization does not have a policy that complies with the DOE regulations, the Subrecipient's authorized official must agree in writing that this Policy will apply to the Subrecipient's Investigators until such time as the Subrecipient organization implements a policy that complies with the Interim COI Policy. A Subrecipient's failure to comply with this Policy, the Interim COI Policy, or the DOE regulations may result in the termination of the subaward. The Subrecipient shall submit all Investigator disclosures of PCOIs, OCOIs, and SFIs to the Company pursuant to the time period(s) set forth in Article V Section 3, which the Company may adjust from time to time as necessary to provide sufficient time for the Company to timely comply with its review, management, and reporting obligations under the Interim COI Policy.
 - d) Subrecipients are responsible for ensuring that all of their Investigators provide their disclosures in a timely manner and in accordance with this Policy.
- 3) **The Designated Official.** The Designated Official or their designee is responsible for implementing this Policy, soliciting and reviewing disclosures of SFIs from each Investigator on a Project (including Investigators of any Subrecipients pursuant to Section 2 of this Article), determining whether any of the disclosures relate to the Project funded under the DOE award, determining whether an OCOI or FCOI exists, and if so, developing and implementing a management plan.

ARTICLE V Procedures

- 1) **Prohibition.** No DOE funds may be expended on a Project until the Company has provided the DOE Program Office with a FCOI Report regarding any Investigator's unmanaged or unmanageable SFIs found by the Company to be conflicting, and any Investigator's SFI found by the Company to be conflicting and addressed by a management plan in accordance with this Policy. No procurement or transaction using DOE funds may be entered into if the procurement or transaction would result in an OCOI that cannot be avoided, neutralized, or mitigated.

2) **Identifying Investigators on the Project.** PIs are required to fully identify every individual on a project that meets the definition of Investigator. The PI(s) must identify all individuals, paid or unpaid, meeting the definition of Investigator. These Investigators are required to submit a disclosure detailing any PCOIs, OCOIs, and SFIs related to their Non-Federal Entity Responsibilities.

3) **Duty to Disclose.**

- a) **Initial Disclosures.**³ All Investigators are required to disclose PCOIs, OCOIs, and SFIs to the Company at the time of proposal submission to DOE and no later than prior to receipt of a DOE award. Any new Investigator that is added to an ongoing Project must make their initial disclosure before commencing work on the Project.
- b) **Annual Disclosures.** All Investigators on a Project are required to update their disclosures at least annually during the term of a DOE award. The annual disclosure shall include any information that was not disclosed initially to the Company pursuant to this Policy or in a subsequent disclosure of PCOIs, OCOIs, or SFIs, and any updated information regarding previously disclosed PCOIs, OCOIs, or SFIs.
- c) **Reviewing and Updating Disclosures.** It is the responsibility of all Investigators to keep their disclosure(s) up to date. Disclosures must be updated within thirty (30) days of discovering or acquiring (e.g. through purchase, marriage, or inheritance) a new PCOI, OCOI, or SFI.
- d) **Disclosure Certification Statement.** Each new disclosure and updated disclosure must be signed and dated by the Investigator and include a certification statement that reads as follows:

I understand that this Disclosure is required to obtain funding from the U.S. Government. I, [Full Name and Title], certify to the best of my knowledge and belief that the information contained in this Disclosure Statement is true, complete, and accurate. I understand that any false, fictitious, or fraudulent information, misrepresentations, half-truths, or omissions of any material fact, may subject me to criminal, civil or administrative penalties for fraud, false statements, false claims, or otherwise. (18 U.S.C. §§ 1001 and 287, and 31 U.S.C. 3729-3730 and 3801-3812). I further understand and agree that (1) the statements and representations made herein are material to U.S. Government's funding decision, and (2) I have a responsibility to update the disclosures during the period of performance of the award should circumstances change which impact the responses provided above.

³ Any disclosure form should include an acknowledgement that the Investigator has reviewed and agrees to abide by this Policy, and a signature line for the Investigator to execute the disclosure.

4) Disclosure Review Process.

- a) The Designated Official is responsible for reviewing all disclosures and the list of Investigators to ensure completeness, and to perform an initial analysis of the disclosed information. The Designated Official must also confirm the necessity for review under this Policy.
- b) The Designated Official shall determine whether any of the disclosed PCOIs, OCOIs, and SFIs relate to the Project. A PCOI, OCOI, or SFI is related to a project when the Designated Official reasonably determines that the PCOI, OCOI, or SFI could be affected by the Project, could affect the Project, is in an entity whose Financial Interest could affect the Project, or is in an entity whose Financial Interest could be affected by the Project. PCOIs, OCOIs, and SFI(s) that are deemed related shall be reviewed by [the Investment Committee] to determine whether the PCOIs, OCOIs, or SFI could directly and significantly impact the design, conduct, or reporting of the DOE-funded Project and create an OCOI or FCOI.

5) Procedures for Addressing the Conflict of Interest.

- a) Plans for managing an identified PCOI, OCOI, or FCOI will be monitored for compliance until the completion of the Project. Each management plan will specify:
 - i) The role and principal duties of the conflicted Investigator,
 - ii) Conditions of the management plan,
 - iii) How the management plan will safeguard objectivity in the work performed on the Project,
 - iv) Confirmation of the Investigator's agreement to the management plan, and
 - v) How the management plan will be monitored to ensure compliance.
- b) Under certain circumstances, the Designated Official may recommend special conditions or restrictions to manage, reduce or eliminate the effect of the PCOI, OCOI, or SFI on the purpose, design, conduct, or reporting of the Project. Examples of conditions or restrictions that may be imposed upon the Investigator include, but are not limited to, the following:
 - i) Public disclosure of the related Financial Interest(s),
 - ii) Monitoring of the Project by independent reviewers appointed by the Designated Official,
 - iii) Modification of the research or Project plan, within the scope of the DOE award,

- iv) Disqualification from participation in all or a portion of the Project,
 - v) Divestiture of the related Financial Interest, and
 - vi) Severance of the relationships that create actual or PCOIs.
- c) Adoption of conditions or restrictions to manage or eliminate the PCOI, OCOI, or FCOI must be agreed upon in writing by the Designated Official and the Investigator prior to the expenditure of any funds under the DOE award.
 - d) The Designated Official shall, if appropriate, appoint a disinterested person or committee to investigate the disclosures, PCOIs, SFI, FCOI, or OCOI, or measures for managing, reducing, or eliminating the conflict of interest.

6) Reporting to DOE

- a) **Initial FCOI Reports.** The DOE Program Office requires reporting of both unmanaged/unmanageable SFIs and managed FCOIs via an FCOI Report to the DOE Program Office. Initial FCOI Reports must be made to DOE prior to the Company's expenditure of any funds under a Project.
- b) **Subsequent FCOI Reports.** Additional FCOI reports must be submitted to DOE under the following circumstances; provided, however, that if FCOIs are eliminated before DOE funds are expended, the Company is not required to submit a report to DOE.
 - i) At least annually throughout the lifetime of an award, in accordance with Article V, Section 3. When a FCOI ceases to exist during the course of an ongoing Project, updated information about the status of that FCOI should be provided with the subsequent progress report.
 - ii) Within sixty (60) days of any subsequently identified FCOI.
 - iii) Within sixty (60) days of the disclosure of any SFI by a new Investigator to an ongoing Project which amounts to an FCOI.
- c) If, during the course of an ongoing activity funded by DOE, the Company identifies an SFI that was not disclosed by an Investigator in a timely manner, or which was not previously reviewed, the Designated Official will review the SFI within sixty (60) days to determine whether it is related to DOE activities or the Investigator's Non-Federal Entity Responsibilities and whether a FCOI exists. If an FCOI is identified after such a review, a management plan must be implemented, at least on an interim basis, specifying the actions that have been, and will be, taken to manage such FCOI.
- d) If an FCOI is not identified or managed in a timely manner, regardless of whether the Investigator did not disclose an SFI that was later determined to be an FCOI, whether the Company did not review or manage the FCOI, or because the Investigator failed to

comply with a previously implemented management plan, the Company must, within 120 days of a determination of non-compliance, complete a retrospective review of the Investigator's activities and the DOE activities. The purpose of this retrospective review is to determine if the ongoing Project was biased in its purpose, design, conduct, or reporting.

- i) Based on the results of the retrospective review, the previously submitted FCOI Report must be updated to specify the actions that the Company will take to manage the identified FCOI.
- ii) If bias was found during the retrospective review, the Company will promptly notify DOE and will draft a mitigation report that at a minimum, documents the key elements of the retrospective review set forth below, describes the impact of the bias on the Project, and outlines the Company's plans to eliminate or mitigate the effect of the bias.
- iii) The Company will document the retrospective review to include, but not necessarily be limited to, all of the following elements:
 - (1) DOE award number,
 - (2) Project title,
 - (3) PI or contact PI if there are multiple PIs,
 - (4) Name of the Investigator with the FCOI,
 - (5) Name of the entity with which the Investigator has a FCOI,
 - (6) Reason(s) for the retroactive review,
 - (7) Detailed methodology used for the retroactive review (e.g. methodology of the review process, composition of the review panel, documents reviewed),
 - (8) Findings of the review, and
 - (9) Conclusions of the review.
- e) **Other Financial Interests.** DOE may require that the Company routinely submit all or some Investigator disclosures of Financial Interests. Circumstances when DOE may require the Company to submit all or some of such Investigator disclosures include, but are not limited to, as part of monitoring the Company's compliance with this Policy; bankruptcy of the Company; other legal winding down of the Company; acquisition of the Company by a foreign entity, including where a foreign entity obtains a controlling interest in the Company; or as otherwise set forth in 2 CFR § 200 as amended by 2 CFR § 910.

- f) **PCOIs and OCOIs.** The Company must disclose to the DOE Program Office any PCOI or actual OCOI prior to its application for financial assistance or prior to engaging in a procurement or transaction using DOE funds with a parent, affiliate, or subsidiary organization that is not a state, local government, or Indian tribe. The disclosure shall include, at a minimum:
 - i) The name, address, and website (if applicable) of the entity that presents a PCOI or actual OCOI;
 - ii) The relationship between the Non-Federal Entity and the entity at issue;
 - iii) The nature of the anticipated procurement or other transaction with the parent, affiliate, or subsidiary organization; the anticipated value of the procurement or other transaction; and the basis for making the procurement or other transaction with a parent, affiliate, or subsidiary organization;
 - iv) The basis for the Company's determination regarding the existence of an OCOI; and
 - v) How the Company will avoid, neutralize, or mitigate the OCOI.
- g) If the effects of the PCOI or OCOI cannot be avoided, neutralized, or mitigated, the anticipated procurement or other transaction using DOE funds may not be made. Where there is an OCOI that cannot be avoided, neutralized, or mitigated, the Non-Federal Entity must procure goods and services from other sources when using DOE funds.

7) Violations of this Conflict of Interest Policy.

- a) If the Designated Official has reasonable cause to believe an Investigator has failed to disclose possible conflicts of interest, it shall inform the Investigator of the basis for such belief and afford the Investigator an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the Investigator's response and after making further investigation as warranted by the circumstances, the Designated Official determines the Investigator has failed to disclose a PCOI, OCOI, or SFI, the Designated Official shall take appropriate disciplinary and corrective action.
- c) If the failure of an Investigator to comply with this Policy or a management plan appears to have biased the purpose, design, conduct, or reporting of the project funded under a DOE award, the Company shall promptly notify the DOE of the failure to comply and of the corrective action taken or to be taken.
- d) If a Non-Federal Entity fails to disclose an OCOI to DOE prior to engaging in a procurement or transaction using DOE funds with a parent, affiliate, or subsidiary organization that is not a state, local government, or Indian tribe, the costs of such procurement or transaction may be disallowed. DOE may determine that imposition of

specific award conditions under 2 CFR § 200.208 is necessary. DOE may also take one or more actions specified under 2 CFR § 200.339, as appropriate in the circumstances.

- e) Any false, fictitious, or fraudulent information, or the omission of any material fact, on a disclosure, report, or other record required under the Interim OCI Policy may be subject to criminal, civil, or administrative penalties for fraud, false statements, false claims or otherwise. (U.S. Code Title 18, Sections 287 and 1001; and Title 31, 3729-3730 and 3801-3812).
- 8) **Termination for Cause.** The Company may terminate agreements with Subrecipients who fail to provide a complete disclosure in the timeframes required by this Policy; fail to comply with any conditions or restrictions imposed pursuant to this Policy; or fail to comply with its obligations under this Policy, the terms and conditions of the DOE award, or any applicable DOE regulations.
- 9) **Reporting Violations.** Federal regulations may require reports to DOE of any violations of federal regulations or this Policy.

ARTICLE VI **Records and Retention**

- 1) DOE regulations require that the Company respond within five (5) business days to any request for information about SFIs held by Key Personnel when the Company has determined that the disclosed SFIs are related to DOE-funded activities and constitute FCOIs. The information provided in the disclosure forms may be released or transmitted to DOE upon request. Completed disclosure forms also may be released in response to a public records request.
- 2) Records of financial disclosures, the Designated Official's determinations, Investment Committee recommendations, and the Company's actions regarding management of an FCOI will be retained for at least 3 years beyond the date of submission of the award's final expenditure report, until the resolution of any actions by DOE involving the records, or other date specified in the DOE award terms and conditions, whichever is longer.

ARTICLE VIII **Periodic Reviews**

To ensure the Company operates in a manner consistent with its obligations under the Interim COI Policy and the terms applicable to any Project and does not engage in activities that could jeopardize its compliance with applicable federal regulations and the Interim COI Policy, periodic reviews of this Policy shall be conducted by the Company.

ARTICLE IX **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VIII, the Company may, but need not, use outside experts.

ARTICLE X
References and Related Policies

- 1) DOE Interim Conflict of Interest Policy for Financial Assistance;
- 2) FAQs DOE Interim COI Policy for Financial Assistance;
- 3) DOE Financial Assistance Letter No. FAL 2022-02;
- 4) DOE Funding Opportunity Notice, DE-FOA-[XXXX]; and
- 5) 2 CFR Part 200, as amended by 2 CFR § 910.