

THE NATOMAS BASIN CONSERVANCY WHISTLEBLOWER POLICY

General

The Natomas Basin Conservancy (“Conservancy”) expects its directors, officers, employees, and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Conservancy, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws, regulations and policies.

Reporting Responsibility

It is the responsibility of all directors, officers, employees, and other representatives to report Wrongful Conduct, as defined below, in accordance with this Whistleblower Policy.

Wrongful Conduct

“Wrongful Conduct” means: (i) a policy, practice or activity in violation of or noncompliance with applicable policies or local, state, or federal law or regulation or (ii) the use of Conservancy property, resources, or authority for personal gain or other non-organization-related purpose except as provided under Conservancy policy.

Authority of Audit Committee

The Audit Committee shall have full authority to investigate concerns raised in accordance with this policy and may retain outside legal counsel, accountants, private investigators, or any other resource that the Committee reasonably believes is necessary to conduct a full and complete investigation of the allegations.

No Retaliation

The Conservancy will use its best efforts to protect directors, officers, employees, and other representatives from retaliation. The Conservancy prohibits retaliation against any director, officer, employee, and other representative who reasonably believes that Wrongful Conduct is occurring and reports it to the appropriate individuals within the Conservancy or a government or law enforcement agency. The Conservancy also prohibits retaliation against any director, officer, employee or other representative because that individual may make or threatens to make such a disclosure. Retaliation includes harassment or adverse employment actions, such as unwarranted discipline or termination. Any director, officer, or employee who retaliates in violation of this policy is subject to discipline up to and including termination of employment or removal from the board of directors, as applicable. This policy is intended to encourage and enable directors, officers, employees, and other representatives to raise serious concerns of the presence of Wrongful Conduct within the Conservancy prior to seeking resolution outside the Conservancy.

The Conservancy also prohibits retaliation against any director, officer, or employee who refuses to participate in any conduct that would result in a violation of local, state, or federal law or regulation.

Reporting Wrongful Conduct

The Conservancy encourages its directors, officers, and employees to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Any director, officer, or employee may report Wrongful Conduct to the Executive Director or the Chair of the Board of Directors. If the Wrongful Conduct implicates one or both of the Executive Director or the Chair of the board of directors, or if the reporting individual is not comfortable

speaking with or not satisfied with the response of the foregoing individuals, the issue may be reported to any member of the Audit Committee or any member of the board of directors. Anyone who receives a report of Wrongful Conduct is required to immediately advise the full board of directors, so that appropriate action can be taken.

Acting in Good Faith

Anyone raising concerns of Wrongful Conduct must be acting in good faith and have reasonable cause for believing the information disclosed indicates Wrongful Conduct. The determination of good faith and reasonable cause shall be made in the sole discretion of the Audit Committee. Any allegations that prove to be made maliciously or knowingly false will be viewed as a serious offense subject to disciplinary action.

Confidentiality

Except as provided in this policy, reports of Wrongful Conduct or suspected Wrongful Conduct will be kept confidential on a "need-to-know" basis, consistent with the need to conduct an adequate investigation.

Handling of Reported Wrongful Conduct

A representative of the board of directors will notify the reporter and acknowledge receipt of the reported Wrongful Conduct or suspected Wrongful Conduct within five business days. All reports will be promptly and appropriately investigated and appropriate corrective action will be taken if warranted by the investigation.