

Code of Ethics and Conflicts of Interest Policy
of
The University of North Carolina at Charlotte
Facilities Development Corporation, Inc.

Code of Ethics

It is the responsibility of both The University of North Carolina at Charlotte Facilities Development Corporation, Inc. (“UNCC-FDC”) and the individuals associated with it to ensure that its directors, agents, officers, employees (if applicable) and volunteers uphold the highest ethical values in performing their duties.

UNCC-FDC shall seek to:

- Act at all times with integrity, honesty, truthfulness, and adherence to safeguard the public trust;
- Adhere to the spirit as well as the letter of all applicable laws and regulations;
- Avoid even the appearance of any unprofessional, unethical, or criminal conduct; and
- Foster diversity and treat all individuals with dignity and respect.

UNCC-FDC Board of Directors, officers, employees (if applicable) and volunteers shall:

- Refrain from engaging in activities that conflict with their fiduciary, ethical and legal obligations to The University of North Carolina at Charlotte (the “University”), UNCC-FDC, its directors, its donors, and its constituents;
- Refrain from using information about UNCC-FDC in a way that could have a negative effect on the University, UNCC-FDC, its directors, its donors, and its constituents;
- Report accurate financial figures, manage all fiscal resources according to generally accepted accounting principles, and comply with all applicable laws and guidelines, including completion and maintenance of required records and reports;
- Effectively disclose in a timely manner, in writing or as part of the minutes, all potential and actual conflicts of interest, understanding that such disclosure does not preclude or imply ethical impropriety;
- Report any ethical impropriety of which s/he becomes aware;
- Avoid disclosing privileged or confidential information to unauthorized persons or parties or anyone who does not have a legitimate need to know; and,
- Conduct themselves in accordance with the general standards for a director as set forth in N.C. Gen. Stat. Section 55A-8-30.

Conflicts of Interest

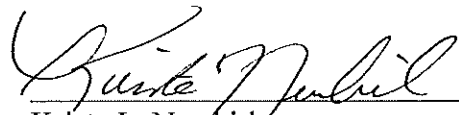
All decisions of the directors, officers, employees (if applicable), agents and volunteers are to be made solely on the basis of a desire to promote the best interest of UNCC-FDC, the University, and the public good. It is unreasonable to expect that an effective board and organization can consist of individuals entirely free from actual or perceived conflicts of interest at all times. However, these individuals have a responsibility to disclose their actual or perceived conflicts at the earliest possible time so as to avoid perceived or actual harm to UNCC-FDC and/or the University.

- All transactions between UNCC-FDC and its directors, officers, employees, agents or volunteers (other than reimbursements for expenditures made on behalf of UNCC-FDC) must be approved by UNCC-FDC's board.
- No UNCC-FDC director, officer or employee (if applicable) having a personal direct or indirect interest in a UNCC-FDC business transaction may be involved in the decision with respect to whether UNCC-FDC should enter into such transaction. UNCC-FDC directors shall comply with N.C. Gen. Stat. Section 55A-8-31 for purposes of identifying direct or indirect interests of a director and for conducting a transaction in light of such interest.
- Any director who has a direct or indirect personal interest in a UNCC-FDC transaction shall recuse himself or herself from further consideration of the issue once such interest is identified.
- If UNCC-FDC funds an award or scholarship, then no such UNCC-FDC scholarship or award may be made to an officer, director, or employee (if applicable) of UNCC-FDC or to a family member of such person unless the recipient of the award is determined by an independent awards committee.
- No UNCC-FDC property (including donations) may be used by any individual or outside organization without the permission of the Board of Directors.

This Code of Ethics and Conflicts of Interest Policy is hereby adopted by the Board of Directors of The University of North Carolina at Charlotte Facilities Development Corporation, Inc. on this the 26th day of January, 2011.



Robert F. Hull, Jr.
President



Krista L. Newkirk
Secretary