

UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION

CONFIDENTIALITY POLICY

As a member of the Board of Directors of the University District Development Association ("Corporation"), or as its employee or agent, you will come into contact with written, electronic, and verbal information that is confidential to the business operations of the Corporation. This information must be reviewed and/or discussed in the appropriate business setting on a need-to-know basis only.

Information and data collected and used by the Corporation is the property of the Corporation. You must use that data only in the performance of your duties as a Board Member, employee, or agent, and must maintain its integrity and confidentiality. The Corporation's confidential information includes, without limitation, non-public information relating to trade secrets, research and development, know-how, software (including source code and object code), procedures, purchasing, accounting, marketing, customer lists, financial status, or employees ("Confidential Information"). Specific examples of Confidential Information include the following:

1. *Corporation Business Information* not generally known to the public or its competitors is considered to be confidential. Information regarding the financial condition of the Corporation and other information concerning financial, administrative, or strategic marketing operations, is strictly confidential and may only be discussed by Board Members, employees, or agents in connection with their normal job functions, and only to the extent necessary for the performance of such job functions. This information is not to be divulged in whole or in part to anyone outside the Corporation, without the express consent of the Board of Directors and/or the Corporation President.
2. *Payroll, Salary, and Personnel Data* related to any Corporation employee or personnel is strictly confidential. Board members, employees and agents must maintain strict confidentiality with respect to all personnel records and confidential discussions including, but not limited to, salaries, benefits, performance appraisals, counseling, and discipline matters.

"Confidential Information" shall not include any information that (i) is already known to and by you; (ii) is or becomes publicly known other than through your wrongful act; (iii) is rightfully received by you from a third party without restriction and without breach of this Agreement; (iv) is independently developed by you without reference to the Confidential Information; (v) is approved for release by the Corporation; or (vi) is required to be disclosed by law, court order, or governmental authority.

As a member of the Board of Directors of the Corporation, or as an employee or agent, you agree that your obligation to honor the confidential nature of this information will exceed your Board, employment, or contract term for an additional two years.

Unauthorized use or disclosure of Confidential Information may result in disciplinary action, up to and including discharge from your obligations as a member of the Board of Directors, and/or termination of contractual arrangements. Furthermore, nothing herein shall limit the ability of the Corporation to seek any remedy available to

it under the laws of the State of Washington for damages resulting from the disclosure of Confidential Information.

The Corporation will enforce this Policy in order to meet the on-going expectations of its members. The primary responsibility for enforcement of the Policy rests with the Board of Directors. Complaints relating to an alleged violation of this Policy should be made in writing and submitted to the Board Chair, or the highest ranking Board Member not implicated by the complaint. All complaints relating to a breach of the Policy will be accorded serious consideration. The resolution of all complaints relating to a breach of the Policy will be documented in the official minutes of the Board.

Any question concerning the application of this Policy, or the use or disclosure of Confidential Information should be directed to the Chairman of the Board of Directors. Each Board Member, employee or agent has the responsibility for demonstrating compliance with this Policy. An Individual Acknowledgement must be signed by all Board Members, employees, and agents as a condition of service.

INDIVIDUAL ACKNOWLEDGMENT

My signature below signifies that I have read and understand the University District Development Association Confidentiality Policy. I will not, under any circumstances, use or disclose confidential information for any purpose, and I will take appropriate steps to protect the confidentiality of corporate information. I agree to adhere to the Policy and understand the consequences of violating its terms.

Signature: _____

Printed Name: _____

DATED: _____