

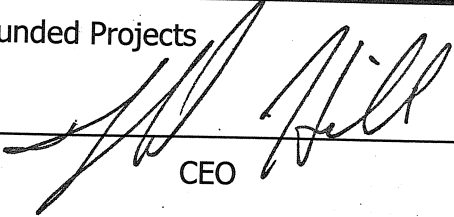


**Policy Manual**

POLICY: Conflict of Interest Policy for DOE Funded Projects

NUMBER: CPN-716

REVISION: 0  
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# CONFLICT OF INTEREST POLICY FOR DOE FUNDED PROJECTS

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## Purpose and Scope

The purpose of the Conflict of Interest Policy for DOE Funded Projects (the "Policy") is to acknowledge Calpine's commitment to compliance with the US Department of Energy ("DOE") and the Interim Conflict of Interest Policy for Financial Assistance ("DOE COI") established in December 2021, as it relates to any project of Calpine Corporation or its subsidiaries ("Calpine") where funding is received from the US DOE.

The DOE COI established standards that provide a reasonable expectation that the design, conduct, and reporting of projects funded in whole or in part by the DOE will be free from bias resulting from individual and/or Organization Conflicts of Interest. To that end, Calpine adopts this policy, which describes requirements and procedures related to the DOE COI requirements and to ensure that Calpine complies with DOE COI rules. This policy shall be maintained, up-to-date, and enforced, and is available on a publicly available Calpine website.

This policy applies only to projects that receive DOE funding.

## Definitions

Award – means any financial assistance award, grant, or other federal award from the DOE.

Financial COI (FCOI)- 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.

Financial Interest- anything of monetary value, whether or not the value is readily ascertainable.

Investigator- The Principal Investigator ("PI") and any other person, regardless of title or position, who is responsible for the purpose, design, conduct, or reporting of a project funded by DOE or proposed for funding by DOE, as may be supplemented or modified by any particular DOE Award. This includes any senior or key personnel identified in the application for assistance, approved budget, progress report, or any other report submitted to the DOE.

Organizational Conflict of Interest (OCOI) – a situation where because of relationships with a parent company, affiliate, or subsidiary organization, Calpine is unable or appears to be unable to be impartial in conducting a procurement action involving a related organization.

Potential Conflict of Interest - exists when an impartial observer reasonably believes that actual or apparent past, present, or currently planned interests indicate an appearance of potential conflict of interest with a project funded under a DOE Award.

Principal Investigator (PI) - means the principal investigator designated by Calpine on a project funded under a DOE Award.

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Reviewing Official - A Calpine designated person who will solicit and review disclosures of Significant Financial Interests from each Investigator who is planning to participate in, or is participating in, the project funded under a DOE Award.

### Significant Financial Interest:

- A Financial Interest consisting of one or more of the following interests of the Investigator (and those of the Investigator's spouse and dependent children) that reasonably appears to be related to the Investigator's Calpine responsibilities:
  - With regard to any foreign or domestic publicly traded entity, a Significant Financial Interest exists if the value of any remuneration received from the entity in the twelve 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.
  - With regard to any foreign or domestic non-publicly traded entity, a Significant Financial Interest exists if the value of any remuneration, not otherwise disclosed as current, pending, or other support, received from the entity in the twelve 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).
  - Intellectual property rights and interests (e.g., patents, copyrights), upon receipt of income related to such rights and interests.
- Investigators also must 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 their institutional 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. In accordance with this Policy, the Reviewing Official(s) will determine if further information is needed, including a

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determination or disclosure of monetary value, in order to determine whether the travel constitutes a FCOI with the project funded under the DOE ward.

- The term Significant Financial Interest does not include the following types of financial interests: salary, royalties, or other remuneration paid by Calpine to the Investigator if the Investigator is currently employed or otherwise appointed by Calpine, including intellectual property rights assigned to Calpine and agreements to share in royalties related to such rights; any ownership interest in Calpine held by the Investigator, 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.

Conflicts of Interest include both actual and Potential Conflicts of Interest, and both must be reported for Calpine to investigate.

### **General Information**

This Policy only applies to projects that receive DOE Awards. In the event of a conflict between the precise terms of a particular DOE Award and this Policy, the DOE Award will control.

### **References**

Calpine Code of Conduct

CPN-120 (Gift Policy)

### **Responsibilities**

Each Calpine employee who meets the definition of Investigator and who participates in a DOE Awarded project will report any Significant Financial Interests or Organizational Conflicts of Interests to the Reviewing Official.

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## Policy

### Financial Conflict of Interest Responsibilities

Calpine has implemented this reporting Policy to comply with the DOE COI for any project funded by a DOE Award. Each employee who meets the definition of Investigator and who will participate in a DOE Award funded project will report any Significant Financial Interests:

- 1) Each Investigator involved in a project shall:
  - a) Be informed of and have access to this Policy, made aware of the PI's responsibilities regarding disclosure of Significant Financial Interests, and of the DOE COI Policy.
  - b) Complete the required forms for DOE COIs prior to engaging in any project work and recertify at least annually thereafter through the life of the project,
  - c) Complete a training on this Policy and any additional conflict of interest requirements of the particular DOE Award prior to engaging in projects related to any particular DOE Award and retake the training at least once every four years thereafter.
  - d) Disclose to the Reviewing Official any and all potential or actual Financial COIs (1) prior to participating in any project work so that the Reviewing Official can disclose any Financial COIs to DOE no later than time of application for the DOE Award, (2) within thirty days of discovering or acquiring a COI, and (3) at least annually during the project's performance.
  - e) Certify his/her Disclosures, including a negative/nothing-to-report disclosure. Each Calpine Investigator shall carefully review his/her Disclosures and complete the Conflict of Interest Disclosure Statement (Appendix A). The completed Conflict of Interest Disclosure Statement should be sent to the Reviewing Official. Questions should be directed to the Reviewing Official.
  
- 2) Reviewing Official may seek additional support from the Principal Investigator (PI), Calpine management, and counsel. At a minimum, the Calpine Reviewing Official shall:
  - a) Review all Disclosure submissions from the PI (including subrecipients if applicable) and review all Disclosure submissions from PIs who are added to the project to reasonably determine whether an Investigator's disclosed Significant Financial Interest is related to a DOE Award funded project, and if so related, whether the Significant Financial Interest is a Financial COI.
  - b) Collaborate with PI and appropriate Calpine management on each DOE Award funded project to manage any Financial COI through the development and implementation of a management plan as outlined in paragraph 3 below, and if necessary, a retrospective review and mitigation report.
  - c) Submit initial and ongoing reports to DOE.

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- d) Maintain records related to all PI Disclosures, Calpine's review and response to such disclosures, and any actions taken in compliance with this policy.
  - e) Upon request from the DOE, make information available to the DOE.
  - f) File timely submissions to DOE, reporting on Financial and/or Organizational COI. Any report of any Financial COI identified after the project has started must be submitted to DOE within sixty days, and in the event an Investigator failed to comply with a Financial COI disclosure, submit a retrospective review to the DOE within one hundred twenty days.
  - g) Collaborate with applicable Calpine departments to determine any Organization COI.

### 3) Management Plans

- a) Any management plan the Reviewing Official creates in response to an identified Financial COI shall specify the actions that have been, and shall be, taken to manage such Financial COI's.
- b) A nonexclusive list of conditions or restrictions, one or more of which might be imposed to manage a Financial Conflict of Interest, includes: (i) public disclosure of the Financial COI (e.g., when presenting or publishing the project); (ii) for projects involving human subjects, disclosure of the Financial COI directly to participants; (iii) appointment of an independent monitor or oversight committee capable of taking measures to protect the purpose, design, conduct, and reporting of the project against bias resulting from the Financial COI; (iv) modification of the project plan; (v) change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the project; (vi) reduction or elimination of the financial interest (e.g., sale of an equity interest); or (vii) severance of relationship(s) that create the Financial COI.

### **Organizational Conflict of Interest Responsibilities**

Calpine is committed to effectively managing and mitigating the potential for Organizational Conflict of Interest in DOE Awards.

Calpine must disclose in writing any potential or actual Organizational Conflict of Interest to the DOE Program Office. The Reviewing Official shall coordinate among the various Calpine stakeholders to determine whether an Organizational Conflict of Interest exists. The Reviewing Official shall coordinate with the legal department regarding his/her findings to make the appropriate disclosures. Calpine must provide the disclosure to DOE in an application for financial assistance or prior to engaging in a procurement or transaction using DOE funds with a parent, affiliate, or subsidiary organization. The elements of the disclosure shall include, but are not limited to the following:

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- (i) The name, address, and website (as applicable) of the entity that presents a potential or actual Organizational Conflict of Interest;
  - (ii) The relationship between Calpine 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 Calpine's determination regarding the existence of an Organizational Conflict of Interest; and
  - (v) How Calpine will avoid, neutralize, or mitigate the Organizational Conflict of Interest.

### **Discipline**

Employees who have roles or responsibilities outlined in this Policy, and who fail to adhere to its requirements will be disciplined, up to and including termination, consistent with Calpine's existing policies and procedures.

### **Records**

Principal Investigators, Investigators, Reviewing Officials and Calpine employees will retain records for so long as required by any DOE or other government entity granting funding.

### **Support Documents**

Conflict of Interest Disclosure Statement

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Conflict of Interest Disclosure Statement

For you, your spouse and your dependent children, you identify whether or not you have received remuneration from an entity in the twelve months preceding this disclosure with a fair market value of at least \$5,000 as of the date of the disclosure. 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.

- I do not have any assets requiring disclosure.
- I disclose the following assets.

Name of Asset	Asset belongs to (employee, spouse, dependent child)	(x) if no longer held	Approximate value of the financial interest.

I understand that this Disclosure is required to obtain funding from the US 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 DOE Award should circumstances change which impact the responses provided above.



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Agreed and accepted:

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Signature

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Name

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Title

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Date