



Conflict of Interest Agreement

I understand and agree to comply with OSHWA's Conflict of Interest Policy as stated in the OSHWA Bylaws, Article XII (text below).

Section 1. Disclosure

Prior to the election to the Board, and thereafter on an annual basis, all Directors shall disclose in writing, to the best of their knowledge, any Interest (as defined below) such Director may have in any corporation, organization, partnership, or other entity which provides professional or other goods or services to the Corporation for a fee or other compensation, and any position or other material relationship such Director may have with any other not-for-profit corporation with which the Corporation has an attorney-client or other business relationship (collectively, a "Conflict of Interest"). A copy of such disclosure statement shall be available to any Director of the Corporation upon request.

If, at any time during his or her term of service, a Director acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, the Director shall promptly disclose that Interest or other Conflict in writing to the Chairman of the Board.

When any matter for decision or approval comes before the Board or any committee of the Board in which a Director has an Interest or Conflict of Interest, the Director shall immediately disclose that Interest or Conflict of Interest to the Board or relevant Committee.

Section 2. Definition of "Interest"

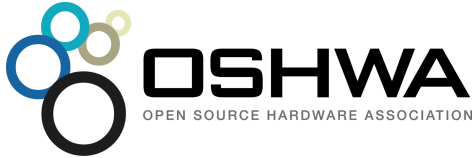
A Director has an Interest in an entity if he or she would derive a significant individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity or any decision on a matter involving such entity by the Board or a Committee. The fact that an entity may take positions on legislative matters of general impact shall not constitute an Interest or Conflict of Interest.

Section 3. Voting

No Director shall vote on any matter in which he or she has an Interest or a Conflict of Interest.

Section 4. Non-Participation

Any Director who has an Interest or a Conflict of Interest in a matter shall leave the room in which discussion regarding that matter is carried on, if so requested by the Board or the relevant Committee, provided, however, that the interested Director may participate in any discussion regarding his or her absence and shall be given an opportunity to disclose and explain the interested transaction to the Board prior to the Board discussion and vote on the transaction without the presence of the interested Director.



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Section 5. Attempts to Influence


Directors shall not attempt to influence other Directors regarding matters in which they have an Interest or Conflict of Interest, without first disclosing that Interest or Conflict of Interest as provided in Section 1 of this Article.

Section 6. Contract Review Committee

The Board may, in its discretion, establish a Contract Review Committee consisting of at least three Directors to review any contract that is proposed for approval by the Board and respecting which a Director may have a Conflict of Interest (an "Interested Party Contract"). If no Contract Review Committee has been duly appointed, the Board or another committee so authorized by the board (not including the Directors having an interest in the Interested Party Contract) shall serve such role. The Contract Review Committee or Board shall review the Interested Party Contract and determine whether to authorize the Interested Party Contract, provided that if the Interested Party Contract is of a magnitude that it would otherwise require Board approval, the Contract Review Committee shall submit the Interested Party Contract to the Board with its recommendation whether or not to approve it. The Contract Review Committee or the Board must approve an Interested Party Contract by a majority vote of the disinterested Directors entitled to vote on the matter.

The activities listed below may constitute a conflict of interest. (If none, please write 'none'):

_____ Any activity pertaining to Cornell University or Cornell Tech, Cruise Automation, Nuro.ai, AISIN Corporation, Tata Consulting Group, Accenture, Nissan Motors, Toyota, Toyota Research Institute, Woven Planet _____

Signature: _____  _____ Date: _____ May 24, 2022 _____

Name: _____ Wendy Ju _____ (Please type or print)