

1.1 moves to amend H.F. No. 5, the fifth engrossment, as follows:

1.2 Page 5, delete subdivision 4 and insert:

1.3 "Subd. 4. **Conflict of interest.** Directors must recuse themselves from discussion
1.4 of and voting on an official matter if the director has a conflict of interest. A conflict of
1.5 interest means an association including a financial or personal association that has the
1.6 potential to bias or have the appearance of biasing a director's decisions in matters related
1.7 to the exchange or the conduct of activities under this act."