Joint Venture Policy

Policy Name	WEF Joint Venture Policy
Policy Category	Business
Policy Number	2009-002
Policy Origination and Review Dates	July, 2009; May, 2015; July, 2020; March, 2024
Requirements	Sarbanes Oxley Act Requirements
Review Cycle	4 years
Legal Review Required	Yes

A. General Policy Statement

The Board of Trustees adopts the following policy for approval and management of any joint venture entered into by the Water Environment Federation (WEF), in accordance with Internal Revenue Service guidelines. All WEF joint ventures require board approval.

B. Activities Subject to this Policy

For the purposes of this policy, the term "joint venture" is defined as any arrangement, including contractual or more formal arrangements undertaken through a limited liability company, partnership, or other structure, though which WEF and another entity jointly undertake any activity or business venture, or otherwise agree to joint ownership of assets. A joint venture may include both taxable and tax-exempt activities.

C. Approval and Management of Joint Activities

Before making any decision to participate in a joint venture, WEF will ensure that the joint venture furthers WEF's exempt purposes and will negotiate at arm's length contractual and other terms of participation that safeguard WEF's exemption from federal income tax. Such terms shall be in writing in the operating agreement of the joint venture and shall include the following minimum requirements:

- With respect to any whole joint venture (that is, a joint venture in which WEF contributes substantially *all* of its assets to the enterprise), WEF retains control over the joint venture through fifty-one percent (51%) or more of the voting rights and/or veto power;

- With respect to any ancillary joint venture (that is, a joint venture to which a portion of WEF's resources are contributed), WEF would, at a minimum, maintain sole control over the tax-exempt aspects of the joint venture and would have voting and ownership interests in the joint venture that are consistent with WEF's capital contributions;
- A requirement that any subsequent contract with WEF's partner in the joint venture be negotiated for fair market value and without consideration of the joint venture relationship;
- A requirement that the joint venture give priority to WEF's tax-exempt purposes over maximization of profit for the participants of the joint venture; and
- A prohibition on activities that would jeopardize WEF's tax-exempt status.

Where there is any question as to whether a particular joint venture may pose a risk to WEF's tax-exempt status, a decision to enter such joint venture will be made only after consultation with legal and/or tax counsel.