

CERTIFICATE OF SECRETARY
of
RESOLUTION OF BOARD OF DIRECTORS
of
PROPERTY OWNERS ASSOCIATION OF
TERLINGUA RANCH, INC.
adopting
CODE OF CONDUCT

STATE OF TEXAS §
 §
COUNTY OF BREWSTER §

I, Kathy R. Pohier, Secretary of the Property Owners Association of Terlingua Ranch, Inc. ("POATRI"), do hereby certify that at a meeting of the Board of Directors of the Association (the "Board") duly called and held on the 26th of January, 2019 with at least a quorum of the board members being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by a majority vote of the members of the Board:

WHEREAS, the governing documents of POATRI delegate the authority and responsibility to govern the operations of the community to its Board of Directors;

WHEREAS, the Board is responsible to elect officers and assign committee members; and

WHEREAS, the volunteer leaders of POATRI have the responsibility to set a standard and level of behavior that is conducive to the best interests of the entire community.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of POATRI hereby adopts the following code of ethics, standards of behavior, rules and enforcement procedures that are applicable to all Board members, committee members, task force members, and volunteers serving the community:

Board members of the Property Owners Association of Terlingua Ranch, Inc. are representatives of the community and as such should represent a high standard of conduct and cooperation with other Board members, committee chairs and members, staff, and residents during all meetings, events, and deliberations. The standard is represented by the following tenets.

1. Board members should:

- 1.1 Treat other Board members, audience, committee members, task force members, and staff with courtesy and respect always.
- 1.2 Always speak with one voice on adopted Board decisions – even if the Board member was in the minority regarding actions that may not have obtained unanimous consent.
- 1.3 Remain objective in decisions and act in the best interests of all constituents, residents, and businesses.
- 1.4 Acknowledge prior or current relevant personal or business relationships before sharing an opinion on any issue under discussion.
- 1.5 Prepare for meetings by reading all reports and presentations before the meeting.
- 1.6 Research specific issues and questions with staff prior to meetings and provide notice of any issues to be raised in open meetings.
- 1.7 Make every attempt to alert Board members, committee members, task force members, and staff about issues and requests prior to an open meeting.
- 1.8 Attend regularly scheduled Board meetings in person, alternatively via telephone.

2. Board Members should refrain from:

- 2.1 Discussing or sharing committee, task force, or Board business via social media or with the public, press, or other news outlets outside the parameters of the any social media policy that may be adopted or as specifically established by the Board.
- 2.2 Misrepresenting known facts in any issue involving POATRI business.
- 2.3 Interfering with management staff, contractors, and suppliers.

- 2.4 Using foul or vulgar language or becoming aggressive toward one another, committee members, task force members, employees, agents, residents or any person at any time while serving as a representative of the community.
- 2.5 Acting in the interests of a specific resident or business unless that interest is representative of the larger community, and only if the Board member does not have a personal or business relationship with that specific resident or business.
- 2.6 Voting on any issue which the Board member has, or previously had, a business or close personal relationship.
- 2.7 Soliciting or accepting, either directly or indirectly, gifts gratuities, favors, loans or any other thing of monetary value greater than \$50.00 from a person or entity that is engaged in business with or seeking business from POATRI.
- 2.8 Soliciting or accepting, either directly or indirectly, gifts gratuities, favors, loans, or any other thing of monetary value made by a person or entity with an intent to influence decisions or actions on any Association matter.
- 2.9 Disclosing Confidential Information with any person including, but not limited to, residents, family members, guests, and media. "Confidential Information" shall include, but is not limited to, information considered to be confidential by law, either constitutional, statutory, or by judicial decision.

Examples of such confidential information include:

- Any information that could constitute an invasion of privacy, employment records, job related testing scores, disciplinary actions, wage history, employment background checks, medical records, about both current and former employees of POATRI;
- Third party financial or proprietary information;
- Pending or past legal investigations or employee grievances;
- Attorney-client privileged information;
- Attorney-Board and auditor-Board privileged information

- 2.10 Using POATRI resources including professional resources such as legal counsel for personal or political gain.
- 2.11 Support the Bylaws and Policies & Procedures that are constructed to ensure sound business and ethical practices and behavior.
- 3. Committee members and task force members of POATRI represent the Board of Directors and the community and perform important work in the conducting of business of POATRI on behalf of its residents. In completing this work, it is important that committee and task force members adhere to a high standard of conduct as represented by the following tenets. Committee and task force members may be removed from a committee or task force at any time with or without cause by the Board.
- 4. Committee chairs, task force chairs, committee members and task force members should:
 - 4.1 Attend regularly scheduled meetings in person (alternatively, via telephone) as agreed upon by the chair and staff.
 - 4.2 Treat other committee or task force members, Board members, and staff with courtesy and respect always.
 - 4.3 Remain objective in decisions and preparation of recommendations for the Board, and act in the best interests of all constituents, residents, and businesses.
 - 4.4 Acknowledge prior or current relevant personal or business relationships before sharing an opinion on any issue under discussion.
 - 4.5 Prepare for meetings by reading all reports and presentations before the meeting.
- 5. Committee members and task force members should refrain from:
 - 5.1 Discussing or sharing committee, task force, or Board business via social media or with the public, press or other news outlets outside the parameters of any social medial policy that may be adopted or as specifically established by the Board.
 - 5.2 Representing the Board with any external agency unless explicitly authorized by the Board.
 - 5.3 Voting on any issue which the committee and task force member has, or previously had, a business or close

personal relationship.

- 5.4 Disclosing Confidential Information (as defined in Section 2.9 of this Resolution) with any person including, but not limited to, residents, family members, guests, and media.

I further certify that I am the duly elected, qualified and acting Secretary of POATRI and that the foregoing resolution was approved as set forth above and now appears in the books and records of POATRI.

PROPERTY OWNERS ASSOCIATION OF TERLINGUA RANCH, INC.

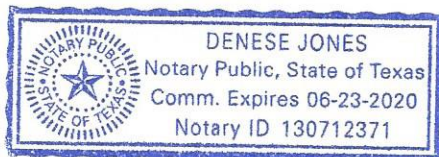
By: Kathy R. Pothier

Printed: KATHY R. Pothier

Its: Secretary

THE STATE OF TEXAS §
 §
COUNTY OF BREWSTER §

BEFORE ME, the undersigned notary public, on this 20th day of January, 2019 personally appeared Kathy R. Pothier, Secretary of the Property Owners Association of Terlingua Ranch, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose and in the capacity therein expressed.



Denese Jones
Notary Public in and for the State of Texas