

JONESTOWN WATER SUPPLY CORPORATION'S ETHICAL STANDARDS AND CONFLICT OF INTEREST POLICY

The water supply corporation and staff as an established business are responsible to its membership to operate in an effective, efficient and productive manner. Members of the board of directors have a responsibility to help the corporation staff to meet those operational goals. Directors must not only support and assist with those goals, but must ensure that their involvement in corporation business and activities in no-way conflicts with or inhibits staff effectiveness, efficiency and productivity. In that regard the following guidelines of board member conduct are recommended:

1. The corporation manager serves at the direction of, and is responsible to, the board of directors as a whole and is not required to deal solely with any one particular board member without direction from the board of directors to do so. This does not include dealing with board officers in ways that are part of standard operating procedures, or dealing with board members on their own personal system membership issues.
2. The prime reason for a board member to be present at the corporate office is for official business at the direction of the board, unless as a member of the system who is pursuing individual membership issues and is dealing solely with their particular membership account.
3. The process for a board member to gain access to official corporation documents must be either as an individual under the Public Information Act or as a board member operating under the direction of the board of directors and must always be on a “need to know” basis. In order to protect the privacy of members, and for security purposes, documents must be under tight control and should have their examination monitored by a designated corporate employee or board member. No copies of documents should be made at any time except under the approval and direction of the board of directors.
4. Individual board members who wish to pursue issues relating to corporation business must seek to place those items on the agenda for a regular board meeting or let the general manager / president know by Monday of the week before the meeting so that the item may be placed on the upcoming meeting agenda subject to approval by the president. At that time the director shall also provide any supporting documents or handouts related to the item so that they may be placed in the packets in advance of the meeting. In general, any requests for specific actions affecting the corporation, suggested process or procedures for the corporation to follow, recommended equipment or capital purchases, and basically anything that deals with water corporation business, in any manner, must be submitted to be placed on the agenda. If the president fails to place a requested item on an agenda, a board member’s request to place such items on the agenda must be stated for the record at a regular meeting and voted on by the board as to its acceptance for the following agenda. There must be a clear reason(s) for acceptance and or rejection of a suggested agenda item.

5. Under no conditions should a board member approach any staff member or paid professionals (attorneys and engineers) of the corporation or any regulatory agencies (TCEQ, LCRA) to seek solutions to any corporate business issues unless it has first been addressed to the general manager / president or by the board of directors at a board meeting and the board member has been directed to take such action.
6. A director shall discharge the director's duties, including the director's duties as a member of a committee, in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of the Corporation.
7. The role of the board of directors is to set policy; ensure the financial well-being of the Corporation; and to support and assist staff with the goals of operating the system in an effective, efficient and productive manner. A director's involvement in corporation business and activities should in no-way conflict with or inhibit staff effectiveness, efficiency and productivity.
8. A conflict of interest, as set forth in Tex. Bus. Org. Code Section 22.230 and described by paragraph 4 below, does not disqualify a person from serving as a director and is not a legal basis to remove a director from office. Qualification provisions for directors are set forth in Tex. Water Code Section 67.0051, which provides that a person must be at least 18 years of age and a member or shareholder of the Corporation. A person is disqualified from serving if he or she has been finally convicted of a felony or has been determined by a final judgment of a court exercising probate jurisdiction to be totally mentally incapacitated or partially mentally incapacitated without the right to vote. Additional qualification provisions may be set forth in the Corporation's bylaws in accordance with Tex. Bus. Org. Code Section 22.203.

Contracts or Transactions Involving Interested Directors and Officers: A director has a conflict of interest if:

- A. He or she is a party to a contract or transaction with the Corporation, or one or more affiliates or associates of the director is a party to a contract with the Corporation;
- B. An entity or organization for which he or she is a manager, official, or member, or for which he or she has a financial interest is party to a contract or transaction with the Corporation;
- C. He or she is a developer, as defined in the Corporation's Tariff, or affiliated with a developer of property within the service area of the Corporation, or of a developer that is requesting service from the Corporation;
- D. He or she is an employee or immediate family member, or shareholder of a developer of property within the service area of the Corporation or of a developer that is requesting service from the Corporation; or
- E. He or she is serving as a consultant, engineer, attorney, manager, or in another professional capacity for a developer of property within the service

area of the Corporation or of a developer that is requesting service from the Corporation.

- F. He or she has any other financial or special interest that may influence how the director would vote on a contract or transaction.
9. A director who has a conflict of interest described by item 8, may be included in determining the presence of a quorum at a meeting of the board that authorizes the contract or transaction. An otherwise valid and enforceable contract or transaction is valid and enforceable and is not void or voidable, regardless of any conflict of interest if one of the following conditions is satisfied:
- A. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or known by the Corporation's board of directors and the directors in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of the majority of disinterested directors; or
 - B. The contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the board. The minutes of the meeting shall include a statement of the director's disclosure; or if applicable, a statement that the board was aware of the conflict of interest but decided that the contract or transaction was fair to the Corporation and was in the Corporation's best interest.
10. In the discharge of any duty imposed or power conferred on a director, including as a member of a committee, the director may in good faith rely upon information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared and presented by:
- A. One or more officers or employees of the Corporation;
 - B. Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
 - C. A committee of the board of directors of which the director is not a member.
11. A director is not relying in good faith if the director has knowledge concerning a matter in question that makes reliance on one of the sources listed in paragraph 9 unwarranted.
12. Offers of Employment, Appointment, Financial, or Material Benefit: No officer or director of the Corporation should:
- A. Solicit or accept or agree to accept any appointments or any financial and/or material benefit that might reasonably tend to influence his or her performance of duties for the Corporation or that he or she knows or should

know is offered with the intent to influence the performance of his or her duties;

- B. Make any personal investment that might reasonably be expected to create a material conflict between the officer or director and his or her duties for the Corporation; or
 - C. Solicit or accept or agree to accept a financial benefit from another person or entity in exchange for performing duties as an officer or director of the Corporation in favor of the other person or entity.
13. The board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general use or for any special purpose of the Corporation; provided, however, that the board shall reject any such contribution, gift, bequest or devise made upon a condition or restriction if the board determines that the acceptance as so conditioned or restricted may not be in the best interest of the Corporation.
14. Confidential Information: No director or officer or employee of the Corporation shall disclose confidential information concerning the property, operations, policies or affairs of the Corporation, or use such confidential information to advance personal interests, financial or otherwise, or accept employment or engage in any business or professional activity which such director, officer or employee might reasonably expect would require or induce him or her to disclose confidential information acquired through or by reason of his or her position with the Corporation.
15. Use of Corporation Facilities, Staff, Equipment, and Supplies: Directors and employees shall only use the Corporation's facilities, staff, equipment or supplies for purposes directly related to the Corporation's business.
16. Loans to Directors: The Corporation may not make a loan to a director. The directors of the Corporation who vote for or assent to the making of a loan to a director, and any officer who participates in making the loan, are jointly and severally liable to the Corporation for the amount of the loan until the loan is repaid.
17. Compensation: No officer or director of the Corporation shall be entitled to any compensation for or in consideration of the execution of his or her duties as officer or director; provided, however, that the actual, reasonable expenses of any officer or director incurred in the business of the Corporation may, with approval of the board, be paid to them.

I have read this Ethical Standards and Conflict of Interest Policy and I understand and agree to abide by the policies set forth herein.

Signature _____

Date _____

Printed Name _____ Board Title
(director or officer) _____

Presented to: (name of employee/director who received this form and placed in director's file)

Date: _____