

CONSOLIDATED WATER SUPPLY CORPORATION

A RESOLUTION ESTABLISHING MEETING AND AGENDA PROCEDURES, ADDRESSING CONFLICTS OF INTERESTS, AND ADDRESSING THE RELATIONSHIP BETWEEN THE BOARD AND THE MANAGER AND EMPLOYEES

WHEREAS, the Board of Directors of Consolidated Water Supply Corporation ("Consolidated") wishes to adopt procedures for meetings in order to run the meetings more efficiently; and

WHEREAS, the Board of Directors wishes to set out the procedures for placing items on the agenda for Board of Directors meetings;

WHEREAS, the Board of Directors wishes to set out the procedures for disclosing conflicts of interests and addressing the relationship between the Board of Directors and Manager;

NOW, THEREFORE BE IT RESOLVED AND ORDERED BY THE BOARD OF DIRECTORS OF THE CONSOLIDATED WATER SUPPLY CORPORATION, THAT:

Effective immediately following the adoption of this resolution and order by the Board of Directors, the following rules and order of business are those to which the Board of Directors will follow in conducting its meetings and in communicating with the Manager. This resolution and order shall remain in effect unless otherwise changed by the Board of Directors; however a majority of Board of Directors is at liberty to suspend the rules for a meeting or situation.

Section 1. **MEETINGS**. The following types of meetings will be held.

A. **Regular Meetings** will be held on second Tuesday of each month. These meetings will be held in the Consolidated office commencing at 6:00 p.m.

B. **Special Meetings** are subject to call by the President or three Directors. Except in unusual circumstances, these meetings will be held at the Consolidated office, at a stated time. The purpose of such meetings is to act upon matters of an emergency or critical nature that should not be delayed until a regular meeting. Special Meetings, as all other meetings, unless meeting specific criteria shall be open to the public. Agendas must be posted in accordance with state law, and minutes of such meetings will be maintained as for a regular meeting. If a special meeting is called, each member of the governing body should, if possible, be notified of the special meeting no later than the time of posting.

C. **Workshop Meetings** are subject to call by the President or Manager. The time, place and purpose will be stated at each instance. The purpose of such meetings shall be to hear reports and to discuss in depth matters of interest to Consolidated, such as a meeting with one of the appointed committees or

consultants, or the Board of Directors may wish to explore a matter in great detail without taking action. No official action will be taken at such meetings but minutes should be taken. Notice of workshop must be posted in accordance with state law. The public is welcome to attend, but will not participate in the discussions unless invited by the Presiding Officer. The Board of Directors may hear reports, but may not deliberate any matter unless that matter is listed on an agenda that has been posted as required by the Open Meetings Act.

Section 2. **AGENDA.** The following procedures relate to the agenda for meetings of the Board of Directors.

NO ACTION CAN BE TAKEN ON ANY ITEM UNLESS THAT ITEM HAS BEEN POSTED ON THE AGENDA FOR THAT MEETING AND THE AGENDA POSTED AT CONSOLIDATED'S OFFICE SEVENTY-TWO (72) HOURS PRIOR TO THE MEETING, UNLESS AN EMERGENCY OR URGENT PUBLIC NECESSITY EXISTS IN WHICH EVENT THE AGENDA SHALL BE POSTED FOR TWO HOURS

A. Preparation of the Agenda.

- i. Any Director and the Manager may submit agenda items in writing. The submission for an item to be placed on the agenda must be in writing, specific and contain an explanation of the purpose of the item, the estimated length of time to consider the item and the effect of the items' enactment. Agenda items must reach Consolidated office by (5) p.m., of the tenth calendar day prior to the regular monthly meeting. Items submitted after that time will be held over until the next regular meeting, unless the item is of such importance that the Agenda Committee decides to place it on an earlier agenda.
- ii. The Manager will present the agenda requests to the Agenda Committee appointed by the president. The Agenda Committee will exercise its best judgment in determining the most important items received for placement on the agenda and adding other items of business to come before the Board of Directors in an effort to limit the projected time for the meeting to two hours. Items not placed on the agenda due to the priority of other items and the two hour time limit will be considered by the Agenda Committee for listing on the agenda at future meeting. The Agenda Committee will not include any agenda request that is the same or similar to an item considered by the board at a prior meeting until three months have elapsed from the prior consideration by the Board of Directors, unless the Board of Directors otherwise directs by tabling the agenda item to the next meeting or a future meeting or agenda committee otherwise directs.
- iii. Any Consolidated employee wishing to have an item placed on the agenda shall submit that item to the Manager or the Business Manager, through regular supervisory channels, for approval. This requirement

does not apply if the employee demonstrates that the employee has personal knowledge that an employee of Consolidated has violated the law; the employee has brought the alleged violation to the attention of the Manager, and the Manager has failed to investigate the alleged violation or failed to address the alleged violation within a reasonable period of time.

B. Distribution of Agenda Packets.

- i. The agenda packets for all regular meetings will be made up and can be picked up by the Directors late Thursday afternoon, preceding the regular meeting.
- ii. Agenda packets not picked up by 4:00 PM on Thursday prior to the regular meeting will be mailed to the appropriate elected official's home. Agenda packets for special meetings will be distributed to the Directors' homes as early as possible, or if not possible, distributed to the Directors at the beginning of the meeting.
- iii. This should afford ample time for the Directors to inquire into the nature of each matter to be discussed and to personally investigate the matter so as to better inform himself or herself before a meeting. Directors are encouraged to communicate with the Manager regarding any questions about items on the agenda. Directors are cautioned about engaging in discussions of Consolidated business with other Directors. While one Director may talk to other Directors, discussions that circumvent the Open Meetings Act must be avoided.

C. Special Meetings, Workshop Meetings, and Emergency Items.

- i. In Special meetings, as in all meetings of the Board of Directors, the Board of Directors will restrict consideration only to the item or items on the Agenda . No item will be accepted by the Presiding Officer for discussion at any meeting unless it has been posted on the agenda for that meeting.
- ii. Occasionally , public hearings may be held at workshop meetings for the convenience of the public. Items to be discussed at a workshop meeting must be placed on an agenda for that meeting and the agenda posted as required. Minutes will be kept of all workshop meetings.
- iii. Emergency items. In the event that a situation arises in which the Presiding Officer or Manager **can legitimately classify as an emergency as specified in the statutes**, that item may be added to the agenda as late as two hours before a meeting. In such event, the nature of the emergency must be specified in the agenda and notices given to any who have filed a written request to be notified of meetings.

D. Public Hearings may be held as stand alone proceedings, prior to, or during regular meetings. Notice of such hearings shall be published in compliance with the Texas Open Meetings Act and in conjunction with any specific notice required by other law. Except in cases requiring publication in the newspaper , the posting of notice at Consolidated's office in the manner required for a special or regular meeting shall suffice as the required notice for all public hearings. During public hearings, interested members of the public signing up to provide public comment prior to the start of the meeting will be allowed to speak.

E. Posting the Agenda . The Manager will be responsible for posting the notice of meeting compliance with the open meetings law.

Section 3. **PROCEEDINGS.**

These procedures shall apply to all meetings of the Board of Directors:

A. **Presiding Officer.** The President shall be the presiding officer at all meetings of the Board of Directors and will have a voice and a vote in all of its proceedings. In the event of the absence of the president, the first vice president shall be the presiding officer. In the event of the absence of the president and first vice president, the second vice president will preside over that meeting.

B. **Call to Order.** All meetings will begin promptly at the hour stated . A quorum shall be the attendance of a majority of the members of the Board of Directors. In the event of there not being a quorum at the time the meeting is called to order, the Board of Directors may discuss matters, but shall not take any action until a quorum is present. In the event a Director leaves the room and the remaining members do not constitute a quorum , the Board of Directors may continue to discuss matters listed on the agenda, but may take no vote or conduct other business.

C. **Recognition of Directors and Manager.** Directors and the Manager shall speak in meetings only upon being recognized by the presiding officer, whose recognition shall not be unreasonably withheld. Directors shall refrain from private conversations with one another or with persons attending the meeting.

D. **Agenda.** Ordinarily the presiding officer will follow the agenda as published, however the presiding officer, or a majority of the Directors, shall have the prerogative of addressing items out of order should such change facilitate guests or other factors.

E. **Presentation of Agenda Items.** Robert's Rules of Order and this resolution require a motion to act prior to any discussion of any item on the agenda.

- i. Agenda items scheduled by a Director will be presented by the one who asked for the item to be placed on the agenda. When recognized by the presiding officer, the Director will state the action desired to be taken in the form of a motion. If the motion is seconded, the motion will be debated, but if the motion is not seconded, no further debate or action on the item will be allowed unless otherwise permitted by the president or a majority of the Directors.
- ii. Agenda items requested by the Manager will be presented to the Board of Directors as either an information item or a request for action. If action is required, the Manager will request a motion stating the recommended action. If a motion is made and seconded, discussion will be allowed, but absent a motion and second, no further discussion or action on the item will take place unless otherwise allowed by the presiding officer or a majority of the Directors.
- iii. Consolidated employees may attend meetings and be available as resource persons, however they are not to speak on Consolidated issues unless directed by the Manager or requested by the Manager or directed to do so by a majority vote of the Board of Directors. This does not preclude an employee representing himself or herself at a meeting, but employees should be cautious about taking positions that could be contrary to the position of their supervisors, for this could cause questions concerning their ability to follow through with instructions from their supervisors.
- 1v. The presiding officer, in his or her discretion, may require, before entertaining a motion relating to an agenda item, that the Director who placed the item on the agenda move for the item's consideration, and if the motion to consider obtains a second and a majority vote of the Directors, the item may then be presented for discussion and action based upon a motion as otherwise required by D(i), above.

F. Presentations from the Floor. When called by the presiding officer for an opportunity to be heard, guests and other persons who are to speak to the Board of Directors shall move immediately to the podium and make their comments. The speaker shall identify herself or himself by name and address the agency represented, if any. The speaker shall remain at the podium until all questions have been answered and the presiding officer has dismissed the speaker. Speaking from the podium will assure that the recording equipment picks up the presentation.

G. Action. In the event that there is no motion or no second to a motion, no action will be deemed taken.

- 1. From time to time, a question is raised about the legality of a Director making a motion and then voting against his/her own motion. There is nothing wrong with that. The Director may be opposed to an action and

wants the motion on the floor so that Directors can register the opposing vote.

- ii. There may be situations in which the presiding officer concludes that there is a consensus among the Directors, and that the issue is one that would not require an official vote and states for the record the determination of the Board of Directors. (i.e. Hearing no objection, so ordered.)

H. Executive Session. In the event the board of directors is authorized by law to deliberate regarding an item in executive session, the Presiding Officer may, on his or her own determination, or must, upon motion and majority vote of the Directors, recess the Open Session and convene in Executive Session

- i. The Board of Directors must convene in Open Session before recessing and convening in Executive Session.
- ii. Prior to recessing the Open Session, the Presiding Officer must state "It is now o'clock and the Board of Directors will now go into Executive Session for the following reasons [continue by citing the section of the Government Code under which the Executive Session will be conducted]. See the form certified agenda attached to this resolution.
- iii. Upon concluding the Executive Session and reconvening the Open Session, the Presiding Officer will publicly announce the time and state ""We will now go back to our Regular Session." "No action was taken during the Executive Session." "Do I hear a motion regarding the discussions held during Executive Session?"
- iv. The Presiding Officer will complete and sign the certified agenda using the form attached to this resolution, unless the Open Meetings Act is amended in a manner that requires changes to the form. A summary of the matters discussed during Executive Session is not required if the Executive Session was conducted for consultation with attorney. An envelope for the certified agenda will be provided to the Presiding Officer and the Presiding Officer will seal the certified agenda within the envelope. The Manager is responsible for the safe-keeping of the certified agenda as required by law.

Section 4. **MINUTES OF MEETINGS.**

The Secretary is responsible to cause the Manager to keep the minutes of the meeting to be kept. The Secretary will cause the Manager to record the proceedings in open session and the tapes will be kept for at least six months unless there have been questions raised which indicate possible need to keep the tapes longer.

The minutes will include all areas of discussion and identify each speaker and the topic, as far as possible, the key point or points that were made. The minutes will not be a verbatim recording of all discussions. The minutes will reflect all motions made, who made and who seconded the motions, although it is not necessary to identify the person seconding a motion. The outcome of each motion, including the roll call vote, if requested, will be included in the minutes. The minutes will include the key points of any specific comments made by members for the record.

Each agenda item will be identified in the minutes by sub-headings to facilitate review by the Directors. It is important that the minutes include the name and address of any guests who address the council as well as the specific subject or request presented.

The minutes shall not include verbatim copies of statements nor any extraneous discussions, however any Director who desires to have a verbatim statement included as a part of the minutes shall provide a typed copy of such verbatim statement to the Secretary prior to the presentation of such statement. This statement will not be typed into the minutes, but will be attached to the minutes and so noted.

Copies of the minutes will be included in the agenda packets distributed to the Board of Directors prior to the next regular meeting. Minutes may be amended should a member of the Board of Directors recognize an incorrect statement and then may be approved by the Consolidated board without a motion unless a member of the Board of Directors desires otherwise. After allowing time for review, the presiding officer may state that the minutes are approved as amended or approved as distributed. Always keep in mind that the minutes are a record of the action, even though they may differ from a tape or other recording of the meeting.

Section 5. **PARLIAMENTARY PROCEDURE.**

In meetings, Robert's Rules of Order will be followed as far as is feasible. The following commonly used procedures shall be followed : For a more detailed description of Parliamentary Procedure as contained in Robert's Rules of Order please see the Chart below:

PARLIAMENTARY QUESTIONS, MOTIONS AND THEIR PRECEDENCE:

	Debatable	<u>Amendable</u>	<u>A Majority</u> Vote	<u>2/3</u> (of those Present)
1. To adjourn	NO	NO	YES	NO
2. To take a recess	NO	YES	YES	NO
3. For the previous question	NO	NO	YES	YES
4. To continue to a time certain	YES	YES	YES	NO
5. To commit, refer or recommit	YES	YES	YES	NO
6. To amend	YES	YES	YES	NO
7. To amend an amendment	YES	NO	YES	NO
8. To offer a substitute amendment	YES	NO	YES	NO
9. To amend a substitute amendment	YES	NO	YES	NO
10. To postpone indefinitely	YES	NO	YES	NO
11. Take under advisement	YES	NO	YES	NO
12. For the original question	NO	NO	YES	NO
13. To table	NO	NO	YES	NO

Any Director may call for the question on any issue, and upon seconding by another Director, the issue to call for the question shall immediately be put to vote. Passage of the motion to address the previous question shall terminate debate on the motion, amendment or item under discussion and action shall be taken on that item immediately, and the chair shall move to the next item.

The Directors may agree to limit debate on any business before it. That agreement should be formalized by a majority of the Board of Directors on a vote prior to any deliberation on that item.

Any member may request a roll call vote at any time.

Section 6. **DECORUM AND DEBATE.**

IT IS IMPERATIVE THAT THE PRESIDING OFFICER MAINTAIN ORDER AT ALL TIMES. THE OFFICER MUST NOT PERMIT DEBATE OR COMMENTS FROM ANY WHO HAVE NOT BEEN RECOGNIZED. INTERRUPTIONS MUST BE SILENCED BY VOICE, USE OF THE GAVEL OR OTHER MEANS, AND, IN THE EVENT OF ANY PERSON'S FAILURE TO HEED THE DIRECTIONS OF THE PRESIDING OFFICER, THE OFFICER MAY HAVE THAT INDIVIDUAL REMOVED FROM THE ROOM.

When a measure is presented to the Board of Directors for consideration, the presiding officer shall recognize the appropriate individual to present the case. When two or more members wish to speak, the presiding officer shall name the member who is to speak first and may direct that the other shall speak next. No

member of the Board of Directors shall interrupt another who is speaking except to make a point of order or to make a point of personal privilege. No member shall speak more than five minutes in any question or amendment to the question except as further provided in this rule.

No member shall speak more than the time limits provided on any subject or amendment, but such member may use his/her time in any combination, in separate speech or comments totaling the number of minutes permitted. The presiding officer shall not be obligated to recognize any Director for a second comment on the subject or amendment until every Director wishing to speak has been allowed a first comment. Directors shall also have the right to yield a portion of time to another member.

Any Director deciding to speak more than five minutes on any question or more than five minutes on any amendment to the question shall be accorded the privilege only upon motion supported by a majority of the Board of Directors. No member shall be permitted to interrupt while another member is speaking.

No member shall be permitted to indulge in personalities, use language personally offensive, question motives of members, charge deliberate misrepresentation, or use language tending to hold a Director or employee up to contempt.

In accordance to Roberts Rules of Order, the majority of the Board of Directors may override any decision of the presiding officer regarding the conduct and handling of the Board of Directors meeting. In order for a decision of the presiding officer to be overruled, there must be a motion, a second and a vote by the majority of Board of Directors overruling the decision of the presiding officer.

If a member is speaking without being recognized or otherwise violating any of the rules of the Board of Directors, the presiding officer shall, or any Director may, call him or her to order in which case he or she shall immediately be quiet unless permitted to explain. The Board of Directors shall, if appealed to, decide the case without debate. If the decision is in favor of the member called to order, he or she shall be at liberty to proceed, but not otherwise, and if the disruptions continues, he or she shall be liable to censure or to such punishment as the Board of Directors deems proper consistent with state law if applicable. If a Director or member of the public talks before being recognized by the chair, or continues to talk after another person is recognized by the chair, the chair may consider such behavior as disrupting the meeting and take appropriate action.

If necessary to maintain order, the presiding officer may do any or combination of the following if necessary to restore order:

- a. Instruct the person that he or she is out of order and is disrupting the meeting.

b. Recess the meeting for any amount of time not to exceed 24 hours.

c. Request the person to leave the premises. If the person does not leave the premises, the chair may call the authorities to have that person removed for disorderly conduct in accordance with §42.05 of the Penal Code where a person prevents or disrupts a meeting by physical action or verbal utterance or in violation of §38.13 of the Penal Code where that person intentionally hinders an official proceeding by noise or violent behavior or disturbance and continues to do so after explicit official request to desist. When the authorities arrive, the chair will need to direct to them to the person who is disrupting the meeting and tell the officer that chair wants that person removed for disorderly conduct.

d. File a criminal complaint on the person that is observed violating the law.

REMOVAL OF ANY PERSON (INCLUDING A DIRECTOR).

Any person who makes personal, slanderous remarks or who becomes disruptive while addressing the Board of Directors or attending a meeting of the Board of Directors shall be removed from the room if directed by the Presiding Officer. In case where the Presiding Officer would fail to act, any member of the Board of Directors can request the enforcement of this rule; upon an affirmative vote of the majority of the Directors present, the person shall be removed.

The following state laws relate to meetings of the Board of Directors:

Texas Penal Code § 42.05. Disrupting Meeting or Procession.

(a) A person commits an offense if, with intent to prevent or disrupt a lawful meeting, procession, or gathering, he obstructs or interferes with the meeting, procession, or gathering by physical action or verbal utterance.

(b) An offense under this section is a Class B misdemeanor .

Texas Penal Code § 38.13. Hindering Proceedings by Disorderly Conduct.

(a) A person commits an offense if he intentionally hinders an official proceeding by noise or violent or tumultuous behavior or disturbance.

(b) A person commits an offense if he recklessly hinders an official proceeding by noise or violent or tumultuous behavior or disturbance and continues after explicit official request to desist.

(c) An offense under this section is a Class A misdemeanor.

Texas Penal Code § 42.01. Disorderly Conduct

(a) A person commits an offense if he intentionally or knowingly:

(1) uses abusive, indecent, profane, or vulgar language in a public place, and the language by its very utterance tends to incite an immediate breach of the peace;

(2) makes an offensive gesture or display in a public place, and the gesture or display tends to incite an immediate breach of the peace;

(4) abuses or threatens a person in a public place in an obviously offensive manner;

(5) makes unreasonable noise in a public place

(6) fights with another in a public place;

Section 7. **PUBLIC PARTICIPATION AT MEETINGS.**

All persons attending any Board of Directors meetings will be asked to sign the visitor's register provided. The Secretary, as a matter of record, will attach the list of names to the minutes of said meeting. Persons wishing to speak to the Board of Directors, in addition to signing the visitor's register, must complete the information on the list of persons requesting to address the Board of Directors and indicate whether the person wants to make public comment or the item or the subject that they wish to address. Ordinarily, one who wishes to address an agenda item will be invited to speak when the agenda items comes up for discussion. The presiding officer will ask the person if they wish to speak for or against any item on the agenda. If so, they will be given an opportunity to do so at the proper time, when recognized by the chair. **No person may speak nor otherwise interrupt any meeting until recognized by the presiding officer.** Citizens will not be allowed to bring placards, banners or any type of sign into the Board of Directors' chamber. Comments are limited to three (3) minutes. A Director may make a motion to grant additional time for a citizen to continue speaking. A majority of the Directors would be required to grant additional time. Individuals may not yield time to another individual.

Public speakers who require interpreters or other special accommodations may be given additional time to speak. The granting of the additional time is at the discretion of the Mayor. Individuals in need of interpreters or other special accommodations must contact the City Secretary at least three (3) days in advance of the meeting so that reasonable accommodations can be made.

FIRE SAFETY. Individuals are welcome and invited to attend meetings of the Board of Directors. However, the number admitted shall be limited to the fire safety capacity of the room where the meeting occurs.

Section 8. **CONFLICT OF INTEREST.**

If a Director has a substantial interest in a business entity or in real property, the Director must file, before a vote or decision on any matter involving the business entity or real property, an affidavit stating the nature and extent of the interest and must abstain from further participation in the matter.

i. The Director has a substantial interest in a business entity and the action on the matter will have a special economic effect on the business entity that is distinguishable from the effect on the public. Substantial interest in a business is ten percent or more of the voting stock or \$15,000 or more of the fair market value of the business.

ii. The Director has a substantial interest in real property and it is reasonably foreseeable that an action on the matter will have a special economic effect on the value of the property, distinguishable from its effect on the public. Substantial interest in real property means an equitable or legal ownership with a fair market value of \$2,500 or more.

To avoid the appearance and risk of impropriety, a Director shall not take any official action that he or she knows is likely to affect the economic interest of the Director, his or her parent, child, spouse, his or her outside client or a member of their household.

Section 9. **RELATIONSHIP OF BOARD TO MANAGEMENT.**

A. The Board shall manage and conduct the affairs of Consolidated in a manner consistent with practices ordinarily employed by the boards of directors of public utility corporations operating properties of a similar nature and with the same degree of prudence. The Board is also solely responsible for establishing and adopting policies for the management and operation of Consolidated.

B. While the Board is solely responsible for establishing and adopting policies for the management and operation of the Consolidated, it is the Manager who shall be solely responsible for managing the day to day operations of Consolidated's system in accordance with policies adopted by the Board of Directors and in compliance with federal, state and local law.

C. Directors shall not interfere with day-to-day operations. Except as provided below, no Director shall give orders to any Consolidated employee. The following exceptions to this policy apply:

1. President. The president acting as chief executive officer of the board, implementing policies adopted by the board or mandated by federal or state law.

2. Director. A Director acting pursuant to express authorization of the Board of Directors based upon action taken by the Board of Directors.

D. Any communication by a Director to a Consolidated employee will be directed to the Manager. At no time shall a Director threaten, directly or indirectly, a Consolidated employee with disciplinary actions or retaliation. At no time shall a Director use profane language in the presence of a Consolidated employee, harass a Consolidated employee, or create a hostile work environment.

E. Any communication, whether oral or written, between a Director and an employee other than the Manager, shall be reported by the Consolidated employee to the Manager in writing within forty-eight hours of the communication. The written report shall contain the name of the Director and the concern expressed. An employee is not required to disclose casual or personal conversation or report contact at publicly called meetings.

Section 10. POLICY REGARDING DIRECTOR ACCESS TO RECORDS

Legal counsel informs the board of directors that (i) a director has a right of access to review information independent of the Public Information Act if access to the information is requested in the member's official capacity and for the member's performance of official duties; and (ii) the board of directors may adopt reasonable regulations regarding access, but may not prohibit access.

A. Application. This policy applies only to a director's access to information independent of the Public Information Act. This policy does not apply to requests under the Public Information Act and does not apply to access to information requested by a director to perform a task assigned to the director by the board of directors, such as service on a board committee, or to perform a task requested by management, such as attending a meeting, or to perform a task requested by an independent contractor or attorney for Consolidated.

B. Request. A director requesting access to information independent of the Public Information Act must submit a written request to the custodian of records using the attached form. The director must describe the director's official purpose for access to the record. The custodian of records may rely upon the information provided by the director unless the custodian of records reasonably believes that the information is not correct. In case of any doubt, the Consolidated employee may request direction from the secretary of the board of directors on the matter and the decision of the secretary shall be binding upon the custodian of records.

C. Response. The custodian of records shall gather the requested information for review by the director within a reasonable time, considering the amount of the information requested, the manner in which the information is

stored, and other tasks assigned to the employees that must be accomplished in order to provide reliable service to Consolidated customers.

D. Review. A director may review the requested information, but the custodian of records is not required to provide a copy of the requested information unless the custodian of records determines that the document does not contain any information that may be exempt from disclosure under the Public Information Act and the copies requested do not exceed forty pages.

E. Personal Medical Information and other privileged information . The custodian of records shall not allow access to personal medical information pursuant to federal and state laws or access to other information the custodian of records is not allowed to release. The custodian of records is authorized to request the advice of legal counsel regarding release of such information.

F. Confidentiality. The director shall not share the information with any person who is not a Consolidated director, employee, independent contractor, or attorney or who is not a law enforcement official, unless sharing the information is needed to perform official duties.

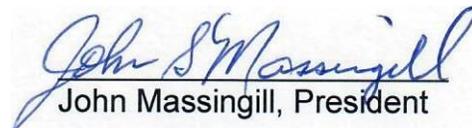
G. Form. A form request and response is attached to this Resolution.

Section 11. **SEVERABILITY.**

A If any section, subsection, sentence, clause or phrase of this resolution is for any reason held to be unconstitutional or illegal, such decision shall not effect the validity of the remaining sections of this resolution. The Board of Directors hereby declares that it would have passed this resolution, and each section, subsection, clause, or phrase thereof, irrespective of the fact that any one or more sections, subsections, sentences , clauses or phrases be declared void.

B. In the event a provision of this Resolution conflicts with a provision of the Open Meetings Act or any other law, or with a provision of the by-laws, the Open Meetings Act or other law, or the by-laws, shall prevail.

PASSED, APPROVED AND RESOLVED , this the /f day of .t/fot..L
201"6': QD/ 7


John Massingill, President

ATTEST:

W

F

CERTIFIED AGENDA
EXECUTIVE SESSION
Date: _____

Time: _____

"We will now go into Executive Session for the following reasons (check one or more):

_____ Receive legal advice regarding item 'IL__' as permitted by Government Code, section 551.071 (Legal counsel may attend by telephone (830-995-3780 or 210-287-8313) .

_____ Deliberations about officers and employees pursuant to Government Code, section 551.074 (Absent a request from the officer and employee to hold the discussion in open session).

_____ Purchase or lease of real property, as permitted by Government Code, section 551.072.

_____ Security Devices and audits, as permitted by Government Code, section 551.076.

_____ Other (must be on list of permissible items allowed to be discussed in executive session)."

Time: _____

"We will now go back to our Regular Session." "No action was taken during the Executive Session." "Do I hear a motion regarding the discussions held during Executive Session?"

SHORT SUMMARY OF SESSION

(Not required if sole purpose was to receive legal advice)

Certified True and Correct: _____
Presiding Officer

This will be sealed in an envelope marked Executive Session and the date.

DIRECTOR'S REQUEST FOR ACCESS TO INFORMATION INDEPENDENT OF THE
PUBLIC INFORMATION ACT

Director's name: _____

Date: _____

Description of information requested (please be as specific as possible):

Reasons for requesting the information (must directly relate to the performance of official duties):

I intend to share the information with the following persons:

Reasons for sharing the information (must directly relate to official duties):

By submitting this request, I certify that the information is requested in my official capacity and for my performance of official duties. I agree to maintain the confidentiality of the information in accordance with the policy adopted by the board of directors:

Signed: _____

For custodian of records only:

Date and time received: _____

Date documents reviewed: _____

Description of document reviewed: _____

Copies provided? _____ Estimated number of pages: _____