

**A RESOLUTION OF THE BOARD OF DIRECTORS  
OF WINDERMERE OAKS WATER SUPPLY CORPORATION  
ADOPTING POLICIES RELATING TO THE BOARD OF DIRECTORS,  
CONFLICTS OF INTEREST, OFFICER RESPONSIBILITIES, ETHICS,  
AND OTHER MATTERS RELATING TO THE ADMINISTRATION  
AND MANAGEMENT OF THE CORPORATION**

WHEREAS, Windermere Oaks Water Supply Corporation (“WOWSC”) is a nonprofit water supply corporation, operating under the authority of Chapter 67 of the Texas Water Code and the holder of retail water utility Certificate of Convenience No. 12011 issued by the Public Utility Commission of Texas;

WHEREAS, WOWSC’s Bylaws includes language in Article 8, Section 18 that requires the adoption and maintenance of a Conflict of Interest Policy for WOWSC’s Board of Directors (the “Board”);

WHEREAS, as provided in Article 8, Section 18 of the Bylaws, a Conflict of Interest Policy is designed to promote the business of the Corporation and serve the interests of the Membership;

WHEREAS, previously, WOWSC Board members individually reviewed and signed a Conflict of Interest Policy document indicating their individual willingness and intent to conform to the provisions stated therein;

WHEREAS, it is the desire of the Board to take formal action to adopt the attached comprehensive policy document pertaining to the Board of Directors, conflicts of interests, officer responsibilities, ethics, and other matters (the “Board Policies”), and to bind current and future members of the Board to the provisions and requirements contained therein; and

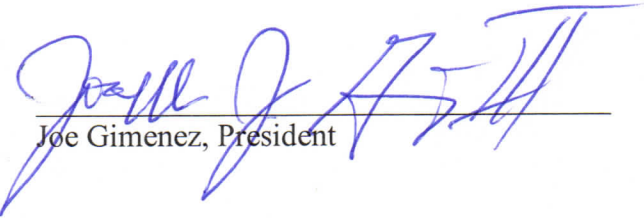
WHEREAS, the Board Policies are hereby adopted in conformance with WOWSC Bylaws and applicable provisions of Texas law pertaining to duties and responsibilities of the Board of Directors, including the Texas Business Organizations Code.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF WINDERMERE OAKS WATER SUPPLY CORPORATION THAT:

1. The above recitals are true and correct.
2. The Board of Directors of WOWSC hereby adopts these Policies Relating to the Board of Directors, Conflicts of Interest, Officer Responsibilities, Ethics, and Other Matters Relating to the Administration and Management of WOWSC, attached hereto as Exhibit A.
3. The Board of Directors of WOWSC hereby authorizes its President and legal counsel for WOWSC to take all necessary steps to implement the Board Policies.

PASSED AND APPROVED this the 9th day of October, 2019.

WINDERMERE OAKS  
WATER SUPPLY CORPORATION



Joe Gimenez, President

ATTEST:

  
Michael E. Nelson 10/9/19  
Secretary/Treasurer