

RESOLUTION 99-3

TWIN RIVERS HOMEOWNERS ASSOCIATION AS TRUSTEE FOR THE TWIN RIVERS COMMUNITY TRUST

BOARD OPERATING PROCEDURES

WHEREAS, the Twin Rivers Homeowners Association ("Association") was created under that certain Articles of Incorporation dated May 11, 1970; and

WHEREAS, the affairs of the Association shall be managed by a Board of nine (9) Trustees; and

WHEREAS, the Twin Rivers Homeowners Association has been designated and is currently serving as the Trustee under that certain Indenture dated November 13, 1969 establishing the TWIN RIVERS COMMUNITY TRUST (Trust); and

WHEREAS, Section 2(b) of Article VII of the By-laws of the Association expressly empowers the Board of Directors of the Association ("Board") to supervise all officers, agents and employees of the Association and to see that their duties are properly performed; and

WHEREAS, it is appropriate for the Board to adopt and publish rules and regulations to complement and supplement such duties.

NOW THEREFORE, BE IT RESOLVED that the Board adopts the following procedures for the operations of the Board.

1. The day-to-day operations of the Trust are the responsibility of the Trust Administrator.
2. All Trust employees work under the Trust Administrator who, in turn reports directly to the Board.
3. While each Board Member may confer with the Trust Administrator, it is the elected President of the Board or the Board's designee who will act as "official liaison" in matters involving the entire Board.
4. Individual Board Members possess no specific set of powers or authorizations, except for those assigned to them through a majority vote of the Board (in order to develop cohesion and a broad base of support for all important decision, the Board President will always strive first to reach a consensus).
5. Committee Chairpersons will be informed of the parameters of their responsibilities and be informed as to the limit of their assigned budget as approved by the Board. While they may request information and/or assistance from the Trust Administrator, additional allocation and/or generating of agreements or contracts can only be made with the approval of the majority of

- the Board. Committee Progress Reports will be provided at each open meeting of the Board.
6. Since consultation with outside agencies or professionals can be extremely expensive, contacts will be limited to those demonstrating a central need based upon their assigned tasks. Examples:
 - A. Accountant--President, Treasurer, Trust Administrator or any of their official designees as well as those authorized through a vote of the Board to do so.
 - B. Engineer--President, Trust Administrator or any of their official designees, as well as Committee Chairpersons deemed at the time by the Board to need information to complete their functions, as well as those authorized through a vote of the Board to do so.
 - C. Attorney--President, Trust Administrator or any of their official designees, as well as those authorized through a vote of the Board to do so. However, any member of the Board may consult with the Attorney with regard to matters of personal liability or matters of personal safety.
 7. Major agreements and contract can only be made through a majority vote of the Board and may be executed through its designees.
 8. Request by Board Members, Chairpersons or Officers for equipment or Trust personnel must go directly to the Trust Administrator, preferably in writing, to keep from interfering with the day to day operations and to ensure their request is understood and properly executed.
 9. Following all debates and discussions, a majority vote of the Board Members becomes the "official" decision of the Board and, while one might still disagree, unless the decision is felt to be immoral or unethical must be upheld accordingly.
 10. Since Board Members are always thought by the general public, to represent the Board as a whole, Board Members may not write editorials or letters or make speeches implying representation of the Board without first obtaining the consent of the Board to do so. If the individual is speaking "only" for him/herself, this must be made clear at the beginning of the statement.
 11. While the following guideline refer to Board Member behavior that cannot be officially mandated, Board Members must consider these guideline carefully, as part of an ongoing self-assessment and as part of either an informal or formal evaluation by peers:
 - A. Every Board Member must support the President's effort to conduct a calm, fair and orderly meeting.
 - B. All disagreements must be kept on an "intellectual," not a personal level. There is no place for insults or personal attacks. Gossip and political undercutting are equally abhorrent.
 - C. Decisions should not be postponed because one or more board members come unprepared to meetings. Board Members must read everything carefully before arrival at each session.
 - D. Decisions must be made with the "greater good" in mind. but each decision should reflect a high degree of understanding and compassion.

Personal and special interests should be put aside to ensure that all decisions reflect what is best for the entire community.

- E. When trying to improve a colleague's performance, we must first try to do so privately and supportively.
- F. In the interest of civility and fairness, Board Members must refrain from interrupting the speaker or from speaking out of turn.
- G. Every Board Member should defend colleagues from emotionally-charged or otherwise unwarranted attacks or abuse (physical or oral).
- H. Newer Board Members should be helped to ever-increasing levels of understanding and greeted with courtesy, civility and offers of friendship.
- I. Since we are always measured by the quality and the timeliness of our "outcomes" each Board Member must pledge to devote maximum effort to each undertaking.

ATTEST:

Robert J. Hudak, Secretary/Treasurer

Duly approved by the Board of Trustees
at their meeting of February 11, 1999