

## AGENDA

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A Regular Board Meeting for:  
**SAN ANTONIO HOUSING TRUST FINANCE CORPORATION BOARD**  
will be held at  
Council Briefing Room  
100 Military Plaza, San Antonio, TX 78205  
and virtually via ZOOM:

<https://us02web.zoom.us/j/86815798511?pwd=K0ZJTERoWHZZRnRyc3BvTXRCRG9iQT09>

DIAL-IN NUMBER: 1-346-248-7799 MEETING ID: 868 1579 8511 PASSWORD: 517287

on Tuesday, February 15, 2022 beginning at 4:00 p.m. or immediately following the adjournment of the San Antonio Housing Trust PFC Board Meeting

**NOTICE:** *A quorum of the board of directors will be physically located at 100 Military Plaza, San Antonio, TX 78205 at 4:00 p.m. One or more of the Directors may attend this meeting by video conference pursuant to the requirements set forth in the Texas Open Meetings Act. An electronic copy of the agenda packet may be accessed at the San Antonio Housing Trust website under the CALENDAR/Board Meeting date page prior to the meeting.*

**NOTICE:** *This meeting of the Board, being held for the reasons listed below, is authorized in accordance with the Texas Government Code, Sections 551.001 - 551.146. Verification of Notice of Meeting and Agenda are on file in the Office of the Executive Director.*

1. Call to Order and Roll Call
2. Discussion and possible action to approve minutes of January 12, 2022
3. Public Comment – Interested speakers will have 3 minutes each to address the Board on agenda items or housing policy related matters.
4. Discussion and possible action for Election of Officers
5. Discussion and possible action to appoint Committee Assignments
6. Discussion and possible action for appointment and engagement of a General Counsel
7. Discussion and possible action to adopt a “Conflict-of-Interest” Policy
8. Adjournment

**Executive Session.** The San Antonio Housing Trust reserves the right to adjourn into Executive Session at any time during the course of this meeting to discuss any of the matters listed on the posted agenda, above, as authorized by the Texas Government Code, Sections 551.071 (consultation with attorney), 551.072 (deliberations about real property), 551.073 (deliberations about gifts and donations), 551.074 (personnel matters), 551.076 (deliberations about security devices), and 551.087 (economic development). **ANY ITEM DISCUSSED IN EXECUTIVE SESSION MAY BE ACTED ON IN OPEN SESSION**

**Attendance by Other Elected or Appointed Officials:** It is possible that members City boards, commissions and/or committees may attend the open meeting in numbers that may constitute a

quorum. Notice is hereby given that the meeting, to the extent required by law, is also noticed as a meeting of any other boards, commissions and/or committees of the City, whose members may be in attendance in numbers constituting a quorum. These members of other City boards, commissions, and/or committees may not deliberate or take action on items listed on the agenda. [Attorney General Opinion – No. GA-0957 (2012)].

This facility is wheelchair accessible and accessible parking spaces are available. Requests for accommodations or interpretative services must be made 48 hours prior to this meeting. Please contact Nicole Collazo, for concerns or requests, at (210) 735-2772 or FAX (210) 735-2112.

**San Antonio Housing Trust  
Agenda Item 2**

This item includes the approval of minutes from the January 12, 2022 meeting.

## MINUTES

**Date: Wednesday, January 12, 2022**

- The Finance Corporation met in session met in session at 12:03 p.m., via Zoom and in person at 114 W. Commerce Street, San Antonio, Texas, 78205
- The meeting was called to order by Councilwoman Dr. Adriana Rocha Garcia and the roll was called by Nicole Collazo.

**PRESENT: Councilwoman Phyllis Viagran, Councilwoman Dr. Adriana Rocha Garcia, Councilwoman Teri Castillo, Councilman John Courage, and Councilman Jalen McKee-Rodriguez**

**ABSENT: None**

### **Staff/Visitors Present:**

Pedro Alanis-Executive Director San Antonio Housing Trust Public Facility Corporation; Nicole Collazo- Director of Operations San Antonio Housing Trust Public Facility Corporation; John Hernandez – Sr. Asset Manager San Antonio Housing Trust Public Facility Corporation; Lauren Bejaran- Sr. Administrative Assistant; Susan Snowden Director of Finance Darkhorse CPA, Edward Muniga- D4; Ileana Sandoval- D9; Rebecca Flores, Monica Cruz, Minyu Pan, Margartia Arciniega Interpreter SEFLA, Summer Greathouse Attorney Bracewell, Jordan Guerra Martin-Funk, Jim Plummer Bond Counsel Bracewell, Mitchell Parton SABJ, Jay Johnson Cohen Esrey, Sonya Shifflett-Bly Cohen Esrey, Laura Cano Cohen Esrey, Adolfo, Jon Atlas Cohen Esrey, Jack Brenton – Cohen Esrey,

### **1. APPROVAL OF MINUTES**

Councilwoman Viagran motioned, and Councilwoman Castillo seconded for approval of the minutes with the correction from December 7, 2021.

**AYES: 4**

**NAYS:**

**ABSTAIN: 1- COUNCILMAN MCKEE-RODRIGUEZ ABSTAINED.**

**THE MOTION PASSED.**

### **2. CITIZENS TO BE HEARD**

NONE.

### **3. RESOLUTION AUTHORIZING THE SAN ANTONIO HOUSING TRUST FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (CROSSWINDS APARTMENT HOMES), SERIES 2022; AND OTHER MATTERS IN CONNECTION THEREWITH.**

Pete Alanis briefed to the board about this item authorizing the Finance Corporation to issue the \$35 million dollars in multi-family revenue bonds to close financing on Crosswinds Apartment Homes.

#### **MINUTES COMMISSION ACTION:**

Councilwoman Viagran motioned and seconded by Councilwoman Castillo to approve the resolution authorizing the issuance of \$35 million dollars in multi-family revenue bonds to close financing on Crosswinds Apartment Homes.

**AYES: 5**

**NAYS:**

**ABSTAINED:**

**THE MOTION PASSED.**

### **4. RESOLUTION AUTHORIZING THE SAN ANTONIO HOUSING TRUST FINANCE CORPORATION MULTIFAMILY HOUSING**

**GOVERNMENTAL NOTE (LOMA VISTA LOFTS APARTMENTS), SERIES 2022; AND OTHER MATTERS IN CONNECTION THEREWITH.**

Pete Alanis briefed to the board about this item authorizing the Finance Corporation to issue the \$20 million dollars in multi-family revenue bonds to close financing on Loma Vista Lofts Apartments.

**MINUTES COMMISSION ACTION:**

Councilwoman Castillo motioned and seconded by Councilman McKee-Rodriguez to approve the resolution authorizing the issuance of \$20 million dollars in multi-family revenue bonds to finance the Loma Vista Lofts Apartments transaction.

**AYES: 5**

**NAYS:**

**ABSTAINED:**

**THE MOTION PASSED.**

**5. RESOLUTION AUTHORIZING THE ADOPTION OF THE AMENDMENTS TO THE CORPORATION'S CERTIFICATE OF FORMATION AND BYLAWS, IN THE FORMS APPROVED BY THE SAN ANTONIO CITY COUNCIL.**

Pete Alanis advised the board that the San Antonio City Council approved the Finance Corporation's certificate of formation and bylaws for the governance realignment process of the Board. Pete recommended to the board to adopt the Certificate of Formation and bylaws that were approved by City Council.

**MINUTES COMMISSION ACTION:**

Councilwoman Viagran motioned and seconded by Councilman McKee-Rodriguez to approve the adoption of the amendments to the corporation's certificate of formation and bylaws, in the forms approved by the San Antonio City Council.

**AYES: 5**

**NAYS:**

**ABSTAINED:**

**THE MOTION PASSED.**

Councilwoman Rocha Garcia adjourned the meeting. There being no further business, the meeting adjourned at 12:07 p.m.

**San Antonio Housing Trust  
Agenda Item 3**

**Public Comment**

Interested speakers will have 3 minutes each to address the Board on agenda items or housing policy related matters; a total of 15 minutes will be provided. Instructions to sign up for Public Comment via Zoom video conference.

- To sign up for Public Comment please call 210-735-2772 24 hours prior to this meeting to place your name on the list.

**San Antonio Housing Trust Finance Corporation**  
**Agenda Item 4**

*Discussion and possible action for the Election of Officers.*

**Summary:**

The officers of the Finance Corporation consist of the President, a Vice President, a Secretary, a Treasurer, and any other officers that the Corporation considers necessary to serve as executive officers.

- Voting during elections are to be held as determined by the Council Directors unless a Community Advisor has been elected as an officer
- Nominations are accepted from the floor
- Election by majority of 5 Council Directors present is required

The President is the Chief Executive Officer and is in general charge of properties and affairs of the Corporation. They shall execute all contracts, conveyances, deeds, loans etc... in the name of the Corporation. They shall preside at all meetings of the Board. The President may create ad hoc committees and assign both Council Directors and Community Advisors to committees.

The Vice President will have the powers and duties of the President in its absence. A Vice President will act under the direction of the President and in his/her absence have the duties and powers of the President.

The Secretary shall keep the minutes of all meetings of the Board and books provided for that purpose, shall give and serve all notices, may sign with the president in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities, and such other books and papers as the Directors may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation.

The Treasurer shall have custody of all funds and securities of the Corporation that come into his or her hands. When necessary or proper, the treasurer may sign or endorse, on behalf of the Corporation, for collection or payment, checks, notes, and other obligations and shall deposit any funds received to the credit of the Corporation in such bank or banks or depositories as shall be designated by the Board Directors. When required by the Board of Directors, the treasurer shall render a statement of the treasurer's cash account. The treasurer shall enter or cause to be entered regularly in the books of the Corporation to be kept by the treasurer for that purpose full and accurate amounts of all money received and paid out on account of the Corporation. The treasurer shall perform all acts incident to the position of treasurer subject to the control of the Board of Directors.

**Recommendation:**

Staff recommends electing a President, Vice President, Treasurer, and Secretary.

**San Antonio Housing Trust Finance Corporation**  
**Agenda Item 5**

*Discussion and possible action to appoint Committee Assignments*

**Summary:**

The Board President can create ad-hoc committees as needed and only for specific tasks. There are two (2) standing Committees consisting of at least one (1) City Council Director and one (1) Community Advisor.

The Board President shall assign the Directors to these standing Committees. The two (2) standing Committees are the **Governance and Policy Committee** that shall be responsible for evaluation of new Community Directors, overall policy development and Executive Director evaluations; and **Finance and Audit Committee** that shall review and prepare the annual budget and oversee audits.

- Any Committee member maybe removed by the Board President.
- Any ad hoc Committee may be abolished by the Board President.
- The standing Committees may only be abolished by the Board of Directors

The following persons have expressed interest in serving on a board committee:

- CM McKee-Rodriguez – Governance and Policy Committee
- Jane Paccione - Governance and Policy Committee
- Marinella Murillo – Finance and Audit Committee

**Recommendation:**

Staff recommends including project level reviews in Finance and Audit Committee

Staff recommends newly elected President provide committee assignments to the two standing committees with no more than 3-4 persons per committee.

Staff recommends appointing identical persons to committees across all entities of the Trust, Foundation, PFC, and Finance Corporation.



**San Antonio Housing Trust Finance Corporation**  
**Agenda Item 6**

*Discussion and possible action for appointment and engagement of General Counsel*

**Summary:**

The SA Housing Trust issued an RFQ for Legal Services including General Counsel for the four entities of the Housing Trust. Proposals were due in July 2021 in anticipation of the Governance Realignment occurring in 2021.

SAHT received the following responsive proposals for General Counsel:

1. Robert W. Wilson II, Sanchez and Wilson, PLLC
2. Adam C. Harden - Locke Lord, LLP
3. Stephen Dennis - Clark Hill, PLC
4. Paul A. Fletcher - Langley & Banack, Inc.
5. Kelli Cubeta – Cubeta Law Group, PLLC
6. Clarissa M. Rodriguez - Denton Navarro Rocha Bernal & Zech

An evaluation team consisting of highly regarded attorney's and SAHT staff met on several occasions from November 2021 through January 2022 to:

- Discuss the responsive proposals
- Develop a shortlist
- Interview or obtain clarification from respondents
- Provide a recommendation

Evaluation Criteria was reviewed as follows:

- Ability to carry out scope of legal services
- Specific record and experience
- Professional qualifications and licensing
- Insurability and status of current work
- MWBE and/or employment of minority and women in performance of Trust
- Location and access

**Recommendation:**

The Evaluation Committee recommends the SAHT FC Board of Directors execute an engagement letter with Denton Navarro Rocha Bernal & Zech to serve as General Counsel to the FC.

**Attachment:**

Evaluation Team Members  
Engagement Letter

# SA Housing Trust Legal Services RFQ

## Evaluation Panel



**Pedro (Pete) Alanis** has over 18 years of community development experience including as the City of San Antonio's Real Estate Administrator. He became the Executive Director of the San Antonio Housing Trust in September 2019. Since then, he has renewed partnerships with local non-profits in affordable housing; developed funding priorities to assist San Antonio's most vulnerable populations; and facilitated the realignment of the San Antonio Housing Trust's governing board. These efforts provided the unified, transparent, and strategic focus necessary to establish the San Antonio Housing Trust as a leader in creating and preserving affordable housing for those in most need. In 2021, his leadership earned the San Antonio Housing Trust the inaugural Susan R. Sheeran Bridge Builder Award. Pete currently serves on the San Antonio Housing Commission, the Successfully Aging and Living in San Antonio workgroup, and the For Everyone Home Initiative team. He is also the Real Estate and Development Co-chair for the City of San Antonio's Strategic Housing Implementation Plan.

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**Timothy Alcott** currently oversees SAHA's Development Services and Neighborhood Revitalization, Construction and Legal Services departments. Alcott holds a Bachelor of Business Administration in Accounting from St. Mary's University and a Juris Doctorate from OCU School of Law. He has been in the housing industry for over 20 years both in the private and public sectors. During his tenure at SAHA, he has worked with the organization to ensure the successful financing, construction or rehabilitation of thousands of apartments and homes. He is a member of the Urban Land Institute, U.S. Court of Appeals (Fifth Circuit), the Federal Bar Association, Housing Development and Law Institute, San Antonio Bar Association; and served as Vice President and Secretary of the Association of Corporate Counsel. He has been named as one of the top in-house counsel in San Antonio by the San Antonio Business Journal.

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**Leslie Hyman** assists clients with business litigation and arbitration, antitrust and trade regulation counseling, and appellate matters, including bankruptcy appellate cases. Within her business litigation practice, she has handled numerous complex disputes involving issues such as contract rights, antitrust, fraud, and intellectual property. She has litigated in federal and state courts and before national and international arbitration tribunals. She also counsels' clients in all aspects of the supply chain — manufacturers, distributors, and consumers — on antitrust and trade regulation matters, particularly in the distribution context and provides guidance in developing antitrust compliance materials and programs. Leslie has represented financial institutions, issuers, and individuals in investigations and private securities fraud litigation and arbitration proceedings.

Leslie is Past Chair of the State Bar of Texas Antitrust and Business Litigation Section and a member of the American Bar Association Antitrust Section. She is Past Chair of the State Bar of Texas Administration of Rules of Evidence Committee, is co-chair of the San Antonio Bar Association's Federal Courts Committee, is a founding member of the Steering Committee of the Bexar County Women's Bar's LEAD Academy, serves on the board of the San Antonio Bar Association's Appellate Practice Section, and is a member of the Board of Editors of San Antonio Lawyer Magazine.

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**Frank Garza** has extensive public and employment law experience in representing municipalities and governmental entities in legal matters involving their business and operations. He has represented his clients in litigation, appellate and administrative matters before various county, district and appellate courts in Texas. He currently serves as City Attorney for the cities of Balcones Heights, Helotes, Hondo, Karnes City, Kyle, Olmos Park, Rockwall and Terrell Hills. Additionally, he currently provides legal guidance to the cities of Alamo Heights, Leon Valley EDC, Richmond, San Antonio and Windcrest.

Mr. Garza serves as general counsel to various other governmental entities including Brooke Development Authority, Port Authority of San Antonio, City of San Antonio Civil Service Commission, City of San Antonio Police and Fire Civil Service Commission, Alamo Area Metropolitan Policy Organization, VIA Transit Authority, Cibolo Canyon Special Improvement District, Westside 211 Special Improvement District and Westside Development Corporation.

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**Jameene Williams** is an Assistant City Attorney for the City of San Antonio. While she handles a wide array of legal matters for the City, she primarily serves as legal advisor to the City's Neighborhood and Housing Services and Planning Departments, and the City of San Antonio's Housing Commission. Jameene is the lead attorney for all general funded housing programs and regularly works with staff and outside counsel for the City's affiliated housing entities and non-profit delegate agencies. Prior to joining the City Attorney's office, Jameene worked at the law firm of Denton, Navarro, Rocha, Bernal & Zech, P.C. During her nine years at the firm, she exclusively represented cities and other local governmental entities.

Jameene was born in Atlanta, Georgia and raised in Chicago, Illinois. She attended the University of Chicago, graduating with a Bachelor of Arts degree in Political Science. Jameene then moved to Texas to attend the Thurgood Marshall School of Law at Texas Southern University, graduating, and becoming licensed to practice law in 2007. While in law school, Jameene clerked for the Honorable John T. Wooldridge, ret., of the 269th District Court of Harris County. She is licensed to practice law in all courts of the State of Texas, as well as the U.S. District Court for the Southern and Western Districts of Texas.

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**Nicole Collazo** has worked in non-profit administration for more than 15 years, with the past 12 years focused on real estate development and non-profit affordable housing. She is currently the Director of Operations for the San Antonio Housing Trust, previously serving as the Interim Executive Director in 2019. When she first joined the organization in 2009, Nicole managed multiple aspects of the San Antonio Housing Trust including project financing, due diligence, partnerships relationships, and closings as well as communications with state and local agencies, investors, and legal teams. Throughout her tenure at SAHT, Nicole has been committed to improving communities and neighborhoods through affordable housing developments.

She holds a Bachelor of Arts in Business Administration from the University of the Incarnate Word. Prior to her career at the Trust, Nicole served as the Interim Arts Education Director of the Guadalupe Cultural Arts Center where she provided oversight of operations including all education programs and events. Born and raised in San Antonio, she thrives on the opportunity to help strengthen the community.

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February 8, 2022

Pedro Alanis  
Executive Director  
San Antonio Housing Trust  
2515 Blanco Road  
San Antonio, TX 78212

Via Email: [pedroalanis@saht.org](mailto:pedroalanis@saht.org)

**RE: Agreement for Legal Services – General Counsel**

Dear Mr. Alanis,

Thank you for the opportunity to provide this engagement letter to provide General Counsel services for the San Antonio Housing Trust and affiliated entities (San Antonio Housing Trust Foundation, San Antonio Housing Trust Public Facilities Corporation, and San Antonio Housing Trust Public Finance Corporation), together “Entities.”

I, Clarissa M. Rodriguez, will be the supervising Partner/Shareholder. My Partner T. Daniel Santee will also be assisting, as well as our Associates Cynthia Trevino and Megan Santee. Depending on your needs and workload, other lawyers in the firm may be used, when necessary, to increase our ability to respond to your needs and reduce your overall costs in connection with our engagement.

Denton Navarro Rocha Bernal & Zech, P.C., has found that the practice of billing clients on an hourly basis for work actually completed, and with invoices submitted on a monthly basis, works best for our clients and us. Our invoices are due on receipt and are past due after thirty days. The current engagement will be bill as General Counsel. Our hourly billing rates for different levels of engagement are as follows:

- General Counsel: \$205 per hour for Partners/Shareholder; \$185 per hour for Associates; \$125 per hour for Law Clerks; \$140 per hour for Planner; and \$95 per hour for Paralegals

All related travel or other expenses are always charged “at cost” with no “mark-up” and all related mileage is charged by multiplying the actual miles traveled by the then current IRS rate. Copy rates are .20 cents per page, color copies are .70 cents per page, fax rates are .50 cents per page.

It is understood that the information exchanged between you, your staff, your representatives, Board Members, and the Firm is subject to the attorney-client relationship and is therefore both privileged and confidential. All communications and information are subject to the confidentiality provisions of Rule 1.05 of the Texas Disciplinary Rules of Professional Conduct and Rule 503 of the Texas Rules of Evidence.

Pursuant to State law, the Firm recognizes that the Entities may not enter into a contract with a company for goods and services unless the contract contains a written verification from the company that it; (i) does not boycott Israel; and (ii) will not boycott Israel during the term of the contract (Texas Government Code, Chapter 2270.002). As such, the Firm hereby verifies that it does not boycott Israel, and agrees that, during the term of this Agreement, will not boycott Israel as that term is defined in the Texas Government Code, Section 808.001, as amended. Further, the Firm hereby certifies that it is not a company identified under Texas Government Code, Section 2252.152 as a company engaged in business with Iran, Sudan, or Foreign Terrorist Organization.

*Non-Boycott of Energy.* Pursuant to Texas Senate Bill 13 (2021), Contractor certifies that either (i) it does not boycott Israel and will not boycott energy companies; and (2) will not boycott energy companies during the term of the contract resulting from this solicitation. Contractor shall state any facts that make it exempt from the boycott certification as an attachment to this agreement.

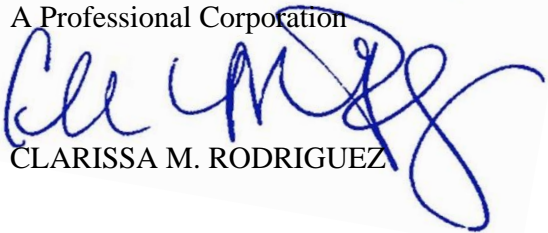
*Non-Boycott of Firearm Entity.* Pursuant to Texas Senate Bill 19 (2021), Contractor certifies that it: (a) does not have a practice, policy, guidance, or directive that discriminates against firearm entity or firearm trade association; and (b) will not discriminate during the term of the contract against a firearm entity or firearm trade association.

Please execute this letter in the space provided below to acknowledge our engagement on behalf of the San Antonio Housing Trust and Entities and return it to our office. Please return the executed letter to our office via facsimile at (210) 225-4481 or by email at [cmrodriguez@rampagelaw.com](mailto:cmrodriguez@rampagelaw.com).

We look forward to representing the San Antonio Housing Trust and Entities.

Very truly yours,

DENTON NAVARRO ROCHA BERNAL & ZECH  
A Professional Corporation



CLARISSA M. RODRIGUEZ

CMR/ec

Accepted:

\_\_\_\_\_  
Pedro Alanis  
Executive Director  
San Antonio Housing Trust

Date: \_\_\_\_\_

**San Antonio Housing Trust Finance Corporation**  
**Agenda Item 7**

*Discussion and possible action to adopt a “Conflict-of-Interest” Policy*

**Summary:**

Per Article II, Section 2.9 of the First Amended and Restated Bylaws of the San Antonio Housing Trust FC must establish and adopt a Conflict-of-Interest Policy which is applicable to all Council Directors and Community Advisors.

The policy defines Financial and Non-Financial Interest, outlines the duty to disclose, sets conditions for conflicts to exist, establishes procedures for addressing the conflict, and outlines violations of conflicts.

**Recommendation:**

Staff recommends adoption of the attached conflict of interest policy.

# **Conflict of Interest Policy**

## **SAN ANTONIO HOUSING TRUST FINANCE CORPORATION (SAHTFC)**

### **Article I**

#### **Purpose**

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization/SAHTFC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II**

#### **Definitions**

#### **1. Interested Person:**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest or other conflict of interest, as defined below, is an interested person.

#### **2. Financial Interest:**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **3. Other Conflict of Interest:**

A person has an "other" conflict of interest that might influence an officer's, director's, or committee member's duties that may be affected, directly or indirectly, by action taken or not taken by the SAHTFC.

### Article III Procedures

**1. Duty to Disclose:**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or other conflict and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists:**

After disclosure of the financial interest or other conflict and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest:**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**4. Violations of the Conflicts of Interest Policy:**

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action as authorized by law.



**Article IV**  
**Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest or other conflict of interest in connection with an actual or possible conflict of interest, the nature of the financial interest or other conflict of interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V**  
**Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI**  
**Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization charitable and in order to maintain its federal tax

exemption it must engage primarily in activities in which accomplish one or more of its tax-exempt purposes.

**Article VII**  
**Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ADOPTED on \_\_\_\_\_.

ATTESTED:

\_\_\_\_\_  
Secretary

SEAL

\_\_\_\_\_  
\_\_\_\_\_, President