

**BLOCK HOUSE MUNICIPAL UTILITY DISTRICT  
CODE OF ETHICS, TRAVEL, AND PROFESSIONAL SERVICES POLICY**

(February 27, 2019)

**ARTICLE I**

**SUBJECT MATTER**

This Code of Ethics, Travel, and Professional Services Policy ("*Policy*") is adopted by the Board of Directors (the "*Board*") of Block House Municipal Utility District (the "*District*") under Sections 49.157 and 49.199 of the Texas Water Code and Section 2256.005 of the Texas Government Code. The subject matter of this Policy is addressed by other requirements of Texas law, including those governing public meetings, public records, audits, financial management, disqualifications of Directors, dual office holding limitations, conflicts of interest, self-dealing, and illegal and corrupt practices. This Policy is not intended to supersede or summarize other provisions of applicable law.

**ARTICLE II**

**DEFINITIONS**

2.01. Business Entity. "*Business Entity*" means a sole proprietorship, partnership, firm corporation, holding company, joint stock company, receivership, trust or any other entity recognized by law through which business is conducted.

2.02. Commission. "*Commission*" means the Texas Commission on Environmental Quality.

2.03. Developer. "*Developer*" means a developer of property in the District.

2.04. Director. "*Director*" means a person elected or appointed to serve on the Board.

2.05. District Official. "*District Official*" means a Director, Officer, or Employee.

2.06. Emolument. "*Emolument*" means pay or some other benefit, compensation, or thing of value received in exchange for holding an office. For example, free or discounted utility services or a fee of office for meeting attendance could constitute an emolument.

2.07. Employee. "*Employee*" means any person or Business Entity working for or on behalf of the District.

2.08. Investment Officer. "*Investment Officer*" means a person appointed by the Board to handle District investments.

2.09. Officer. "*Officer*" means an elected or appointed officer of the District, including an Investment Officer, who exercises responsibilities beyond those that are advisory in nature.

2.10. Professional Services Procurement Act. "*Professional Services Procurement Act*" means Subchapter A, Chapter 2254, Texas Government Code, as amended from time to time.

2.11. Public Funds Investment Act. "*Public Funds Investment Act*" means Chapter 2256, Texas Government Code, as amended from time to time.

2.12. Public Funds Collateral Act. “*Public Funds Collateral Act*” means Chapter 2257, Texas Government Code, as amended from time to time.

2.13. Substantial Interest. “*Substantial Interest*” has the same meaning as set forth in Chapter 171, Texas Local Government Code, as amended from time to time. Under Chapter 171, Texas Local Government Code:

A. A person has a Substantial Interest in a Business Entity if the person: (i) owns 10% or more of the voting stock or shares of a Business Entity; (ii) owns either 10% or more or \$15,000 or more of the fair market value of a Business Entity; or (iii) has received funds from the Business Entity that constitute more than 10% of the person’s gross income for the previous year.

B. A person has a Substantial Interest in real property if the person has an equitable or legal ownership interest in the property that has a fair market value of \$2,500 or more.

C. A person also has a Substantial Interest in a Business Entity or real property if he or she is related in the first degree by consanguinity (blood) or the first degree by affinity (marriage), as determined under Chapter 573, Texas Government Code, to a person who has a Substantial Interest in a Business Entity or in real property under Subsections A or B of this Section.

### **ARTICLE III**

#### **CODE OF ETHICS**

3.01. Statement of Policy; Purposes of Policy. This Policy has been adopted to establish guidelines for high ethical standards in official conduct by Directors and Officers, and to provide guidance to Directors and Officers in order to instill a high level of public confidence in their professionalism, integrity and commitment to the public interest. Further, this Policy will serve as a basis for disciplining those who refuse to abide by its terms.

#### 3.02. Standards of Conduct.

A. All Directors and Officers must conduct themselves, both inside and outside District service, so as to give no occasion for mistrust of their integrity, impartiality, or devotion to the best interests of the District.

B. All District Officials must conduct themselves with decorum, both at public meetings and in other settings in which he or she may be viewed by the public as acting in an official capacity. All District Officials must treat each other, and any member of the public appearing at any meeting of the Board, with proper courtesy and respect.

C. No District Official may disclose any confidential information, including information gained during any executive session of the Board, without prior written authorization of the Board.

D. No District Official may engage in any conduct prejudicial to the District or that reflects discredit upon the Board.

E. All District Officials must use care when taking any public position on any issue pertaining to the business of the District to distinguish between their individual opinions and the official position of the Board or the District.

F. All Directors must consistently attend all meetings of the Board, including all regularly scheduled work sessions. If a Director fails to attend one-half of the regular meetings of the Board scheduled within a 12-month period, the Director may be removed from the Board by the unanimous vote of the other Directors.

H. The Board shall conduct a minimum two-hour ethics training per year.

3.03. Conflicts of Interest.

A. All Directors and Officers are subject to Chapter 171, Texas Local Government Code, relating to the regulation of conflicts of interest.

B. The District may not transact any business with a Business Entity or involving real property in which a Director or Officer has any interest, whether direct or indirect, without prior approval of the Board, after disclosure by the interested Director or Officer and discussion at a posted Board meeting. If a Director or Officer has a Substantial Interest, the Director or Officer must also file an affidavit disclosing the nature and extent of the interest before any action is taken on the matter in accordance with Chapter 171, Texas Local Government Code.

C. A Director may not participate in discussion or action on a matter involving a Business Entity or real property in which the Director has a Substantial Interest if the Board's action will, or it is reasonably foreseeable to, have a special economic effect on the Business Entity or value of the real estate that is distinguishable from the effect on the public, unless a majority of the Board is likewise disqualified and has filed affidavits disclosing similar interests in the same matter.

D. A Director may not participate in a discussion or action on a matter involving a Business Entity or real property in a manner that will, or is reasonably foreseeable to, have a special economic effect on the Director, such as a matter involving a current or prospective District contractor or subcontractor with whom the Director does, or has done, business, without prior approval of the Board, after disclosure by the Director.

E. A Director or Officer may not act as a surety for a Business Entity that has work, business, or a contract with the District or act as a surety on any official bond required of a District Official.

F. No Director or Officer may represent, directly or indirectly, himself or any private person, Business Entity, group or interest, other than the District, before the Board, except in matters of purely public concern, when doing so without compensation or remuneration.

G. The Board may not appoint or confirm the appointment to any position, or award any contract to, a person related to a member of the Board within the second degree by affinity (marriage) or within the third degree by consanguinity (blood) when the salary or other compensation is paid, directly or indirectly, from District funds, except as provided by Chapter 573, Texas Government Code.

H. Each District Official must file a conflict of interest disclosure statement or conflict of interest questionnaire, as applicable, when required to do so by Chapter 176, Texas Local Government Code.

I. As provided in Section 171.009, Texas Local Government Code, a Director may serve as a member of the board of directors of a private, nonprofit corporation or other

non-profit entity if he or she receives no compensation or other remuneration from the nonprofit corporation or other nonprofit entity.

3.04. Disqualification of Directors. As provided in Section 49.052, Texas Water Code, a Director is disqualified from serving as a member of the Board if he or she:

A. is related within the third degree of affinity or consanguinity to a Developer, any other Director, or the manager, engineer, attorney, or other person providing professional services to the District;

B. is an employee of a Developer or any Director, manager, engineer, attorney, or other person providing professional services to the District or a Developer in connection with the District or property located in the District;

C. is a Developer;

D. is serving as an attorney, consultant, engineer, manager, architect, or in some other professional capacity for the District or a Developer in connection with the District or property located in the District;

E. is a party to a contract with or along with the District, except for the purchase of public services furnished by the District to the public generally;

F. is a party to a contract with or along with a Developer relating to the District or to property within the District, other than a contract limited solely to the purpose of purchasing or conveying real property in the District for the purpose of either establishing a permanent residence, establishing a commercial business within the District, or qualifying as a Director; or

G. during his or her term of office, fails to maintain the qualifications required by law to serve as a Director.

3.05. Dual Office Holding Limitations.

A. Constitutional Limitations. Except as permitted by Article XVI, Section 40 of the Texas Constitution, no Director may hold or exercise at the same time, more than one civil office of Emolument.

B. Common-Law Incompatibility. No Director may hold another public office in violation of the common-law doctrine of incompatibility that applies to holding two incompatible positions and prohibits a person from holding certain public offices at the same time because of practical conflicts of interest that might arise, including service as a director of two governmental authorities with overlapping taxing jurisdictions.

## ARTICLE IV

### TRAVEL EXPENDITURES AND FEES OF OFFICE

4.01. Fees of Office. A Director is entitled to receive fees of office of not more than \$150 per day for each day the Director actually spends performing duties as a Director. Total fees of office payable to any Director may not exceed the sum of \$7,200 per District fiscal year. This maximum will be determined based on the date the fee of office is earned and not on the date of payment. No Director may receive fees of office if the Director owes any sum of money to the District. Fees of office will be paid only for called meetings of the Board or, upon prior

approval of the Board, for subcommittee meetings, approved conferences, or other special projects requested by the Board. In this section, “performing the duties of a Director” means substantive performance of the management or business of the District, including participation in Board and committee meetings and other activities involving the substantive deliberation of District business and in pertinent educational programs. The phrase does not include routine or ministerial activities such as the execution of documents, self-preparation for meetings, or other activities requiring a minimal amount of time.

4.02. Reimbursement of Expenses. Reimbursement for travel expenditures and other expenses incurred by a Director on behalf of the District is subject to approval by the Board.

4.03. Verification. In order to receive fees of office and to receive reimbursement for expenses, each Director must present a verified statement of attendance to the Board indicating the date(s) spent performing the duties of a Director and a general description of the duties performed on each such date, together with all supporting receipts and invoices.

4.04. Conference and Seminar Policy. Directors may attend conferences and meetings at the District’s expense only if deemed appropriate by the Board. Each Director will report to the Board on all seminars and conferences attended at the next regular meeting of the Board following the seminar or conference. This report may be oral or written, as determined by the Director. Unless otherwise approved by the Board, each Director attending a conference or meeting must attend all blocks of educational sessions in order to qualify for reimbursement. Subject to prior Board approval and compliance with the other requirements of this Policy, each Director who attends a conference, business meeting, or seminar related to the District business may be reimbursed for travel, lodging, and meal expenses associated with that attendance, as follows:

A. Travel Expenses. Transportation costs, including but not limited to airfare, car rental, taxi fare, and parking incurred while on official District business, will be reimbursed based upon the costs actually incurred by the Director; however, reimbursement for transportation on a common carrier will be limited to tourist/coach rates. Mileage reimbursement for transportation by personal automobile will conform to Internal Revenue Service regulations.

B. Lodging Expenses. Lodging expenses will be reimbursed based upon costs actually incurred by the Director and will not exceed the amount of lodging expense determined to be reasonable and necessary.

C. Meal Expenses. Meal expenses will be limited to the amount determined to be reasonable and necessary.

D. Excluded Expenses. The cost of alcoholic beverages, hotel movies, gifts, laundry and dry cleaning, entertainment, family attending with the Director, personal telephone calls and all other expenses that are of a personal nature or are not reasonable or necessary to District business will not be paid or reimbursed by the District.

## ARTICLE V

### **PROFESSIONAL SERVICES; BONDS**

5.01. Selection. Consultants and Employees retained to provide professional services to the District, including, but not limited to, legal, engineering, management, accounting and tax collection services, will be selected based upon their demonstrated competence and qualifications to perform the services for a fair and reasonable price, and by majority vote of the Board. In selecting attorneys, engineers, auditors, financial advisors or other professional consultants, the District will follow the procedures required by the Professional Services Procurement Act.

5.02. Interested Parties. If required to do so by Section 2252.908, Texas Government Code, attorneys, engineers, auditors, financial advisors, or other professional consultants entering into a contract, renewal, amendment, or extension of a contract with the District will (i) complete a Certificate of Interested Parties ("Form 1295") and electronically file it with the Texas Ethics Commission (the "TEC"); and (ii) submit to the District the signed and notarized Form 1295 including the certification of filing number of the Form 1295 with the TEC, at the time the executed contract is submitted to the District. Any contract that requires a Form 1295 will not be effective until the requirements listed above are satisfied and any award of a contract by the District is expressly made contingent upon compliance with such requirements.

5.03. Bond or Insurance. In order to protect the District against loss of District funds, the District will, in accordance with Section 49.057(e), Texas Water Code, require any Employee who routinely collects, pays, or handles District funds to either (i) provide the District with a bond payable to the District in an amount determined by the Board to be sufficient to safeguard the District; or (ii) obtain and thereafter maintain a policy or policies of insurance, the coverage of which, in the Board's determination, adequately protects the interests of the District.

5.04. Review. The performance of all Employees providing professional services to the District will be regularly monitored and reviewed by the Board. An Employee's performance may be formally reviewed and evaluated by the Board at any time, upon the request of any Director.

## ARTICLE VI

### **BOARD MEETING PROCEDURES**

6.01. Regular Meetings. Regular meetings of the Board will be held on the fourth Wednesday of each month, beginning at 6:30 p.m., unless another date and time are approved by the Board. In order to avoid overly long Board meetings which tend to be inefficient and which also result in increased fees being paid to the District's consultants, regular Board meetings will be adjourned at 10:30 p.m. and all agenda items which have not been considered ("Pending Items") will be continued until the next Board meeting, unless a motion to continue the regular meeting beyond 10:30 p.m. is adopted by affirmative vote of a majority of the Board members.

6.02. Unfinished Business. Any Pending Items from a regular Board meeting will be continued to either (i) a special called meeting scheduled by motion adopted by affirmative vote of a majority of the Board members or (ii) the next regular meeting of the Board.

## ARTICLE VII

### COMPLAINTS AND PROCEDURES FOR VIOLATIONS

7.01. Complaints. All complaints or allegations of violations of this Policy must be made in writing, sworn to before a notary public and filed with the District's attorney. A complaint must describe in detail the act that is complained of, and the specific sections of this Policy alleged to have been violated. A general complaint, lacking detail, will not be sufficient to invoke the procedures in this section, and anonymous complaints will not be considered.

7.02. Initial Determination. Within five business days of receipt of a complaint, the District's attorney will determine if the facts of the complaint, if true, would constitute a violation of this Policy. If the District's attorney determines that the complaint does not contain facts that constitute a violation, the District's attorney will so advise the Board at its next regular meeting.

7.03. Report to the Board. If the District's attorney determines that the complaint contains facts that, if true, would constitute a violation, the District's attorney will present a report to the Board. A majority of the Directors not implicated by the complaint will determine whether the complaint should be considered or rejected.


7.04. Consideration by the Board. To consider a complaint, the Board may convene in executive session as permitted by the Texas Open Meetings Act. The Board member implicated by the complaint will have the right to a full and complete hearing, with the right to call witnesses and present evidence. Any final action, decision, or vote will be made in open meeting.

7.05. Discipline. The failure of a Director to comply with the provisions of this Policy will constitute grounds for (i) a reprimand by the other Directors, (ii) removal of the Director from one or more subcommittees of the Board, (iii) required ethics training as approved by the Board, and/or (iv) other measures as determined by the Board.

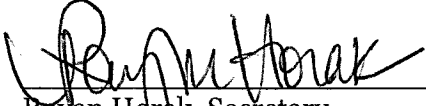
*[Signature Page Follows]*

ADOPTED this 27<sup>th</sup> day of February, 2019.

**BLOCK HOUSE MUNICIPAL UTILITY  
DISTRICT**

By:   
Cecilia Roberts, President  
Board of Directors

ATTEST:

  
Ryan Horak, Secretary  
Board of Directors