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Jama Kickard Laura Richard, County Clerk Fort Bend County Texas

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#### ASSOCIATION CONTRACTS WITH BOARD MEMBERS POLICY

Sienna Business Association Sienna Community Association Sienna Community Services Foundation Sienna Property Owners Association Sienna Residential Association Sienna Townhome Association

STATE OF TEXAS §

COUNTY OF FORT BEND §

#### I. PURPOSE

The purpose of this document is to address the limitations surrounding Association Contracts with Board Members.

#### II. APPLICABILITY AND AUTHORITY

This Policy pertains to the following entities and encumbers that property restricted by the SBA Covenant, the SCA Covenant, the SPOA Declaration, the SRA Declaration and the Townhome Declaration:

- 1. Sienna Plantation Business Association, Inc., sometimes doing business as Sienna Business Association ("SBA") as referenced in the Sienna Plantation Commercial Amended and Restated Master Covenant (Sienna Plantation Business Association, Inc.), filed under Clerk's File No. 2016024161 in the Official Public Records of Fort Bend County, Texas ("SBA Covenant"), as same has been or may be amended from time to time and any other property which has been or may be subsequently annexed thereto and made subject to the authority of SBA
- 2. Sienna Plantation Community Association, Inc., sometimes doing business as Sienna Community Association ("SCA") as referenced in the Sienna Plantation Amended and Restated Master Covenant (Sienna Plantation Community Association, Inc.), filed under Clerk's File No. 2019035843 in the Official Public Records of Fort Bend County, Texas ("SCA Covenant"), as same has been or may be amended from time to time and any other property which has been or may be subsequently annexed thereto and made subject to the authority of SCA.
- 3. Sienna Plantation Community Services Foundation, Inc., sometimes doing business as Sienna Community Services Foundation ("SCSF").

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- 4. Sienna Plantation Property Owners Association, Inc., sometimes doing business as Sienna Property Owners Association ("SPOA"), as referenced in the First Amended and Restated Declaration of Covenants, Conditions and Restrictions for Sienna (Sienna Property Owners Association) recorded under Clerk's File No. 2022016010 in the Official Public Records of Fort Bend County, Texas ("SPOA Declaration"), as same has been or may be amended from time to time, and any other property which has been or may be subsequently annexed thereto and made subject to the authority of SPOA.
- 5. Sienna Plantation Residential Association, Inc., sometimes doing business as Sienna Residential Association ("SRA") as referenced in the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Sienna Plantation (Sienna Plantation Residential Association, Inc.) recorded under Clerk's File No. 2012104699 in the Official Public Records of Fort Bend County, Texas ("SRA Declaration"), as same has been or may be amended from time to time, and any other property which has been or may be subsequently annexed thereto and made subject to the authority of SRA.
- 6. Sienna Townhome Association ("STHA"), as referenced in the Supplemental Declaration of Covenants, Conditions, and Restrictions for Sienna Townhomes, recorded under Clerk's File No. 2019060447 in the Official Public Records of Fort Bend County, Texas ("Townhome Declaration"), as same has been or may be amended from time to time, and any other property which has been or may be subsequently annexed thereto and made subject to the authority of STHA.

Any reference in this Policy to "Board", "Boards", "Association" or "Associations" applies to all of the above-mentioned entities. Any reference in this Policy to "Owner" has the corresponding meaning ascribed to that term in the SBA Covenant, SCA Covenant, SPOA Declaration, the SRA Declaration or the Townhome Declaration, as applicable

Each Board is authorized by its respective dedicatory instruments to adopt policies pertaining to the governance of the Association that it serves. Although SCSF has no members, the SCSF Board has opted to allow SRA Members in Good Standing (as defined in the SRA Declaration) to access the books and records of SCSF pursuant to the provisions set forth in this Policy.

Invalidation of any one or more of the covenants, restrictions, conditions, or provisions contained in this Policy shall in no way affect any of the other covenants, restrictions, conditions, or provisions which shall remain in full force and effect.

### III. INTERESTED DIRECTOR

Subject to the limitations listed in Article II below, Sienna Associations may enter into a contract with any of the parties or entities listed below, hereinafter referred to as the "Interested Director" whether the party is an individual or a company. The following are Interested Directors for the purposes of this Policy:

- 1. a current Board member,
- 2. a person related to a current Board member within the third degree by consanguinity or affinity (as determined by Chapter 573 Government Code);
- 3. a company in which a current Board member has a financial interest in at least 51% of profits;
- 4. a company in which a person related to a current Board member within the third degree of consanguinity or affinity (as determined by Chapter 573 Government Code) has a financial interest in at least 51% of profits.

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#### IV. APPROVAL OF THE CONTRACT

A contract entered into by Sienna Associations with an Interested Director, is valid and enforceable only if all of the following conditions are satisfied:

- 1. The Interested Director bids on the proposed contract and the Board has received at least two other bids for contracts from persons not associated with the Interested Director, if reasonably available in the community;
- 2. The Interested Director is not given access to the other bids;
- 3. The Interested Director does not participate in any Board discussion regarding the contract;
- 4. The Interested Director does not vote on the award of the contract;
- 5. The material facts regarding the Interested Director's relationship or interest with respect to the proposed contract are disclosed to or known by the other members of the Board, and the Board in good faith and with ordinary care, authorizes the contract by an affirmative vote of the majority of the non-interested Directors;
- 6. The Interested Director may be included in determining the presence of a quorum at a meeting of the Board, or a committee of the Board, that authorizes the contract.

#### V. CERTIFICATION

The Board must certify that all of the requirements of this Policy have been satisfied by a resolution approved by the affirmative vote of the majority of the non-interested Board members.

#### VI. APPLICABILITY

This Policy does not apply to a contract entered into by SPRAI during the development period. For purposes of this Policy, the development period is that period stated in the Declaration during which the Declarant:

- 1. reserves the right to facilitate the development, construction, and marketing of the subdivision; and
- 2. reserves the right to direct the size, shape, and composition of the subdivision.

This Policy applies only to contracts entered into after September 1, 2013.

| Policy Name                                     | Approved/Finalized | Revised                                 |
|---|--------------------|---|
| Association Contracts with Board Members Policy |                    | January 19; February 7<br>& 8; April 27 |
| Association Contracts with Board Members Policy | August 19, 2013    | , <b>.</b>                              |

#### [SIGNATURE PAGES FOLLOW]

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# CERTIFICATION SIENNA BUSINESS ASSOCIATION/TOLL-GTIS PROPERTY OWNER, LLC

| I hereby certify that, as <u>Iresi</u><br>Association, Inc., the foregoing Policy was<br>at a meeting of the Board of Directors at wh | approved on the <u>8th</u> day of <u>February</u> , 20 <u>23</u>  |
|---|---|
| DATED, this the 8th day of Feb  | By: Jimmie F. Jenkins  Title: President   |
| STATE OF TEXAS  | § .   |
| COUNTY OF FORT BEND   | §<br>§<br>§   |
| whose name is subscribed to this instrumen<br>for the purposes herein expressed, in the corporation.                                  | ersonally appeared Jimmie F. Jenkin Sthe iness Association, Inc., known by me to be the person at, and acknowledged to me that s/he executed the same capacity herein stated, and as the act and deed of said |
| DANA LYNN IPPOLITI  Notary Public, State of Texas  Comm. Expires 07-08-2025  Notary ID 125356755                                      | ne 8th day of February, 2023<br>Dana Llopoliti<br>Notary Public - State of Texas  |
| APPROVED, this the $\frac{8th}{}$ day of  | February, 2023  |
| THE STATE OF TEXAS  | TOLL-GTIS PROPERTY OWNER, LLC, a Texas limited liability company  By:   Printed Name:   Title: Authorized Representative  |
| county of Fort Bend§  | o 14.   |
| This instrument was acknowledged by Jimmie F. Jenkins, Author Texas limited liability company, on behalf of                           | pefore me this 8th day of February, 2023, 2ed Rep. of Toll-GTIS Property Owner, LLC, a f said company.  |
| DANA LYNN IPPOLITI  Notary Public, State of Texas  Comm. Expires 07-08-2025  Notary ID 125356755                                      | Notary Public - State of Texas  |

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# CERTIFICATION SIENNA COMMUNITY ASSOCIATION/TOLL-GTIS PROPERTY OWNER, LLC I hereby certify that, as President of the Sienna Plantation Community Association, Inc., the foregoing Policy was approved on the 8th day of February, 2023 at a meeting of the Board of Directors at which a quorum was present. DATED, this the 8th day of February, 20 STATE OF TEXAS § § § COUNTY OF FORT BEND BEFORE ME, on this day personally appeared Jimmie F. Jenkinshe President of Sienna Plantation Community Association, Inc., known by me to be the person whose name is subscribed to this instrument, and acknowledged to me that s/he executed the same for the purposes herein expressed, in the capacity herein stated, and as the act and deed of said corporation. Given under my hand and seal this the 8th day of Februar DANA LYNN IPPOLITI Notary Public, State of Texas Comm. Expires 07-08-2025 Notary ID 125356755 APPROVED, this the 8th day of February, 2023. TOLL-GTIS PROPERTY OWNER, LLC, a Texas limited liability company Printed Name: Jimmie Title: Authorized Representative THE STATE OF TEXAS COUNTY OF FORT BENDES This instrument was acknowledged before me this 8th day of February, 2023, by Jimmie F. Jenkins, Authorized Report Toll-GTIS Property Owner, LLC, a Texas limited liability company, on behalf of said company. DANA LYNN IPPOLITI Notary Public, State of Texas

Notary Public - State of Texas

Comm. Expires 07-08-2025

Notary ID 125356755

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# CERTIFICATION SIENNA COMMUNITY SERVICES FOUNDATION

I hereby certify that, as <u>Secretary of</u> the Sienna Plantation Community Services Foundation, Inc., the foregoing Policy was approved on the <u>19th</u> day of <u>January</u>, 2023 at a meeting of the Board of Directors at which a quorum was present.

Print Name: Text Clay Treasurer
Title: Secretary Treasurer

STATE OF TEXAS

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COUNTY OF FORT BEND §

BEFORE ME, on this day personally appeared <u>Ten Clayton</u> the <u>Secretary</u> of the Sienna Plantation Community Services Foundation, Inc., known by me to be the person whose name is subscribed to this instrument, and acknowledged to me that s/he executed the same for the purposes herein expressed, in the capacity herein stated, and as the act and deed of said corporation.

Given under my hand and seal this the 19th day of Janua

\_, 20**23** 

Notary Public State of Texas

DANA LYNN IPPOLITI
Notary Public, State of Texas
Comm. Expires 07-08-2025
Notary ID 125356755

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# CERTIFICATION SIENNA PROPERTY OWNERS ASSOCIATION

I hereby certify, as Secretary of Sienna Plantation Property Owners Association, Inc., the foregoing Policy was approved on the 1th day of February, 2023 at a meeting of the Board of Directors at which a quorum was present.

Print Name: Derek Goff
Title: Secretary Treasurer

STATE OF TEXAS §
COUNTY OF FORT BEND §

BEFORE ME, the undersigned authority, on this day personally appeared Derek Goff, the Secretary of the Sienna Plantation Property Owners Association, Inc. known by me to be the person whose name is subscribed to this instrument and acknowledged to me that s/he executed the same for the purposes and consideration therein expressed, and in the capacity therein expressed.

Given under my hand and seal of office, this the 7th day of February

DANA°LYNN IPPOLITI

Notary Public, State of Texas

Comm. Expires 07-08-2025

Notary ID 125356755

Notary Public - State of Texas

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#### CERTIFICATION SIENNA RESIDENTIAL ASSOCIATION

I hereby certify that, as Secretary of the Sienna Plantation Residential Association, Inc., the foregoing Policy was approved on the 1th day of February, 2023 at a meeting of the Board of Directors at which a quorum was present.

Derek Goff, Secretary

STATE OF TEXAS

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COUNTY OF FORT BEND §

BEFORE ME, on this day personally appeared Derek Goff, Secretary of the Sienna Plantation Residential Association, Inc., known by me to be the person whose name is subscribed to this instrument, and acknowledged to me that he executed the same for the purposes herein expressed, in the capacity herein stated, and as the act and deed of said corporation.

Given under my hand and seal this the 7th day of Februa

, 2023

Notary Public – State of Texas

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#### **CERTIFICATION** SIENNA TOWNHOME ASSOCIATION

| I hereby certify that, as <u>Selfer Gray</u> of the Sienna Townhome Association, the              |
|---|
| foregoing Policy was approved on the 27th day of April , 2023, at a meeting of the                |
| Board of Directors at which a quorum was present.   |
| I I I I I I I I I I I I I I I I I I I   |
| 70  |
| 7. <u>Barreda</u><br>By: <sup>J. B3</sup> 11140 (DT)  |
| · · · · · · · · · · · · · · · · · · ·   |
| Print Name: John Baneda   |
| Title: <u>Secretary/Treasurer</u>   |
| $\mathcal U$ '  |
| STATE OF TEXAS §  |
| 8   |
| COUNTY OF FORT BEND §   |
| · .   |
| BEFORE ME, on this day personally appeared John Barredoth   |
| DEFORE ME, on this day personally appeared 00010001 = 1   |
| Secretary of the Sienna Townhome Association, known by me to be the person whose                  |
| name is subscribed to this instrument, and acknowledged to me that s/he executed the same for the |

purposes herein expressed, in the capacity herein stated, and as the act and deed of said corporation.

Given under my hand and seal this the 27th day of Apr

DANA LYNN IPPOLITI Notary Public, State of Texas Comm. Expires 07-08-2025 Notary ID 125356755

After Recording, Return To:

Dana Ippoliti Sienna Plantation Residential Association, Inc. 9600 Scanlan Trace Missouri City, TX 77459