



CONFLICT OF INTEREST POLICY

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

STATE OF TEXAS §
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 COUNTY OF FORT BEND §

I. PURPOSE

The purpose of this Conflict of Interest Policy (the “Policy”) is to protect the Sienna Associations, located in Fort Bend County, Texas, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, manager or committee member of the Association, or might result in a possible excess benefit transaction. A conflict of interest can arise when an officer, director, manager or committee member is in a position of authority within the Associations and may benefit financially, either directly or indirectly, from a decision s/he could make in such capacity. This includes indirect financial benefits that could accrue to family members or businesses with which such person is closely associated. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit corporations.

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”).
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. DEFINITIONS

1. "Interested Person" means any officer, director, manager, employee, or committee member with Board delegated powers who has a direct or indirect Financial Interest, as defined below.
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 an entity with which the Association has a transaction or arrangement;
 - b. a compensation arrangement with the Association or with any entity or individual with which the Association 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 Association is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the Board, or a committee designated by the Board, decides that a conflict of interest exists as provided in Section IV of this Policy.

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

IV. CONFLICT OF INTEREST

1. A conflict of interest may arise under the following circumstances:
 - a. when some outside influence affects, or may affect that person's ability to make an unimpeded, independent decision in a particular situation.
 - b. when an individual owes duties to separate entities whose interests conflict.
 - c. an officer's, director's, manager's or committee member's action on behalf of the Association is influenced by interests other than those of the Association.
2. The director, manager, or committee member shall:
 - a. disclose any actual or possible conflict of interest to the Board, and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement;
 - b. avoid even the appearance of a conflict of interest;

- c. make a full and complete written disclosure of all relevant facts to the Board prior to any dealings which may be in conflict for the officer, director, manager or committee member;
- d. obtain specific authorization from the Board in writing before proceeding with any action which may create a conflict of interest. This authorization should also be recorded in the minutes of a Board meeting.

V. PROCEDURE

1. After disclosure of a Financial Interest, or actual or possible conflict of interest, and all material facts, and after any discussion with the Interested Person, s/he shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists, even if less than a quorum of the Board remains.
2. The presiding officer of the Board shall, if appropriate, appoint a disinterested person or director to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board shall determine whether the Association 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. Based upon this criteria, the Board shall make the decision as to whether to enter into the transaction or arrangement.
5. A contract or transaction between the Association and an Interested Person, or between the Association and any other corporation, partnership, association, or other organization in which an Interested Person has a Financial Interest, shall be subject to the Association Contracts with Board Members Policy.
6. Interested officers, directors, managers or committee members may be counted in determining the presence of a quorum at a meeting of the Board that authorizes the contract or transaction.

VI. VIOLATIONS OF THIS POLICY

1. If the Board has reasonable cause to believe an Interested Person has failed to disclose an actual or possible conflict of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

2. If, after hearing the Interested Person's response and after making investigation (if warranted by the circumstances), the Board determines that the Interested Person has failed to disclose an actual or possible conflict of interests, the Board shall take appropriate disciplinary and corrective action as it determines appropriate in its sole discretion.

Policy Name	Approved/Finalized	Revised
Conflict of Interest Policy		February 7 & 8, 2023
Conflict of Interest Policy		October 21, 2013
Conflict of Interest Policy	May 27, 2009	

[SIGNATURE PAGES FOLLOW]

CERTIFICATION

SIENNA BUSINESS ASSOCIATION/TOLL-GTIS PROPERTY OWNER, LLC

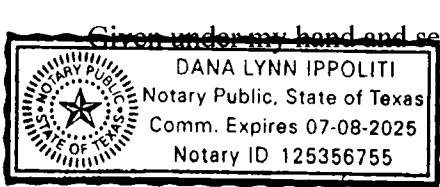
I hereby certify that, as President of the Sienna Plantation Business Association, Inc., the foregoing Policy was approved on the 8th day of February, 2023, at a meeting of the Board of Directors at which a quorum was present.

DATED, this the 8th day of February, 2023.

By: [Signature]
Print Name: Jimmie F. Jenkins
Title: President

STATE OF TEXAS §
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COUNTY OF FORT BEND §

BEFORE ME, on this day personally appeared Jimmie F. Jenkins, the President of Sienna Plantation Business 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 February, 2023

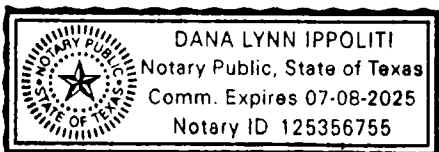
Notary Public – State of Texas
Dana Ippoliti

APPROVED, this the 8th day of February, 2023.

TOLL-GTIS PROPERTY OWNER, LLC, a Texas limited liability company
By: [Signature]
Printed Name: Jimmie F. Jenkins
Title: Authorized Representative

THE STATE OF TEXAS §
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COUNTY OF Fort Bend §

This instrument was acknowledged before me this 8th day of February, 2023, by Jimmie F. Jenkins, Authorized Rep. of Toll-GTIS Property Owner, LLC, a Texas limited liability company, on behalf of said company.



Dana Ippoliti
Notary Public – State of Texas

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.

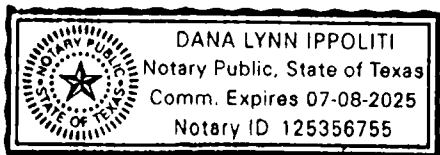
DATED, this the 8th day of February, 2023.

By: [Signature]
Print Name: Jimmie F. Jenkins
Title: President

STATE OF TEXAS §
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COUNTY OF FORT BEND §

BEFORE ME, on this day personally appeared Jimmie F. Jenkins, the 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 February, 2023.



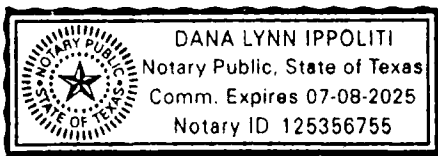
[Signature]
Notary Public – State of Texas

APPROVED, this the 8th day of February, 2023.

TOLL-GTIS PROPERTY OWNER, LLC, a Texas limited liability company
By: [Signature]
Printed Name: Jimmie F. Jenkins
Title: Authorized Representative

THE STATE OF TEXAS §
 §
COUNTY OF Fort Bend §

This instrument was acknowledged before me this 8th day of February, 2023, by Jimmie F. Jenkins, Authorized Rep of Toll-GTIS Property Owner, LLC, a Texas limited liability company, on behalf of said company.



[Signature]
Notary Public – State of Texas

CERTIFICATION
SIENNA COMMUNITY SERVICES FOUNDATION

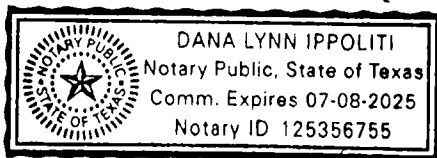
I hereby certify that, as Secretary of the Sienna Plantation Community Services Foundation, Inc., the foregoing Policy was approved on the 19th day of January, 2023, at a meeting of the Board of Directors at which a quorum was present.

By: Teri Clayton
Print Name: Teri Clayton
Title: Secretary/Treasurer

STATE OF TEXAS §
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COUNTY OF FORT BEND §

BEFORE ME, on this day personally appeared Teri Clayton the Secretary 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 January, 2023



Dana Ippoliti
Notary Public State of Texas

CERTIFICATION

SIENNA PROPERTY OWNERS ASSOCIATION

I hereby certify, as secretary of Sienna Plantation Property Owners Association, Inc., the foregoing Policy was approved on the 7th day of February, 2023, at a meeting of the Board of Directors at which a quorum was present.

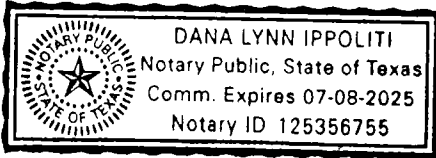
By: [Signature]
Print Name: Derek Goff

Title: Secretary/Treasurer

STATE OF TEXAS §
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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, 2023



[Signature]
Notary Public – State of Texas

CERTIFICATION

SIENNA RESIDENTIAL ASSOCIATION

I hereby certify that, as Secretary of the Sienna Plantation Residential Association, Inc., the foregoing Policy was approved on the 7th day of February, 2023 at a meeting of the Board of Directors at which a quorum was present.

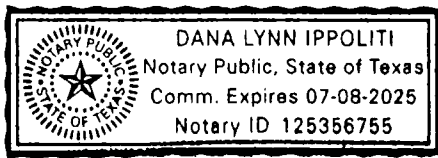


Derek Goff, Secretary

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 February, 2023



Dana Ippoliti
Notary Public – State of Texas

CERTIFICATION
SIENNA TOWNHOME ASSOCIATION

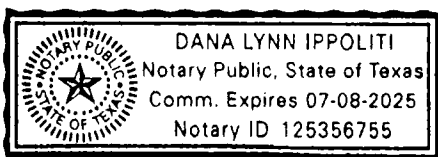
I hereby certify that, as Secretary of the Sienna Townhome Association, the foregoing Policy was approved on the 14th day of March, 2023, electronically by at a meeting of the Board of Directors at which a quorum was present.

By: J. Barreda
J. Barreda (Mar 14, 2023 17:50 CDT)
Print Name: John Barreda
Title: Secretary / Treasurer

STATE OF TEXAS §
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COUNTY OF FORT BEND §

BEFORE ME, on this day personally appeared John Barreda the 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 14th day of March, 2023.



Dana Ippoliti
Notary Public – State of Texas

After Recording, Return To:
Dana Ippoliti
Sienna Plantation Residential Association, Inc.
9600 Scanlan Trace
Missouri City, TX 77459