

**RESOLUTION OF THE BOARD OF DIRECTORS
NATOMAS PARK MASTER ASSOCIATION
CODE OF CONDUCT**

The following resolution was adopted by the Board of Directors of Natomas Park Master Association (the "Association") held on August 28, 2019 at which a quorum of Directors were present.

A Board Director has a fiduciary duty to act in the best interest of homeowners and the Association as a whole.

A Board Director must act in good faith. Making their decisions in a fair and prudent manner. Using the advice and recommendations of professionals where appropriate.

A Board Director must maintain a high standard of ethical conduct in the performance of the Association's business and ensure that homeowners understand the reasons for Board decisions.

A Board Director must conduct themselves with professional courtesy and respect in all dealings with other directors, homeowners, renters, management staff, and vendors.

Article 1. Guidelines for Conduct

A Board Director should perform their duties with care.

- (a) Attend board and committee meetings when scheduled;
- (b) Devote the time needed to fulfill the responsibilities of their position and assignments;
- (c) Respect the rights of others to communicate their ideas, encouraging others to contribute in discussions;
- (d) Comply with applicable laws, regulations, confidentiality obligations and corporate policies of the Association where appropriate.

Article 2. Corporate Business Opportunities

A Board Director while carrying out their duties and responsibilities, must avoid:

- (a) Business opportunities that benefits themselves or provide personal gain through the use of Association property, or Association information or through their position as director. This includes the time after a Board Director is no longer serving on the Board.

Article 3. Board Liaison Responsibilities and Limitations

A Board Director may be assigned as a Board Liaison to one or more Committees. As a Board Liaison, Board Directors are responsible to:

- (a) Relay Board direction and/or tasks to the specific assigned Committee;
- (b) Provide clarification to the Committee on Board direction/tasks, if needed;

Article 4. Conflicts of Interest

A Board Director shall not vote on a matter in which the director has a personal or a material financial interest.

Article 5. Association Property

A Board Director should ensure that management is causing the Association's assets and resources to be used by the Association and its employees for legitimate business purposes that benefit homeowners and the Association

Article 6. Confidential and Privileged Information

A Board Director must maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities. Unless said information is approved for release by the board of directors or is in the best interests of homeowners and the Association or if legally mandated or if information is in the public domain.

Article 13. Non-Compliance

Suspected violations of this Code can be reported to the President of the Board, the Board itself or the Association's general counsel. All valid violations should be appropriately investigated. Any waiver of this Directors' Code must be approved by a majority vote of the Board.

CERTIFICATION

I hereby certify that:

- (a) I am the President of Natomas Park Master Association.
- (b) The above Resolution was adopted by the Board of Directors at its meeting held on August 28, 2019.

Dated: 08/29, 2019



Rex Smith, Secretary
Natomas Park Master Association