

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
COUNTY OF GALVESTON §

I, the undersigned officer of the Board of Directors of the Galveston County Water Control and Improvement District No. 1, Galveston County, Texas, do hereby certify as follows:

1. The Board of Directors of Galveston County Water Control and Improvement District No. 1 convened in regular session on the _____ day of _____ 2004, at the regular meeting place within the boundaries of the District, and roll was called of the duly constituted officers and members of the Board, to-wit:

Shamarion M. Barber	President
Jim McBride	Vice-President
William J. Gaffey	Secretary/Treasurer
Garland Copelin	Director
John Mitchiner	Director

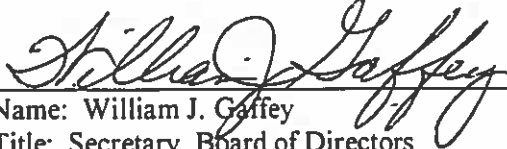
and all of said persons were present, except Director(s) _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

RESOLUTION AMENDING THE RULES OF ORDER AND PROCEDURE POLICY OF GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1

was introduced for the consideration of the Board. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, the motion, carrying with it the adoption of the Resolution, prevailed and carried unanimously.

2. That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; that the Resolution has been duly recorded in the Board's minutes of the meeting; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the Board as indicated therein; that each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that the Resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; that the meeting was open to the public as required by law; and that public notice of the time, place and subject of the meeting given as required by Chapter 551, Texas Government Code, and Section 49.063, Texas Water Code.

SIGNED AND SEALED on the 14th day of July 2004.


Name: William J. Gaffey
Title: Secretary, Board of Directors

(SEAL)

RESOLUTION AMENDING THE RULES OF ORDER AND PROCEDURE POLICY OF GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1

WHEREAS, GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1 has been legally created and operates pursuant to the general laws of the State of Texas applicable to conservation and reclamation districts; and

WHEREAS, the GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1 has determined that Rules of Order and Procedure Policy for the District's Board be amended; and

WHEREAS, the Board of Directors of the GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1 have determined to amend the Resolution Adopting Rules of Order and Procedure Policy of the Galveston County Water Control and Improvement District No. 1 passed and approved on the 18th day of February 2002 by the Board of Directors would be in the best interest of the District and be an efficient procedure for conduction the Public's business.

NOW, THEREFORE BE IT RESOLVED by the Board of Directors of GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1 that:

Section 1:

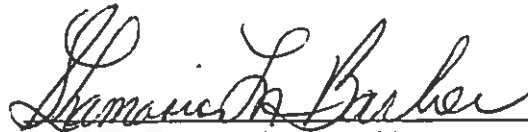
The Rules of Order and Procedure Policy attached hereto as Exhibit "A" is hereby adopted.

Section 2:

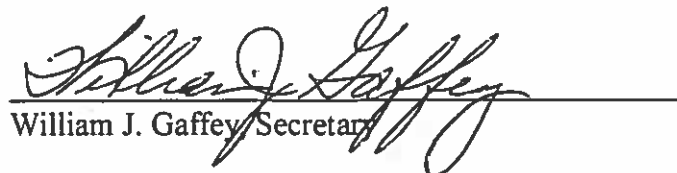
The provisions of this Resolution shall be effective as of the date of adoption and shall remain in effect until modified by action of the Board of Directors.

PASSED and APPROVED: this 19th day of July 2004.

GALVESTON COUNTY WATER CONTROL
AND IMPROVEMENT DISTRICT NO. 1


Shamarion M. Barber, President

ATTEST:


William J. Gaffey, Secretary

**GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1
RULES OF ORDER AND PROCEDURE POLICY**

1. AUTHORITY

1.1 STATUTORY AUTHORITY

The GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1 pursuant to Texas Water Code §49.057 has the authority to adopt bylaws to govern the affairs of the District and to provide for its own rules of order of business and procedures for meetings. These shall be in effect upon adoption by the Board of Directors and until such time as amended, suspended or new rules are adopted in the manner provided.

1.2 AD HOC COMMITTEES

Ad Hoc Committees are formed on an as needed basis with a clearly defined purpose and term, as well as reporting requirements. Ad Hoc Committees will consist of up to two (2) Board Members appointed by the President of the Board or a majority of the Board.

1.3 PRESIDENT TO ACT AS BOARD CEREMONIAL REPRESENTATIVE

The President of the Board has been delegated the responsibility to act as the Board's Ceremonial Representative at public events and functions. In the absence of the President, the Vice-President assumes the responsibility. In the absence of both the President and Vice-President, the President will appoint another Board Member to assume the responsibility.

1.4 BOARD MEMBER PARTICIPATION IN COMMUNITY ACTIVITIES

Board Members may choose to participate in community activities, committees, events and task forces. When a Board Member participates in these types of activities, the Board Member is acting as an interested party rather than acting on behalf of the Board of Directors of GALVESTON COUNTY WATER CONTROL AND IMPROVEMENT DISTRICT NO. 1. Acting or participating on the behalf of the Board is limited to those instances when the Board has formally designated the Board Member as its representative for the matter.

1.5 BOARD MEMBER CONDUCT

Board Members shall observe respect for fellow board members, decorum and good conduct at the District's meetings. Board Members should strive to communicate and deliberate in a professional manner.

2. BOARD OF DIRECTORS' MEETINGS

2.1 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held on the third Monday of each month unless a change is approved by the Board and proper notices given. The meeting location shall be within the boundaries of the District. Notice shall be given of the time and place in accordance with the provision of State law.

2.2 SPECIAL MEETINGS AND EMERGENCY MEETINGS

Consistent with State law, special meetings may be called at any time by the President or by two (2) or more members of the Board. All Board Members shall be given written notice 72 hours prior to the special called meeting. The Board's secretary shall post notice thereof as provided by State law. Special meetings may be held at any location in or out of the District as long as such meetings are conducted in accordance with State law. In case of emergency or urgent public necessity which shall be expressed in the notice of the meeting, an emergency meeting may be called by the President or by two (2) members of the Board, and it shall be sufficient if the notice is posted two (2) hours before the meeting is convened. (Texas Government Code §551.045)

2.3 EXECUTIVE SESSIONS

The Board may meet in Executive Session during any regular or special meeting, to consider or hear any matter, which is authorized by State law to be heard or considered in Executive Session.

- a. The Board may exclude from any such Executive Session any person or persons which it is authorized by State law to exclude from such sessions.
- b. The general subject matter for consideration shall be expressed in an open meeting before such session is held.
- c. Board Members may not reveal the nature of discussion from a closed session unless required by State law.

2.4 NOTICE OF MEETINGS

Notice of meetings and the agenda for all Board meetings shall be posted by the Board Secretary or designated representative on the District's official bulletin board pursuant to the requirements of the Texas Open Meetings Act and in the Galveston County Courthouse in compliance with Texas Government Code §551.054.

2.5 QUORUM AND CONCURRENCE

A majority of the membership of the Board constitutes a quorum for any meeting and a concurrence of a majority of the entire membership of the Board is required for transacting any business of the District. (Texas Water Code §49.053)

2.6 CHAIR

The President shall preside at all meetings of the Board. The President may vote as a member. The President shall have the authority to preserve order at all Board meetings, to enforce the rules of the Board and to determine the order of business under the rules of the Board.

2.7 ELECTION OF OFFICERS

The Board shall elect its President, Vice-President, and Secretary Treasurer at its May Board meeting following the regular election. Each officer shall serve for a term of two (2) years.

2.8 ATTENDANCE BY THE PUBLIC

All meetings of the Board shall be open and public in accordance with the terms of the Texas Open Meetings Act except the Executive Session or closed meetings allowed by State law.

Citizens and other visitors attending Board meetings shall observe the same rules of propriety, decorum and good conduct applicable to members of the Board.

2.9 MINUTES

Action minutes of the Board will be kept. Action minutes will include final motions with votes. The minutes will also reflect the names of public speakers.

a. Board of Directors Approval of Minutes

Minutes of meetings will be submitted to the Board of Directors within five (5) working days following any meeting of the Board. All minutes will be marked "DRAFT" until such time as they are formally approved by the Board.

3. ORDER OF BUSINESS

3.1 GENERAL ORDER

Board meetings will be generally conducted in the following order, unless otherwise specified. An Executive Session may be held at any time during a meeting consistent with applicable State law.

CALL TO ORDER AND ANNOUNCE A QUORUM IS PRESENT
PRAYER AND PLEDGE OF ALLEGIANCE
CITIZENS' COMMENTS
CONSENT AGENDA/APPROVAL OF MINUTES
REGULAR AGENDA
OTHER BUSINESS
EXECUTIVE SESSIONS (*AS NEEDED*)
PUBLIC ANNOUNCEMENTS/RECOGNITION
ADJOURNMENT

3.2 AGENDA PREPARATION AND INDEXING

All items of any nature shall be numbered consecutively for purposes of consideration on the agenda. Upon passage, the Board's Secretary shall separately index all ordinances and resolutions.

The General Manager is responsible for preparation of the agenda. Agenda items must be submitted to the General Manager by the close of the sixth (6) business day before the meeting. A draft of the agenda will be reviewed with the Board President at least one week in advance of the meeting. The President will select those items to be considered on the Consent Agenda item. Any two members of the Board may request items placed on an agenda. The posted agenda, along with supporting documentation, shall be delivered to all Board members five calendar days prior to the meeting.

3.3 PUBLIC RECOGNITION

All special presentations and announcements will be calendared and coordinated through the Board's Secretary. A period of time, not to exceed fifteen (15) minutes, will be set aside for public recognition at each Board meeting.

3.4 CONSENT AGENDA

The Consent Agenda shall contain routine, non-controversial items that require Board action but need little or no Board deliberation.

Agenda items may be removed from the Consent Agenda at the request of any Board Member or staff.

Agenda items removed from the Consent Agenda by the request of a Board Member or staff will be considered after approval of the remaining Consent Agenda.

4. RULES OF CONDUCT

4.1 GENERAL PROCEDURE

These rules, consistent with §49 and §51 of the Texas Water Code and any applicable District ordinance or resolution shall govern the proceedings of the Board.

4.2 AUTHORITY OF THE CHAIR

Subject to appeal to the full Board, the President shall have the authority to prevent the misuse of motions, the abuse of any privilege, or the obstruction of the business of the Board by ruling any such matter out of order. In so ruling, the President shall be courteous and fair and should presume that the moving party is acting in good faith.

Any member of the Board may move to require enforcement of the rules, and the affirmative vote of a majority of the Board shall require the presiding officer to act.

4.3 PRESIDENT TO FACILITATE BOARD MEETINGS

In the role of facilitator, the President will assist the Board in focusing agenda discussions and deliberations.

4.4 PROCEDURES FOR HANDLING AGENDA ITEMS

The presiding officer shall request from the staff a report and a recommendation if appropriate. The presiding officer shall ask for a motion from the Directors in accordance with paragraph 4.9.

4.5 BOARD DELIBERATION AND ORDER OF SPEAKERS

The President has been delegated the responsibility to control the debate and the order of speakers. Speakers will generally be called upon in the order of the request to speak. With the concurrence of the President, a Board Member may respond while the floor is still held by the Board Member asking the question. A Board Member may opt not to answer a question while another Board Member has the floor.

4.6 LIMIT DELIBERATIONS TO ITEM AT HAND

Board Members will limit their comments to the subject matter or motion being currently considered by the Board.

4.7 LENGTH OF BOARD COMMENTS

Board Members will govern themselves as to the length of their comments or presentation. As a courtesy, the President will signal by hand to a Board Member who has been

speaking for over five minutes. This procedure is not meant to limit debate or to cut comments short, but rather to assist Board Members in their efforts to communicate concisely.

4.8 OBTAINING THE FLOOR

Any member of the Board wishing to speak must first obtain the floor by being recognized by the President. The President must recognize any Board Member who seeks the floor when appropriately entitled to do so.

4.9 MOTIONS

Motions may be made by any member of the Board, including the presiding officer, provided that before the presiding officer offers a motion, the opportunity for making a motion should be offered to other members of the Board. Any member of the Board, other than the person offering the motion, may second a motion. Motions shall be clearly and fully stated. The presiding officer shall not accept "motion to approve" or "so moved". The Board Secretary (or designee) shall read the motion back to the Board prior to calling for a vote.

4.10 PROCEDURES FOR MOTIONS

The following is the general procedure for making motions:

- a. Before a motion can be considered the President must announce item on Agenda in the order it is listed.
- b. Once the matter on Agenda has been announced, the President shall open the matter for discussion.
- c. Once the matter has been fully discussed, the President shall call for a motion and no further discussion will be allowed.
- d. Once the President calls for a motion, a Board Member at this time may make a motion regarding the item discussed by a verbal announcement to the President.
- e. The President shall request a second to the motion.
- f. Once the President requests a second to the motion, a Board Member at this time may second the motion by a verbal announcement to the President.
- g. Once the motion has been properly made and seconded, and if there is no further discussion, the President shall state the motion and call for a vote.
- h. The President shall announce the results.

- i. Then the President shall proceed with the next item on the Agenda in its order and shall continue until all items have been acted upon.

MOTION AMENDMENTS

When a motion is on the floor and an amendment is offered, the amendment should be acted upon prior to acting on the main motion. No motion of a subject different from that under consideration shall be admitted as an amendment. A motion to amend an amendment shall be in order, but one to amend an amendment to an amendment shall not be in order. Action shall be taken on the amended amendment prior to any other action to further amend the original motion.

MOTION TO CONTINUE

A motion to continue will leave the motion in its present condition for consideration on a date and time stated in the motion.

MOTION TO REMOVE

A motion to remove will take the matter off the agenda and will not be considered by the Board for an indefinite period of time.

MOTION TO TABLE

A motion to table will delay consideration of the item being discussed by the Board until the next Board meeting.

MOTION TO REFER

A motion to refer forwards the item under consideration to the named group, committee, or board for further study.

MOTION TO LAY ON THE TABLE

A motion to lay on the table allows the item to be temporarily set aside under discussion.

MOTION TO TAKE FROM THE TABLE

A motion to take from the table allows the matter to be discussed again and would only be used in conjunction with a motion to lay on the table at the same meeting.

WITHDRAWAL OF MOTION

A withdrawal of motion indicates a motion may be withdrawn or modified by the Board Member who originally made the motion at any time prior to its passage. If the motion is modified, the Board Member who seconded the motion may withdraw his/her second.

MOTION FOR RECONSIDERATION

A motion for reconsideration may be made at the same meeting or at the next succeeding meeting following a Board action, as long as the reconsideration request complies with the requirements of the Texas Open Meetings Act.

A motion for reconsideration may only be made by a Board Member who voted with the majority of the Board on the action proposed to be reconsidered by the Board. Any member of the Board may second a motion for reconsideration.

4.11 VOTING

Abstention

- a. If a Board Member abstains because of a legal conflict, he/she is not counted as present for quorum purposes and is not deemed to be "voting" for purposes of determining whether there has been a "majority vote of those voting and present."
- b. When a Board Member abstains or excuses himself/herself from a portion of a Board meeting because of a legal conflict of interest, the Board Member must briefly state, on the record, the nature of the conflict. State law requires the inclusion of this information in the public record.

Tie Votes

A tie vote results in a lost motion. In such an instance, any member of the Board may offer a motion for further action. If there is not an affirmative vote, the result is no action. If the matter involves an appeal and an affirmative vote does not occur, the decision appealed stands as decided by the decision-making person or body from which the appeal was taken.

4.12 NON-OBSERVANCE OF RULES

Rules adopted to expedite and facilitate the transaction of the business of the Board in an orderly fashion shall be deemed to be procedural only, and the failure to strictly observe any such rules shall not affect the jurisdiction of, or invalidate any action taken by, the Board.

5. ADDRESSING THE BOARD OF DIRECTORS

5.1 STAFF PRESENTATIONS

Staff presentations will be concise and will provide factual background information on the item as well as a recommendation for the Board if appropriate.

5.2 ORAL PRESENTATIONS BY MEMBERS OF THE PUBLIC

The following procedures will guide oral presentations by members of the public at Board meetings:

- a. Prior to the meeting or during the meeting prior to a matter being reached, persons wishing to address the Board should advise the Board Secretary or an appointed representative of the Board of Directors to be placed on the agenda.
- b. When called upon, the person should come to the podium state his/her name and address for the record, and, if speaking for an organization or other group, identify the group represented.
- c. All remarks should be addressed to the Board as a whole, not to individual members.
- d. Questions, if any, should be directed to the presiding officer who will determine whether, or in what manner, an answer will be provided.

5.3 CITIZENS' COMMENTS

This portion of the Board meeting is set-aside for members of the public to address the Board on any item of business that is not formally scheduled on the agenda or scheduled as a Public Hearing. Prior to the meeting, citizens wishing to address the Board shall give written notice to the Board Secretary or an appointed representative of the Board of Directors.

- a. **Timing**
Citizens' Comments are generally permitted at the beginning of the regular Board meeting, as specified on the agenda. Presentations shall be limited to three (3) minutes each, but may be extended for an additional two (2) minutes with approval of a majority of the Board. Citizens' Comments shall be limited to a cumulative total not to exceed fifteen (15) minutes for all speakers.
- b. **District Business**
Presentations under Citizens' Comments are limited to items within the subject matter jurisdiction of the District.
- c. **No Board Deliberations**
In compliance with the Texas Open Meetings Act, the Board may not deliberate or vote on any matter raised in Citizens' Comments, except for the purpose of determining whether such matter should be placed on a future Board agenda. The President, however, may request the General Manager to provide additional information on a matter of general interest to the full Board, the public at large and to the citizen making the comment.

5.4 REPETITIOUS COMMENTS PROHIBITED

- a. A speaker shall not present the same or substantially the same items or arguments to the Board repeatedly or be repetitious in presenting their oral comments. Nothing in the foregoing precludes submission of comments to the Board in writing, for such action or non-action as the Board, in its discretion, may deem appropriate.
- b. In order to expedite matters and to avoid repetitious presentations, the designation of a spokesperson is encouraged. Whenever any group of individuals wishes to address the Board on the same subject matter, those individuals are encouraged to designate a spokesperson to address the Board. With the consent of the Board, the President may extend the time allocation for a designated spokesperson.

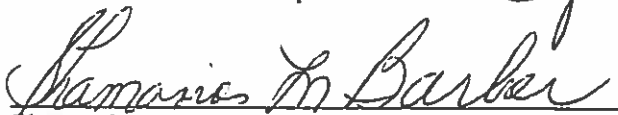
5.5 WAIVER OF RULES

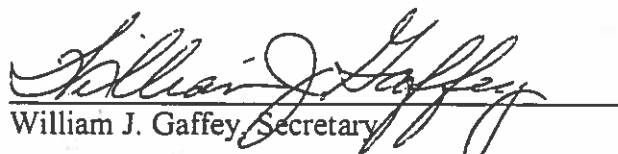
Any of the foregoing rules may be waived or suspended by a majority vote of the Board Members when it is deemed that there is a good cause to do so, based upon the particular facts and circumstances involved.

5.6 NON-EXCLUSIVE RULES

The rules set forth are not exclusive and do not limit the inherent power and general legal authority of the Board, or of its presiding officer, to govern the conduct of the Board meetings as may be considered appropriate from time to time, or in particular circumstances, for purposes of orderly and effective conduct of the affairs of the District.

The policy was unanimously passed and approved by the Board of Directors at their regular meeting held on the 14th day of July 2004.


Shamarion M. Barber, President


William J. Gaffey, Secretary