

**Tab 8- Sign Non-Disclosure of Confidential Information
Statement/Conflict of Interest Statement**

NON-DISCLOSURE OF CONFIDENTIAL INFORMATION FOR BOARD OF DIRECTORS

I acknowledge the following:

1. As a result of being a member of the Board of Directors of Lake Holiday Country Club, Inc. (LHCC), I may be privy to information about LHCC, its members, and/or personnel, that is not otherwise publicly available and constitutes confidential information. This information may be acquired during an executive closed session of a Board of Directors meeting and/or during other conversations or meetings with directors or employees of LHCC.
2. As a member of the Board of Directors of LHCC, I understand that I may not disclose confidential information to anyone who is not on the Board of Directors or to persons employed by LHCC or any other persons who do not need to know such information without the express written consent of a majority of the Board of Directors by voting at a duly convened Board meeting prior to such disclosure.
3. As a member of the Board of Directors of LHCC, I understand that if I disclose confidential information that I will be subject to sanctions as defined in the Code of Conduct even if I do not actually benefit from the disclosure of such information.
4. The protection of privileged and confidential information is vital to the interests and the success of LHCC and therefore the disclosure, distribution, electronic transmission or copying of LHCC's confidential information is prohibited. Such information includes, but is not limited to, employee compensation, pending project proposals, leases and contracts under negotiation, financial records of LHCC members and tenants, pending or probable litigation, communications with or work product by legal counsel that is protected by attorney-client privilege and any other matters discussed during an executive session of the Board of Directors.
5. Discussions involving sensitive information should always be conducted in a setting that safeguards the confidentiality of the information. Conversations regarding confidential information generally should not be conducted on cellular phones, or in open office environments, restrooms, common areas, or other places where conversations might be overheard.

I have read the NON-DISCLOSURE OF CONFIDENTIAL INFORMATION and understand that by signing below that I acknowledge and agree to adhere to the LHCC Code of Conduct confidentiality policy:

SIGNATURE _____

PRINTED NAME _____

TODAY'S DATE _____

CONFLICT OF INTEREST STATEMENT

I acknowledge the following:

1. As a member of the Board of Directors of Lake Holiday Country Club, Inc. (LHCC) I understand that I have a fiduciary duty to LHCC, which requires me to consider only the best interests of LHCC when voting on any matter and to exclude any competing interest from consideration.
2. If any Director has any potential or actual duality of interest which may compete with their fiduciary duty, the Director agrees to disclose that conflict on the record and is encouraged to do so each time a relevant agenda item is being discussed at a Board of Directors meeting.
3. A Conflict of Interest for these purposes is defined as any direct, indirect or family financial interest such as an ownership or investment interest in any entity with which LHCC has any potential and/or existing proposal or contract or other agreement, and/or who has a compensation arrangement with LHCC or with any entity or individual with any compensation arrangement with LHCC. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
4. A Director with an actual conflict of interest will recuse themselves from the discussion and vote on the agenda item at issue unless the Board by two-thirds (2/3) majority vote allows the Director to participate and vote because it is in the best interests of LHCC.
5. Any Director may object to allowing a vote on an agenda item at issue by any Director with a potential, actual or undisclosed conflict of interest. If the Director with a potential or actual conflict continues to participate in a discussion and vote on that agenda item, the Director acknowledges these actions may constitute a breach of fiduciary duty and expose the Director to personal liability and/or sanctions outlined in the LHCC Code of Conduct.
6. The minutes of the Board meeting shall contain the names of Directors who disclosed or otherwise were found to have a financial interest in connection with any actual or possible Conflict of Interest.

I have read the Conflict of Interest Statement and the policy in the Code of Conduct and understand that by signing below I acknowledge and agree to adhere to them.

SIGNATURE _____

PRINTED NAME _____

TODAY'S DATE _____