

**RESOLUTION  
OF THE  
PRAIRIE VIEW PROPERTY OWNERS ASSOCIATION, INC.  
ADOPTING POLICIES AND PROCEDURES  
REGARDING BOARD MEMBER CONFLICTS OF INTEREST**

**SUBJECT:** Adoption of a policy and procedure regarding Director conflicts of interest and a code of ethics.

**PURPOSE:** To adopt a policy and procedure to be followed when a Director has a conflict of interest to ensure proper disclosure of the conflict and voting procedures and to adopt a code of ethics for Directors.

**AUTHORITY:** The Declaration, Bylaws and Articles of Incorporation of the Association and Colorado law.

**EFFECTIVE DATE:** November 1, 2006

**RESOLUTION:** The Association hereby adopts the following policy and procedure regarding Director conflicts of interest:

**1. General Duty**

The Board of Directors shall use its best efforts at all times to make decisions that are consistent with high principles, and to protect and enhance the value of properties of the members and Association. All Directors shall exercise their power and duties in good faith and in the best interest of, and with utmost loyalty to the Association. All Directors shall comply with all lawful provisions of the Declaration and the Association's Articles, Bylaws, and Rules and Regulations.

**2. Definitions**

- a. Conflicting interest transaction means a contract, majority of the disinterested Directors, even if less than a quorum, in good faith approves the conflicting interest transaction; transaction, or other financial relationship between the Association and a Director, or between the Association and a party related to a Director, or between the Association and an entity in which a Director of the Association is a director or officer or has a financial interest.
- b. Director means a member of the Association's Board of Directors.
- c. Party related to a Director means a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director or officer or has a financial interest.

### **3. Loans**

No loans shall be made by the Association to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of the loan until it is repaid.

### **4. Disclosure of Conflict**

Any conflicting interest transaction on the part of any Director or party related to a Director shall be verbally disclosed to the other Directors in open session at the first open meeting of the Board of Directors at which the interested Director is present prior to any discussion or vote on the matter. After disclosure, the interested Director may participate in the discussion and may vote on the matter. The minutes of the meeting shall reflect the disclosure made, the composition of the quorum, and record who voted for and against.

### **5. Enforceability of Conflicting Interest Transaction**

No conflicting interest transaction shall be voidable by an Owner or on behalf of the Association if:

- a. The facts about the conflicting interest transaction are disclosed to the Board, and a majority of the disinterested Directors, even if less than a quorum, in good faith approves the conflicting interest transaction;
- b. The facts about the conflicting interest transaction are disclosed to the Owners entitled to vote on the matter, and the conflicting interest transaction is authorized in good faith by a vote of the Owners entitled to vote on the matter; or
- c. The conflicting interest transaction is fair to the Association.

### **6. Definitions**

Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration shall have the same meaning herein.

### **7. Supplement to Law**

The provisions of this Resolution shall be in addition to and in supplement of the terms and provisions of the Declaration and the law of the State of Colorado governing the community.

### **8. Deviations**

The Board may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.

### **9. Amendment**

This policy may be amended from time to time by the Board of Directors.

### **PRESIDENT'S CERTIFICATION:**

The undersigned, being the President of the Association, certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of

the Board of Directors on **October 5, 2006** and in witness thereof, the undersigned has subscribed his/her name.

**PRAIRIE VIEW PROPERTY OWNERS ASSOCIATION, INC.**

By: signature on file (Ephraim Rempher)