

**RESOLUTION
OF THE
THE OVERLOOK TOWNHOME ASSOCIATION, INC.
ADOPTING POLICIES AND PROCEDURES REGARDING BOARD MEMBER
CONFLICTS OF INTEREST**

Effective Date: January 1, 2014

In compliance with the Colorado Common Interest Ownership Act, the Board of Directors adopts a policy for conflicts of interest.

The Association hereby rescinds any previous policy(ies) concerning conflicts of interest and adopts the following policy for conflicts of interest:

1. Scope. Adoption of a policy and procedure regarding Director conflicts of interest and a code of ethics.
2. Purposes. 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.
3. Authority. The Declaration, Bylaws, Articles of the Association, and Colorado law.
4. Resolution. The Association hereby adopts the following policy and procedure regarding Director conflicts of interest and code of ethics:
 - (a) General Duty. The Board of Directors will 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 will exercise their power and duties in good faith and in the best interest of, and with utmost loyalty to the Association. All Directors will comply with all lawful provisions of the Declaration and the Association's Articles, Bylaws, and if issued, Rules and Regulations. As of the date of adoption of this Policy, conflicting interest transactions of directors and officers of the Association are governed by C.R.S. 7-128-501, pursuant to C.R.S. 38-33.3-310.5, and the provisions of this Policy are intended to comply with such statutes, as amended.
 - (b) Definition. A conflict of interest exists whenever any contract, decision or other action taken by or on behalf of the Board would financially benefit: (i) a Director; (ii) a parent, grandparent, spouse, child, or sibling of the Director; (iii) a parent or spouse of any of the persons in subsection (ii); (iv) an entity in which a Director is a director or officer or has a financial interest.
 - (c) Disclosure of Conflict. Any conflict of interest on the part of any Director shall be verbally disclosed to the other Directors in open session at the first open meeting of the Board of Directors. The interested Director may not be present

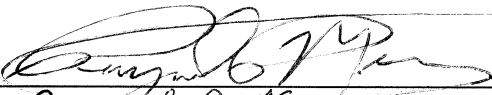
during or participate in the discussion and vote on the matter. The minutes of the meeting shall reflect the disclosure made the abstention from voting of the interested Director, the composition of the quorum, and a record of who voted for and against.

- (d) Failure to Disclose Conflict. Any contract entered into in violation of this policy shall be suspended and unenforceable. In such event, the Board, at the next meeting of the Board, shall vote again on the contract, decision or other action taken in violation of the Policy.
- (e) Code of Ethics. In addition to the above, each Director and the Board as a whole shall adhere to the following Code of Ethics:
 - (i) No Director shall use his/her position for private gain, including for the purpose of enhancement of his/her financial status through the use of certain contractors or suppliers.
 - (ii) No contributions will be made to any political parties or political candidates by the Association.
 - (iii) No Director shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking to obtain contractual or other business or financial relations with the Association
 - (iv) No Director shall accept a gift or favor made with intent of influencing decision or action on any official matter.
 - (v) No Director shall receive any compensation from the Association for acting as a volunteer.
 - (vi) No Director shall willingly misrepresent facts to the members of the community for the sole purpose of advancing a personal cause or influencing the community to place pressure on the Board to advance a personal cause.
 - (vii) No Director shall interfere with a contractor engaged by the Association while a contract is in progress. All communications with Association contractors shall go through the Board President or be in accordance with policy.
 - (viii) No Director shall harass, threaten, or attempt through any means to control or instill fear in any member, Director or agent of the Association.

- (ix) No promise of anything not approved by the Board as a whole can be made by any Director to any subcontractor, supplier, or contractor during negotiations.
- (x) Any Director convicted of a felony while holding office, shall voluntarily resign from his/her position.
- (xi) No Director shall knowingly misrepresent any facts to anyone involved in anything with the community which would benefit himself/herself in any way.
- (xii) Language and decorum at Board meetings will be kept professional. Personal attacks against Owners, residents, managers, service providers and Directors are prohibited and are not consistent with the best interest of the community.
- (f) Definitions. Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration shall have the same meaning herein.
- (g) 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.
- (h) 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.
- (i) Amendment. This policy may be amended from time to time by the Board of Directors.

IN WITNESS WHEREOF, the undersigned certify that this conflict of interest policy was adopted by resolution of the Board of Directors of the Association on this 1st day of January, 2014.

THE OVERLOOK TOWNHOME
ASSOCIATION, INC.
a Colorado nonprofit corporation,


By: Raymond P. Marby
Its: President