

**RESOLUTION
OF RICHARDSON SQUARE CONDOMINIUMS ASSOCIATION, INC.
REGARDING HANDLING OF CONFLICTS OF INTERESTS
INVOLVING BOARD MEMBERS**

SUBJECT: Adoption of a policy regarding handling of board member conflicts of interests pursuant to C.R.S. § 38-33.3-209.5.

PURPOSE: To adopt a policy to be followed when board member conflicts of interests arise.

EFFECTIVE DATE: 4-28, 2016

RESOLUTION: RICHARDSON SQUARE CONDOMINIUMS ASSOCIATION, INC. (the "Association") hereby adopts the following policy:

1. As used in this Resolution, "conflicting interest transaction" means a contract, transaction or other financial relationship between the Association and a Board Member, or between the Association and a party related to a Board Member, or between the Association and an entity in which a Board Member of the Association is a Board Member or officer or has a financial interest.

2. "Board Member" means a member of the Association's Board of Directors.

3. "Party Related to a Board Member" means a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the board member or a party related to a board member has a beneficial interest, or an entity in which a party related to a board member is a director or officer or has a financial interest.

4. No loans shall be made by the Association to its Board Members or officers. Any Board Member 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.

5. A Board Member must disclose to the Board of Directors if a conflicting interest transaction exists for that Board Member. In the event a conflicting interest transaction exists, the Board Member with the conflict of interest shall recuse himself or herself from discussing and voting on the issue.

6. Notwithstanding Section 5 above, no conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions by an owner or on behalf of the Association solely because the conflicting interest transaction involves a Board Member or a party related to a Board Member or an entity in which a Board Member is a director or officer or has a financial interest or solely because the Board Member is present at or participates in the meeting of the Association's Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction

or solely because the Board Member's vote is counted for such purpose if:

(a) The material facts as to the Board Member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors, and the Board of Directors in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Board Members, even though the disinterested Board Members are less than a quorum; or

(b) The material facts as to the Board Member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the board members entitled to vote thereon; or

(c) The conflicting interest transaction is fair as to the Association.

6. Common or interested Board Members may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves, or ratifies the conflicting interest transaction.

7. This conflict of interest policy shall be reviewed periodically by the Association's Board of Directors and updated as is required by the Board or Colorado law.

CERTIFICATION: The undersigned, being the President of RICHARDSON SQUARE CONDOMINIUMS ASSOCIATION, INC., certifies that the foregoing Resolution was approved and adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors of the Association on April 28, 2016.

In witness whereof, the undersigned has subscribed her name.

RICHARDSON SQUARE CONDOMINIUMS ASSOCIATION, INC.

By: Donna Janks
Donna Janks, President