

RESOLUTION OF
GRANDVIEW VILLAS CONDOMINIUMS ASSOCIATION, INC.
REGARDING POLICY AND PROCEDURE FOR
BOARD MEMBER CONFLICTS OF INTEREST

Effective Date: February 2, 2019

Grandview Villas Condominiums Association, Inc. hereby adopts the following policy and procedure for Board member conflicts of interest.

1. Definitions.

(a) "Conflicting Interest Transaction" means a contract, 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) "Interested Director" means the Director having the conflicting interest.

(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.

2. 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 or the Association Members in open session at the first open meeting of the Board of Directors or Members at which the Interested Director is present and prior to any discussion of or vote on the Conflicting Interest Transaction.

3. Voting, Quorum, and Minutes. After disclosure, the Interested Director may participate in the discussion but may not vote on the Conflicting Interest Transaction. The Interested Director may be counted in determining the existence of a quorum. The minutes of the meeting shall reflect the disclosure made, the abstention from voting, the composition of the quorum, and record who voted for and against the Conflicting Interest Transaction.

4. Enforceability of Conflicting Interest Transaction. No Conflicting Interest Transaction shall be voidable by an Owner or 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.

5. 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 plus interest at the rate of eighteen percent (18%) per annum.

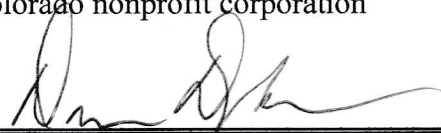
6. Deviations. The Board may deviate from the procedures set forth in this Resolution if, in its sole discretion, such deviation is reasonable under the circumstances.

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

PRESIDENT'S CERTIFICATION:

The undersigned, being the President of Grandview Villas Condominiums Association, Inc., a Colorado nonprofit corporation, 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 February 2, 2019, and in witness thereof, the undersigned has subscribed her name.

GRANDVIEW VILLAS CONDOMINIUMS
ASSOCIATION, INC.,
a Colorado nonprofit corporation

By: 

Dawn Dobson, President