

GRACE PARK II CONDOMINIUM ASSOCIATION, INC.

Conflict of Interest Policy and Procedure

BE IT RESOLVED, that the Association hereby adopts the following procedures to be followed for conflict of interest by a Director.

1. Scope:

To adopt a procedure and policy outlining procedures to be followed for conflict of interest by a Director.

2. Specifics:

A conflict of interest shall be defined as:

- "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.
- "Director" means a member of the Association's Board of Directors.
- "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 the Director has a beneficial interest, or an entity in which a party related to a Director is a director or has a financial interest.

A Director that falls under the category of a potential conflict of interest must disclose such conflict if possible prior to any discussion is begun on the subject that a potential conflict does or may exist. The facts about the conflicting interest transaction should be fully disclosed to the disinterested Board members. The Director must recuse himself or herself from the discussion in its entirety as a Director and may not vote on the subject.

A Director who has recused him or herself may participate as a member of the meeting (not as a Director) if they have moved away from the Directors and are providing additional information as other members of the meeting have the right to provide.

Whenever possible, conflicts of interest should be avoided. This will allow the Directors to provide fiduciary duty without the semblance of impropriety.

At times, Directors or Employees may be in a position to receive gifts from contractors or vendors. These gifts should be refused to remove any semblance of impropriety.

The Association should make no loans to its Directors or Officers.

3. Definitions:

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

4. 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 Project.

5. 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.

6. Amendment:

The Board of Directors may amend this procedure from time to time.

President's Certification: The undersigned, being the President of the Association, certifies that the Board of Directors of the Association adopted the foregoing resolution and in witness thereof, the undersigned has subscribed his/her name.

GRACE PARK II CONDOMINIUM ASSOCIATION, INC.

Kerry Coleman
President

3/1/12
Effective Date