

**RESOLUTION
OF THE
VILLAGES AT COTTON RANCH HOMEOWNER'S ASSOCIATION, INC
(herein the Association)**

SUBJECT:	Adoption of a Policy and Procedure regarding the Directors Conflicts of Interest (herein Conflict).
PURPOSE:	To provide notice of the Association's adoption of a uniform and systematic procedures for Conflict.
AUTHORITY:	The Declaration, Articles, and Bylaws of the Association and Colorado Law.
EFFECTIVE DATE:	
RESOLUTION:	The Association Board of Directors (herein Board) here by adopts the following policy and procedures

The publication of this Resolution on the Association website and an informational letter to all owners shall be considered as notice to owners. Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration shall have the same meaning. The term Board shall be synonymous with Executive Board and the term Declaration is synonymous with Covenants, Conditions and Restrictions. This Policy and Procedure may be amended by the Board. The Board reserves the right to deviate from these procedures if in its sole discretion such deviation is reasonable under specific, documented, and unique circumstances.

General Duty: The Board, its contractors and employees, shall use their best efforts at all times to make decisions that are consistent with high principles and to protect and enhance the value of Owners properties. All Board directors shall exercise their power and duties in good faith and in the best interests of the Association. All Board directors shall comply with all lawful provisions of the Declaration and the Association's Articles, Bylaws, Rules, Regulations, Policies and Procedures.

Definition of Conflicting Interest Transactions (herein Conflict): A Conflict is defined as a contract, transaction or other financial relationship between the Association and a Board director or officer, or between the Association and a party related to a director or officer, or between the Association and an entity in which a director or officer has a financial interest.

Conflict Disclosure: Any Conflicting transaction on the part of any director or officer shall be disclosed to the Board in open meeting at the first opportunity. The nature and type of Conflict shall be recorded in the minutes of the meeting. After the disclosure the disclosing director or officer may participate in the discussion of the matter, but may NOT vote upon the matter.

Failure to Disclose a Conflict of Interest: No Conflict entered in violation of this policy shall void, enjoin, set aside, or give rise to an award of damages or cause other sanctions solely because of the Conflict. After the Conflict violation is disclosed or discovered the Board shall review the Conflicted transaction and may decide to re-vote on the transaction without a vote from the Conflicted director or officer.

Deviation: The Board may deviate from this policy if in its sole discretion, based on specific, unique and documented circumstances.

Certification: The undersigned being the President of the Association certifies that the foregoing Resolution was adopted by the Board on March 10, 2020.

Signed Edward Spivak

President, the Villages at Cotton Ranch Homeowner's Association, Inc., March 10, 2020