

RIVERSIDE PLACE OWNERS' ASSOCIATION, INC.

DIRECTOR CONFLICT OF INTEREST POLICY

Adopted 8/6, 2011

The following procedures have been adopted by the Riverside Place Owners' Association, Inc. ("Association") pursuant to C.R.S. 38-33.3-209.5 and 310.5, at a special meeting of the Board of Managers.

Purpose: To adopt a policy governing the handling of conflicts of interest among Board members;

NOW, THEREFORE, IT IS RESOLVED that the Association does hereby adopt the following responsible governance policy to govern the handling of conflicts of interest among Board members:

1. If any contract, decision, or other action taken by or on behalf of the Board would financially benefit any member of the Board or any person who is a parent, grandparent, spouse, child, or sibling of a Board member or a parent or spouse of any of those persons, the interested Board member shall declare at an open meeting of the Board, that a conflict of interest exists and shall describe in detail all of the particular facts of the conflict of interest, prior to any discussion or action on that issue.
2. The interested Board member may deliver to the Board a letter setting forth a detailed summary of the conflict of interest, which letter shall be read out loud by a non-interested Board member at an open meeting of the Board.
3. After the interested Board member makes such a declaration, the interested Board member may participate in a discussion of the matter giving rise to the conflict of interest. However, the interested Board member may not vote on the issue giving rise to the conflict of interest, and shall leave the room while the vote is being taken. If there is compliance with the terms of this policy, a majority of the disinterested Board members, or any higher number required by the Association's governing documents, may in good faith authorize, or ratify the conflicting interest transaction.
4. The interested Board member may be counted as present when determining whether a quorum of the Board exists.
5. Any contract entered into, any decision made or other action taken in violation of this policy is void and unenforceable.

Riverside Place Owners' Association, Inc.

By: Randy Glover
Randy Glover, President

Attest

[Signature]
Norman Stoller, Secretary

This Conflict of Interest Policy was adopted by the Board of Managers at a special meeting held on the 6 day of AUGUST, 2011, effective the 6 day of AUGUST, 2011, and is attested to by the Secretary of the Riverside Place Owners' Association, Inc.

[Signature]
Norman Stoller, Secretary