

**SINGLETREE PROPERTY OWNERS ASSOCIATION
BOARD POLICY AND PROCEDURE
REGARDING CONFLICTS OF INTEREST**

Adopted: January 15, 2009

The following resolution has been adopted by the Board of Directors ("Board") of Singletree Property Owners Association ("Association") pursuant to Colorado statutes to establish a policy and procedure for handling conflicts of interest by Board members.

RECITALS

(a) The Board wishes to avoid self-dealing, actual or apparent, in its administration of the Association.

(b) The Board wishes to adopt requirements for members of the Board/ Directors ("Board Members") in order to assure sound management of the Association.

NOW, THEREFORE, BE IT RESOLVED that the following shall apply:
Requirements Upon All Members of the Board/Directors.

1. As used in this section, "conflicting interest transaction" means: A contract, or other financial relationship between a nonprofit corporation and a director of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest.

2. 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 in a proceeding by a member or by or in the right of the nonprofit corporation, solely because the conflicting interest transaction involves a director or the nonprofit corporation or a party related to a director or an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the nonprofit corporation's board of directors or of the committee of the board of directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if:

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

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

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

3. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

4. For purposes of this section, a "party related to a director" shall mean 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, officer, or has a financial interest.

SECRETARY'S CERTIFICATION: The undersigned, being the Secretary of Singletree Property Owners Association, a Colorado non-profit corporation, certifies that the foregoing policy and procedure regarding Conflict of Interest was adopted by the Board of Directors of the Association and in witness thereof, the undersigned has subscribed his/her name.

SINGLETREE PROPERTY OWNERS ASSOCIATION,
a Colorado non-profit corporation

By: *Diane Swind Levin*
Secretary