

WOODSTREAM FALLS CONDOMINIUM ASSOCIATION, INC.
Manager Conflict of Interest Policy

The following Manager Conflict of Interest policy was adopted by the Board of Managers of Woodstream Falls Condominium Association, Inc. ("Association") pursuant to C.R.S. § 38-33.3-209.5 and C.R.S. § 38-33.3-310.5, at a regular meeting of the Board of Managers.

Effective Date: January 17, 2024.

NOW, THEREFORE, it is resolved that the Association does adopt the following policy regarding cases where members of the Association's Board of Managers have a conflict of interest, as that term is described herein below:


1. As used in this policy, "Conflicting Interest Transaction" means: A contract, transaction, or other financial relationship between the Association and a Manager (Board Member) of the Association, or between the Association and a party related to a Manager, or between the Association and an entity in which a Manager of the Association is a manager or officer or has a financial interest. As used in this policy, "Officer" means any person designated as an officer of the Association and any person to whom the Manager delegates responsibilities, including, without limitation, a managing agent, attorney or accountant employed by the Association.
2. No loans shall be made by the Association to its Manager or Officers. Any Manager or Officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until the repayment thereof.
3. Any Conflicting Interest Transaction on the part of any Manager or party related to a Manager shall be verbally disclosed to the other Managers in open session at the first open meeting of the Board of Managers at which the interested Manager is present prior to any discussion or vote on the matter. The minutes of the meeting shall reflect the disclosure made. After disclosure, the Manager may participate in the discussion but may not vote on the matter.
4. 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 Association solely because the Conflicting Transaction involves a Manager of the Association or a party related to a Manager or an entity in which a Manager of the Association is a manager or officer or has a financial interest or solely because the Manager is present at or participates in the meeting of the Association's Board of Manager or of the committee of the Board of Manager that authorizes, approves, or ratifies the Conflicting Interest Transaction or solely because the Manager's vote is counted for such purpose if:
 - a. The material facts as to the Manager's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the Board of Managers

or the committee, and the Board of Manager or committee in good faith authorizes, approves, or ratifies the Conflicting Interest Transaction by the affirmative vote of a majority of the disinterested Manager, even though the disinterested Managers are less than a quorum;

- b. The material facts as to the Manager'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 Association.
5. Common or interested Managers may be counted in determining the presence of a quorum at a meeting of the Board of Managers or of a committee which authorizes, approves, or ratifies the Conflicting Interest Transaction.
 6. For purposes of this section, a "party related to a Manager" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Manager or a party related to a Manager has a beneficial interest, or an entity in which a party related to a Manager is a manager, officer, or has a financial interest.
 7. The Association's conflict of interest policies, procedures and rules and regulations shall be reviewed periodically.
 8. This Policy shall replace and supersede all policies, rules, and regulations regarding the subject matter of this Policy.
 9. In the event that a court of competent jurisdiction finds any portion of this policy void or otherwise unenforceable, the other provisions shall remain in full force and effect.

The undersigned hereby certifies that the foregoing resolution was adopted and made a part of the minutes of the meeting of the Board of Manager of the Association conducted on the 17 day of January, 2024.

WOODSTREAM FALLS CONDOMINIUM ASSOCIATION, INC.

By: 
Nicholas Pryor, vice president
(Print Name) (Print Title)