FOXTAIL PINES OWNERS ASSOCIATION

DIRECTOR CONFLICT OF INTEREST POLICY

Adopted August 1, 2026

The following policy has been adopted by Foxtail Pines Owners Association ("Association") pursuant to the provisions of C.R.S. 38-33.3-209.5 and 310.5, at the annual meeting of the members of the Association.

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 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, a party related to any member of the Board or an entity in which any member of the Board has a financial interest, 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. For purposes of this section, a "party related to any member of the Board" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent 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.

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 provided that it is fair to the Association.

4. The interested Board member may be counted as present when determining whether a quorum of the Board exists.

5. Any contract entered into in violation of this policy is void and unenforceable.

6. No loans shall be made by the Association to any member of the Board or officers. Any member of the Board 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. For purposes of this section, “Officer” means any person designated as an officer of the Association and any person to whom the Board delegates responsibilities, including, without limitation, a managing agent, attorney, or accountant employed by the Board.

7. The Association's conflict of interest policies, procedures, and rules and regulations shall be periodically reviewed.

Foxtail Pines Owners Association

By: ________________________________
Spencer Thomas, President

Attest

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Jim Dietvorst, Secretary

This Conflict of Interest Policy was adopted by the Board of Directors at the annual meeting of the members of the Association held on the 1st day of August, 2026, for that purpose; and is effective the 1st day of August, 2026, and is attested to by the Secretary of Foxtail Pines Owners Association.

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Jim Dietvorst, Secretary