

**Resolution
of
Vista Mesa Homeowners Association, Inc.**

Conflict of Interest Policy

The undersigned being all of the Directors of Vista Mesa Homeowners Association, Inc. a Colorado non-profit corporation (the "Association") hereby consent to, vote in favor or, and adopt the following resolution:

WHEREAS, the Board of directors is empowered to govern the affairs of the Association pursuant to Article VII, Section 1(a) of the Bylaws;

WHEREAS, Senate Bill 05-100, approved June 6, 2005, amending the Colorado Common Interest Ownership Act §§3S-33.3-101 et. seq, requires the Association to establish a procedure for conflict of interest; and

WHEREAS, the Board of Directors, in an effort to comply with this statute, desires to establish a policy that shall govern the manner in which the Association's conflict of interest is handled; therefore a need to officially adopt and accept the Conflict of Interest Policy;

IT IS THEREFORE RESOLVED that the policy attached hereto as Exhibit A (hereafter referred to as "The Conflict of Interest Policy") shall be adopted and hereby established as the policy of this Association;

IT IS FURTHER RESOLVED that this policy shall remain in effect until amended or hereby terminated by a majority vote of the Board of Directors, and

IT IS FURTHER RESOLVED that this policy shall take effect January 1, 2006. EXECUTED this 21st day of February 2006.

SIGNED ORIGINAL ON FILE

President

Vice-President

Treasurer

EXHIBIT A

Conflict of Interest

If any contract, decision, or other action taken by or on behalf of the Board of Directors would financially benefit any member of the Board or any person who is a parent, grandparent, spouse, child or sibling of a member of the Board or a parent or spouse of any of those persons, that member of the Board shall declare a conflict of interest for that issue. The member shall declare the conflict in an open meeting, prior to any discussion or action on that issue. After making such declaration, the member may participate in the discussion but shall not vote on that issue.