

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
SOUTHSHORE METROPOLITAN DISTRICT**

ESTABLISHING A CODE OF CONDUCT FOR COMMITTEE MEMBERS

WHEREAS, Southshore Metropolitan District (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado, duly organized and existing pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-1001(1)(h), C.R.S., the Board of Directors of the District (the "**Board**") is empowered with management, control, and supervision of all business and affairs of the District; and

WHEREAS, pursuant to § 32-1-1001(1)(m), C.R.S., the Board is authorized to adopt, amend, and enforce bylaws and rules and regulations not in conflict with the constitution and laws of Colorado for carrying on the business, objects, and affairs of the Board and the District; and

WHEREAS, the Board has established or may establish various committees for the purpose of assisting the Board with the functions of the District; and

WHEREAS, the Board has the authority to appoint and remove members to such committees; and

WHEREAS, to ensure that such committees are operating in an efficient, effective and ethical manner, the Board desires to set forth a code of conduct for members appointed to any such committee of the District (each a "**Committee Member**").

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

Code of Conduct

Each Committee Member appointed by the Board to any committee established by the Board of the District shall adhere to the following Code of Conduct:

I. No Committee Member shall use her/his position for private gain, including for the purpose of enhancement of his/her financial status through the use of certain contractors or suppliers.

2. No Committee Member shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking to obtain contractual or other business or financial relations with the District.

3. No Committee Member shall accept a gift or favor made with the intent of influencing a decision or action on any official matter.

4. No Committee Member shall receive any compensation from the District for acting as a volunteer.

5. No Committee Member shall willingly misrepresent facts to the owners, residents and taxpayers of the District for the sole purpose of advancing a personal cause or influencing the community to place pressure on any committee or the Board to advance a personal cause.

6. No Committee Member shall harass, threaten, or attempt through any means to control or instill fear in any owner, resident, taxpayer, Board member or agent of the District.

7. Any Committee Member who is in violation of any provision of the covenants governing the community for more than thirty (30) days shall be automatically removed from the committee without further action by the Board.

8. Any Committee Member convicted of a felony shall be automatically removed from the committee without further action by the Board.

9. No Committee Member shall knowingly misrepresent any fact to anyone involved in any matter with the District which would benefit himself/herself in any way.

10. Language and decorum at District and/or committee meetings will be kept professional. Personal attacks against owners, residents, managers, service providers and Board members are prohibited and are not consistent with the best interest of the community.