



Design Review & Covenants Administration Resolution 9; DRB Conflict of Interests Policy & Procedures

WHEREAS, the Board of Directors is responsible for the administration and operation of the Association consistent with the amended provisions of the Reston Documents; and

WHEREAS, Section III.2(f) of the Amended Reston Deed delineates that it is a purpose of the Association to exercise the powers now or hereafter conferred by law on Virginia nonstock corporations and the Property Owners' Association Act ("POAA"), as may be necessary or desirable to accomplish the purposes of the Association; and

WHEREAS, Section XI.2 of the Amended Bylaws of Reston Association ("Amended Bylaws") specifies that the conflict of interest provisions in Section 13.1-871 of the Virginia Nonstock Corporation Act, as may be amended, shall apply to Directors, Officers, members of the Design Review Board ("DRB") and members of all entities and Committees established by the Reston Documents or the Board of Directors; and

WHEREAS, the Reston Association Board of Directors desires the DRB to exercise its decisions in the best interests of the Reston Association and consistent with the provisions of Section 13.1-871 of the Virginia Nonstock Corporation Act.

NOW, THEREFORE, BE IT RESOLVED that the following Conflict of Interests Policy & Procedures shall govern any matter to which the interests of the Reston Association may conflict with the material, personal or economic interest, direct or indirect, of any member of the DRB.

- A. A Conflict of Interests is present when a DRB member has an interest in a DRB application being considered by the DRB, or any panel thereof, which precludes that DRB member from being disinterested in the application. A Conflict of Interests decision on an application is not voidable by the Association solely because of that DRB member's interest if the material facts of the application and that DRB member's interest were disclosed or known to the DRB or any panel thereof prior to any decision and the DRB or any panel thereof authorized, approved, or ratified the decision on the application.
- B. For purposes of Paragraph A, above, any DRB application decision involving a Conflict of Interests situation is authorized, approved, or ratified if it receives the affirmative vote of a majority of the disinterested DRB members during a full DRB meeting or any panel meeting thereof, as appropriate, where a quorum is present. The presence of a DRB member who is considered interested and has disclosed such interest does not affect the validity of any action taken under Paragraph A if the decision on the application is otherwise authorized, approved or ratified as provided in Paragraph A.
- C. For purposes of this Resolution, the mere acquaintance of or friendship with or knowledge of an applicant seeking the approval of the DRB shall not disqualify a DRB member, or make him or her an interested DRB member unless otherwise determined by that DRB member.

D. Examples of Possible Conflict of Interests

A Conflict of Interests may include but not be limited to the following conditions involving the consideration of an application involving:

1. an immediate family member of a DRB member; or
2. an entity served by a DRB member or immediate family member, where the individual serves in the capacity of board or committee member, officer, trustee, partner or employee; or
3. an entity in which a DRB member is employed or in which a DRB member or his/her immediate family member has a material personal or material economic interest, such as equity owner, creditor, consultant, lawyer, accountant or is employed as an independent contractor, with the latter arrangement including any instance where a DRB member may be advising or providing services to an applicant or any affected party with respect to an application before the DRB; or
4. property owned by or in which a DRB member resides, or property owned or controlled by a Cluster or Condominium in which the DRB members owns property or resides or is a director or officer in the Cluster's or Condominium; or
5. the situation where a DRB member has registered as an affected party in a DRB matter, or has initiated a complaint in a DRB matter, including but not limited to a DRB member who is a Cluster or Condominium association officer or director when the Cluster or Condominium association has registered as an affected party in a DRB matter; or
6. the situation where a DRB member has designed, or works for an entity which has designed, a proposed property change or development for which DRB approval is required. "Works for" in the preceding sentence denotes a relationship as an employee or contractor.

E. Procedures When DRB Member Represents Applicant or Affected Party

Any DRB member advising, consulting with, or representing an applicant or affected party before the DRB, whether paid or not, shall be deemed to have a Conflict of Interests and shall abide by the following procedures:

1. Disclose the nature and scope of the relationship to the DRB or any panel thereof, prior to any discussion on the application; or, if later, at any time during the application process when the DRB member first becomes involved or associated with the applicant, affected party and/or the application; and,
2. Recuse himself or herself as a DRB member from further discussion, deliberation, consideration, or voting on the application as a member of the DRB. This shall not prevent the DRB member so recused, from advocating on behalf of the applicant or affected party in his or her private, personal capacity during the hearing before the DRB; and,
3. When presenting any information relative to the application to the DRB, the recused DRB member shall do so from the audience and not from behind the DRB table or dais and shall remain with the

applicant or affected party until the DRB has completed its consideration of the application; and,

4. After presenting his or her position on the pending application, shall be afforded the same rights and privileges to speak and be heard by the DRB or any panel thereof as any other presenter or affected party, and shall be given no more or less deference by the DRB or any panel thereof than any other presenter; however, should public comments not be in order, the DRB member shall not be afforded any unique privilege to speak; and,
5. Not participate nor take part in the consideration, discussion and/or deliberation of application by the DRB; and,
6. Refrain from voting as a DRB member on the application.

F. Minutes

The minutes of any meeting of the DRB at which a DRB member has disclosed a conflict of interests, shall expressly include the disclosure and the nature and scope of a conflict of interest. The minutes of all DRB meetings shall record the individual votes of each of the presiding DRB members on the pending application.

G. Dissemination and Acknowledgement of Policy

1. Annually, prior to the April Full Meeting of the DRB, the Assistant Secretary of the Association shall provide each DRB member a copy of this Policy and specifically ask them to read the Policy and shall request that any DRB member who does not have a current Statement on file, to, complete and execute the Association's Conflict of Interests Statement (Addendum A).
2. Signed Conflict of Interests Statements shall be maintained by the Assistant Secretary of the Association and shall be retained as part of the Association's official books and records.

ATTEST: Resolution was adopted at a Regular Meeting of the Reston Association's Board of Directors held on July 14, 2011.

Cate L. Fulkerson

Assistant Secretary

Addendum A

Reston Association Design Review Board

Conflict Of Interests Statement

NAME:

ADDRESS:

POSITION:

Per Design Review & Covenants Administration Resolution 9; DRB Conflict of Interests Policy & Procedures, I submit the following:

By signing this Statement I certify that I have read the Reston Association Design Review & Covenants Administration Resolution 9; DRB Conflict of Interests Policy & Procedures and agree to comply with the Resolution.

Signature

Date