



PROSPERITY DENVER FUND

CONFLICT OF INTEREST POLICY

This Conflict of Interest Policy of the Prosperity Denver Fund (“Organization”): (1) defines conflicts of interest; (2) identifies classes of individuals within the Organization covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. Definition of conflicts of interest. A conflict of interest arises when a person in a position of authority over the Organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
2. Individuals covered. Persons covered by this policy are the Organization’s officers, directors, chief employed executive, and chief employed finance executive.
3. Facilitation of disclosure. Persons covered by this policy will annually disclose or update to the Chair of the Board of Directors in writing any known or potential conflict of interest.
4. Procedures to manage conflicts. For each interest disclosed to the Chair of the Board of Directors, the Chair will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the Organization; or (d) ask the person to resign from his or her position in the Organization or, if the person refuses to resign, become subject to possible removal in accordance with the Organization’s removal procedures. The Organization’s chief managing executive and chief finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Chair of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.