COUNTRYSIDE PROPRIETARY

RESOLUTION NO. 132

MANAGEMENT STANDARDS

WHEREAS, Article VI, Section 8 of the CountrySide Proprietary ("Bylaws") charges the Board of Directors of the CountrySide Proprietary with certain powers of appointment and supervision with respect to all officers, agents and employees of the Proprietary; and

WHEREAS, Article III, Section 3(c)5 of the Covenants and Restrictions of the CountrySide Proprietary further charges the Board with the responsibility for the employment of all agents, persons or entities necessary for the performance of all obligations and duties of the Proprietary; and

WHEREAS, there is a need to establish certain contractual arrangements incidental to delivery of services; and

WHEREAS, it is the intent of the Board of Directors to adopt sound procedural standards for the provision of said services and obligations; and

WHEREAS, the Board desires to rescind Administrative Resolution No. 7 and hereby substitutes Resolution No. 132.

NOW THEREFORE, BE IT RESOLVED THAT Administrative Resolution No. 7 be, and hereby is, rescinded, and that the Board of Directors does hereby adopt the following management standards:

I. The president (or his designee, if said designee has been approved by the Board) shall have the authority to employ or otherwise contract with any person or entity necessary for the conduct and performance of all obligations and duties of the Proprietary within the expenditure parameters as designated in the approved Annual Budget and with the consent of the Board of Directors.

II. In the event that procurement of the above contractual service(s) or agent(s) either exceeds the budgeted allocation or constitutes an expenditure category not represented in the expenditure line items of the Annual Budget, then the president first must notify the Board accordingly and present appropriate justification for engaging the services in question.

III. The president or his/her designee shall at all times maintain high standards of professionalism and adherence to sound business ethics in the employment, management, and supervision of the respective agent(s) and employee(s) of the Proprietary.

IV. In the event that any agent(s) or employee(s) of the Proprietary fails to perform in a likewise exemplary manner in the delivery of a contracted service or fulfillment of a task, then the president or his designee(s) shall have the authority to terminate the respective arrangement after notification to and approval by the Board of Directors.

ATTEST:

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PRESIDENT: Roy Soltoff DATE:

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SECRETARY: Judith A. Startzell DATE: