

COUNTRYSIDE PROPRIETARY

AMENDED AND RESTATED ADMINISTRATIVE RESOLUTION NO. 237

Effective January 1, 2025

DESIGN REVIEW COMMITTEE

WHEREAS, Article III, Section 3(c) of the Amended Declaration (“Declaration”) of the CountrySide Proprietary (“Proprietary”) grants the Board of Directors (“Board”) with all powers for the conduct of the affairs of the Proprietary in accordance with the Governing Documents ; and

WHEREAS, Article VI, Section 1 of the Declaration provides that no construction of any building, fence, wall or other improvements or structures or any exterior addition to or change (including any change of color) or other alteration of a Lot shall be made before an application is submitted to and approved by the Design Review Committee (“Committee”); and

WHEREAS, Article VI, Section 2 and Section 3 of the Declaration, requires the Board to appoint the Committee to review and make decisions on applications to perform alterations upon Lots, to assist in the enforcement of the Governing Documents, and to adopt and promulgate rules and regulations regarding the form and content of plans and specifications to be submitted for approval ; and

WHEREAS, there is a need for the Board to establish said Committee to administer and regulate the external design, appearance and location of existing homes and improvements thereon in such a manner so as to preserve and enhance the overall value and aesthetics of the community at large.

WHEREAS, the Board desires to amend Administrative Resolution No. 237 as noted below.

NOW, THEREFORE, BE IT RESOLVED THAT Administrative Resolution No. 237 is amended as of December 9, 2024, and that the following procedures be adopted and implemented herewith, effective January 1, 2025:

I. RESPONSIBILITIES

- A. The primary responsibility of the Design Review Committee is to review and make decisions on applications to perform alterations upon Lots and advise and assist the Board in monitoring, reviewing and enforcing compliance with the architectural control standards established for the community, and to advise and assist the Board in developing and updating rules and regulations

regarding architectural control and the protection of the environment within the Proprietary as it may consider necessary and appropriate.

- B. The Committee shall render decisions in strict accordance with the provisions of the Proprietary's Design Guidelines. It shall not grant variances from said Design Guidelines. In the event the Committee approves an application that does not comply with the Design Guidelines, the application will immediately be forwarded to the Board as an appeal, notification of said appeal will be provided to the applicant, and the Board will consider such appeal at its next regularly scheduled meeting.
- C. The Board has the complete discretion to determine the scope of responsibility of the Committee and this Charter is not intended to create any restrictions or limitations on the Board's power to determine the jurisdiction or membership of the Committee; provided, however, that the Board cannot remove from the Committee any powers and authorities granted to it by the Declaration.
- D. The Board reserves the right to direct the Committee to discontinue any action as the Board, in its sole discretion, may determine that is not required to be performed by the Committee by the Declaration and the Committee is prohibited from taking any action not delegated to it by the Declaration, this Charter or by a future resolution of the Board.

II. ORGANIZATION and ELIGIBILITY

- A. Membership. Membership is constituted annually in accordance with the following criteria:
 - 1. Committee candidates shall be members of the Proprietary in good standing. For purposes of this Resolution, "good standing" shall be defined as the absence of any liens, suspension of privileges, assessment delinquency in excess of thirty-days past due, architectural violations, or pending legal action with the Association. The Board may, at its own discretion, consider other eligibility factors to ensure that the selected members will serve the best interests of the Association.
 - 2. It is the intent that each Neighborhood be equally represented on the Committee. Recruitment of candidates may be done through the newsletter, word of mouth, announcement at the Annual Meeting, or by any other means deemed appropriate by the Board. Interested candidates should submit a written request for appointment including any personal or professional information which might assist in the appointment process; such requests for appointment should be

submitted to the Design Review Coordinator of the Proprietary's management company, to be forwarded to the Board for approval to serve on the Committee.

- a. In the event that a Neighborhood has no approved representative from that Neighborhood, the Board may at its sole discretion appoint a member to serve in such vacancy. The member need not be a resident of the Neighborhood in which the vacancy has occurred. This position will be considered as an alternate, with voting privileges. At any time, should a member from that Neighborhood be appointed to serve on the Committee, the alternate is required to relinquish the voting position.
 - b. There can be no more than two voting members from any Neighborhood on the Committee. Should there be two or more members from one Neighborhood, the election of the voting member for that Neighborhood will be done via drawing one name from the names of those members of that Neighborhood.
 - c. The Committee shall not exceed seven (7) voting members. The seven (7) votes represent one voting member from each of the Neighborhoods.
 - d. Representatives of the Committee shall not serve simultaneously as voting members of either the Neighborhood Advisory Committee ("NAC") or the Board during their term on the Committee, except that NAC members may, from time to time, serve as alternates to the Committee for their Neighborhood provided that they abstain from voting on applications from their Neighborhood while serving in the capacity of a Committee alternate. NAC members will only be asked to serve as Committee alternates if no other appointed Committee alternates are available.
 - e. All Committee appointees will be required to attend legal training, either in person or by watching a recorded presentation, to ensure that architectural applications and other decisions are compliant with applicable local laws and regulations, and are consistent with the Proprietary's Governing Documents, Resolutions, and guidelines.
3. All Committee appointments are subject to approval by the Board. The Board may refuse to approve the appointment of any volunteer to any Committee, with or without cause.

- B. Chairperson. Unless otherwise designated by the Board, the chairperson of the Committee shall be elected by the Committee members in its first regular meeting of each year. An at large alternate member or a NAC member serving in the capacity as a Committee alternate may not act

as an officer or participate in the election of officers. The duties of the Chairperson include but are not limited to the following:

1. With the assistance of the Design Review Coordinator, develop an annual meeting calendar;
2. Assist in the development of meeting agendas;
3. Preside over/chair Committee meetings;
4. If unable to attend a Committee meeting, the Chair will, at his/her sole discretion, designate a substitute chair (from the Committee membership, the Management Company, another Board member, or other) for that meeting;
5. Oversee and manage Committee discussions and decisions to ensure compliance with the Proprietary's policies and rules;
6. Liaise and advise the management company contact for the Committee (in this case, the Design Review Coordinator);
7. Work with the Design Review Coordinator to ensure meeting minutes are recorded and issued;
8. Keep the Board informed of Committee decisions and initiatives, present Committee recommendations to the Board, and request assistance from the Board as needed;
9. Prepare an annual report to be presented at the Annual Meeting.

C. Term: All Committee members shall serve a one (1) year term commencing upon election and/or appointment and ending when a new committee is appointed in the following year.

D. Resignation and/or Removal: The Board may remove any Committee member or the Chair at any time, with or without cause, upon written notice. Committee members may not remove members of the Committee without Board approval. The unexcused absence of a Committee member from three (3) consecutive regular meetings shall be deemed a resignation.

E. Vacancies: In the event of resignation, removal or death of a Committee member, the vacancy shall be filled by a volunteer approved by the Board, in accordance with Section II A above.

III. OPERATION

A. Meetings: Regular meeting dates shall be established at the first meeting of the committee. Committee meetings shall be held monthly. All meetings shall be publicized ahead of time in the COURIER and on the Proprietary's website; meetings shall be open to the full

membership of the Proprietary, unless an Executive Session is convened.

1. Committee members shall exhibit professional courtesy and respect to all other Committee members, the Directors and Officers of the Proprietary, the owners, managing agent, and staff and employees of the Proprietary.
2. Committee members must maintain the confidentiality of any Proprietary information that may be of a sensitive or confidential nature, such as legal opinions and communications with counsel.
3. Quorum: Any Committee meeting must have a quorum of active members present to conduct official committee business. For the purposes of this Committee, quorum is defined as ***over one-half*** of the current active membership. Specifically:
 - For a committee with an odd number of current members, take one-half of the number of current members and round it to the next whole number (e.g., a five-person committee needs three (3) members for quorum).
 - For a committee with an even number of current members, quorum is represented by one-half of the number of current members plus one (so a six-member committee needs four (4) members present for quorum).
4. A quorum must be present in order to convene a Committee meeting or conduct formal voting procedures. An at large alternate or NAC member serving in the capacity of a Committee alternate may act as a substitute for an absent member until the member is present, another member is appointed by the Board, or in a temporary capacity as provided for in Section II A 2d, above. The primary function of alternate members is to ensure the ability of the Committee to achieve a quorum and to rule on applications on behalf of absent members. Committee members should notify the management company staff or the Committee Chairperson of their inability to attend a Committee meeting no later than 5 full business days prior to that meeting. If the Committee is unable to convene a meeting due to lack of a quorum, the Chairperson may do one of the following:

- a. Reschedule Meeting: The Committee meeting may be rescheduled to a date that falls no later than 15 days after the first NAC meeting of that month. Unless a minimum of three full business days' notice of a rescheduled meeting can be given to applicants, the meeting will be cancelled.
- b. Cancel Meeting: In the event that a regularly scheduled monthly meeting of the Committee cannot be convened due to lack of a quorum, all NAC rulings with regard to design review will either be reviewed by the Committee the following month, or, if an appeal form is filed within 15 days of the NAC meeting, the appeal will be heard at the next regularly scheduled Board meeting. The Board ruling will then be considered final with no further appeal opportunity. Should there be no NAC ruling, the applications will remain in the review process and be reviewed by the NAC and the Committee the following month.

B. Functions

1. Review and approve or disapprove any and all written application requests for additions and/or alterations to an existing structure or lot. Rulings must be made within sixty (60) days from submission of the written application and all other materials and information required by the Committee into the design review process. Applications are considered entered into the design review process on the second day of the month following the month in which the completed application was received in the Proprietary management office. If the second day of the month falls on a weekend or legal holiday, then completed applications will be entered into the design review process on the first business day following that weekend or legal holiday.
2. Committee members should have a thorough working knowledge of current standards and guidelines, as well as the Proprietary's governing documents as they pertain to architectural review and enforcement. See also Section II A 2e, above, for legal training requirements. To promote consistency and uniform enforcement throughout the Proprietary, only those architectural applications which meet the approved Community Guidelines ("Guidelines") may be approved by Committee.

3. If the Committee believes an application which falls outside approved Guidelines has merit and deserves further consideration, the Committee may recommend to the Board that an exception to the Guidelines be made. However, such exceptions can **only** be granted by the Board.
4. Ensure that a copy of the application, together with plans and specifications, is retained in the Committee's permanent files with the Proprietary's management company.
5. Review and evaluate existing rules and regulations and propose modifications or additions, with supporting rationale included in the proposal for Board review and approval.
6. With consent of the Board, develop and distribute architectural guidelines and standards to all homeowners.
7. Receive comments and/or complaints from homeowners involving matters within its jurisdiction and handle them in accordance with the governing documents.
8. Make periodic and final inspections of work in progress to ensure its timely completion and conformity with approved plans.
9. Develop annual Committee budget requests for submission to the Board of Directors.
10. Have a representative of the Design Review Committee attend Board meetings at which appeals of Committee rulings are being heard.
11. Review all actions of any NAC with regard to design review and rescind any approval granted by the NAC, provided that such rescission is taken within fifteen (15) days after the decision is reported by the NAC.

C. Rules and Regulations

1. Ensure consistency of enforcement with respect to compliance with existing rules and regulations governing use of the recreational facilities.
2. Develop and/or recommend changes to existing rules and regulations with respect to safety, harmony of external

design, color and location with respect to architectural modifications.

3. Ensure publication and distribution of all rules and regulations to membership.

D. Reporting

1. The Chairperson shall prepare an annual report on Committee operations for publication in the Courier and on the website, and presentation at the Annual Meeting in December.
2. The Committee shall exchange reports on a regular basis with its review designate, the Neighborhood Advisory Councils. Such reports shall include at least the following:
 - a. Summary of activities during the past month;
 - b. Problems encountered, if any, and assistance required, if any;
 - c. Plans for upcoming months; and
 - d. Recommendations or proposals, if any, with supporting rationale.
3. The Design Review Coordinator shall prepare the minutes of all Committee meetings for submission to the Committee and to the Board.

IV. **DELEGATION OF REVIEW AUTHORITY**

The NAC shall act as the appointed designate on behalf of the Committee with regard to all application review actions required to be taken by the Committee in a respective neighborhood in accordance with the following parameters:

A. Application Review

1. Design review applications shall be routed to the applicant's appropriate NAC by the DRC administrative designate for Proprietary affairs.
2. The NAC, in exercising its review authority, shall at all times be subject to the same rules and regulations governing review criteria and procedures as is the Committee. To promote consistency and uniform enforcement throughout the Proprietary, only those

architectural applications which meet the approved Guidelines may be approved by NAC or DRC.

B. Rulings

1. The NAC must submit to the Committee a complete report of any and all design review rulings and/or actions within seventy-two (72) hours after such action is taken. Failure to comply shall result in waiver of the NAC's right to review. (Refer to Article VI, Section 3 of the Declaration of Covenants and Restrictions.)
2. The Committee retains the right to rescind approvals or conditional approvals granted by the NAC provided such rescinding action is taken within fifteen (15) days after said approval was reported to the Committee by the NAC. The date reported shall be defined as the date of the NAC meeting.
3. No decision by the NAC of a design review nature shall be considered final until the expiration of fifteen (15) days from which time the decision was reported to the DRC, which shall be defined as the date of the NAC meeting.

C. Members Rights of Appeal

1. Any member who is aggrieved by a decision of the NAC with regard to design review may appeal to the Committee, providing such appeal is filed within ten (10) days after the decision has been reported by the NAC. The date reported shall be defined as the date of the NAC meeting.
2. Any member who is aggrieved by a decision of the Committee (e.g., application denied) may appeal to the Board under Resolution 174 (q.v.) and Article VI, Section 3 of the Declaration.

ATTEST:

PRESIDENT: Penelope Francke

DATE:

SECRETARY: Kumar Sangaran

DATE: