

ARB RESOLUTION (AS AMENDED)

ON MOTION made by Thomas Pratt, seconded by Judy Baker (amended ON MOTION by David Maurer, seconded by Thomas Pratt, the amendment agreed upon unanimously), it was unanimously agreed that

WHEREAS the Articles of Incorporation state "...the general purposes for which it [Counselors' Close Community Company (CCCC)] is formed are to provide for maintenance, preservation and architectural control in any lawful manner of the real estate development known as Counselor's Close, Williamsburg, Virginia..." and

WHEREAS the Declaration of Covenants and Restrictions Counselor's Close state:

Article IV. ARCHITECTURAL CONTROL

Section 1. Purpose. The Company shall regulate the external design, appearance, use, location, and maintenance of the Property and of improvements on the property to preserve and enhance values, to maintain a harmonious relationship among structures and the natural vegetation and topography, and to conserve existing natural amenities and ecologically sensitive areas.

Section 2. Conditions. No improvements, landscaping, alterations, repairs, change of paint colors, excavations, changes in grade or other work which in any way alters the exterior of the property or the improvements located on the property from its natural or improved state existing on the date such property was first sold by the Developer to an Owner shall be commenced, made or done without the prior approval of the Company, except as otherwise expressly provided in this Declaration. No building, fence, wall, residence, or other structure(s) shall be commenced, erected, improved, altered, made, or done without the prior written approval of the Company.

Section 3. Procedures. In the event the Company fails to approve, modify or disapprove in writing an application within thirty (30) days after plans and specifications have been submitted in writing to it, in accordance with adopted procedures, approval will be deemed granted.

Article V. PROTECTIVE COVENANTS AND RESTRICTIONS

Section 1. General Restrictions. All lots within the Properties shall be subject to the standards established by the Company.

(a) regarding design, minimum side yard and set back, streets, parking and service areas, lighting, signs, special landscape treatment;

(b) to interpret the covenants including but not limited to rules to regulate animals, antennas, use of outdoor drying lines, trash containers, planting, maintenance and removal of vegetation.

Section 2. Single-Family Residences. No Owner shall occupy or use any unit(s) constructed on a Lot or permit the same or any part thereof to be occupied or used, for any purpose other than a private single-family residence for the Owner and the Owner's family or the Owner's lessees or guests. "Single family" is defined to include only persons related by blood, legal adoption, lawful marriage, and their servants.

Section 3. Noxious or Offensive Activity. No noxious or offensive activity shall be carried on in any lot, unit, or in the Common Area, nor shall anything be done which may be or become an annoyance or nuisance to the Owners or their lessees.

Section 4. Pets. Subject to such limitations as may from time to time be set by the Company, generally recognized house or yard pets, in reasonable numbers, may be kept on a lot, provided such pets are not kept or maintained for commercial purposes. All pets must be kept under the control of their owner when they are outside and must not become a nuisance to other residents, and if any such pets are declared a nuisance by the Company they shall be removed from the Lot within thirty days after written request from the Company.

Section 5. Signs. No signs of any type shall be displayed to public view on any Lot, Unit or Common Area, except customary name, address, and for sale and for rent signs but only as approved by the Company.

Section 6. Mailboxes and Newspaper Tubes. Only mailboxes and newspaper tubes meeting the design standards of the Company shall be permitted, except for mail depositories which are the property of the U. S. Post Office Department.

Section 7. Trash Receptacles. All trash receptacles shall be concealed in a manner approved by the Company.

Section 8. Boats. Trailers. etc. overnight parking or storage of boats, trailers, trucks and all vehicles other than licensed, operable private passenger vehicles shall be prohibited except in an enclosed garage. Except for emergency repairs, no Owner shall repair or restore or permit others to repair or restore any vehicle upon any portion of the Property.

Section 9. Antennae. Exterior television or other antennae, except as approved by the Company are prohibited.

Section 10. Clothes Drying Equipment. Clothes lines or other clothes drying apparatus shall be screened from public view in a manner approved by the Company.

Section 11. Trash Burning. Trash, leave, and other similar material shall not be burned without the written consent of the Company and all appropriate governmental authorities.

Section 12. Model House or Exhibits. No Owner except the Developer shall permit any structure, on his lot to be used as a model house or exhibit without the written consent of the Company.

Section 13. Wells. "No well shall be dug or maintained on any Lot without the written consent of the Company and the City of Williamsburg.

Section 14. Restriction on Further Subdivision. No Lot shall be further subdivided or separated into smaller lots by any Owner other than the Developer without the written consent of Developer, and no portion less than all of such Lot, shall be conveyed or transferred by an Owner other than the Developer, provided, however, that this shall not prohibit deeds of correction, deeds to resolve boundary line disputes, and similar corrective instruments by Owners other than the Developer.

Section 15. Exceptions. The Company may issue temporary permits to except any prohibitions expressed or implied by this section, provided the Board acts in accordance with adopted guidelines and procedures and can show good cause.

Section 16. Maintenance of Property. Each Owner shall keep his Lot(s) and all improvements thereon free of debris and in good order and repair, including, but not limited to seeding, watering and sowing of all lawns, the pruning and cutting of all trees and shrubbery and the painting (or other appropriate external care) of all units and other improvements, all in a manner and with such frequency as is consistent with good property management and so as not to detract from the overall beauty, of the Property and health and safety of other residents. In the event an Owner of any lot shall fail to maintain his lot(s) and the improvements thereon as so specified, the Company, after notice to the Owner as provided in the Bylaws shall have the right to enter upon said Lot(s) to correct any violation of this section stated in much notice and the costs of the provision of such maintenance shall become a special assessment upon such lot.

Each owner may elect to contract with the company or its general contractor for the provision of the maintenance described herein. All costs related to the provision of such maintenance shall become a Special Assessment upon such Lot." and

WHEREAS the Board of Directors is charged by the Articles of Incorporation to manage the affairs of the Company (Article IV). and

WHEREAS the Board desires to establish an Architectural Review Board to assist it in the maintenance of the Architectural integrity of the Close per the legal requirements of the Act of Incorporation and the Declaration of Covenants and Restrictions Counselor's Close and to provide for the review of applications for variances from established conditions, and

WHEREAS the Board desires to maintain a review role in actions reviewed by the Architectural Review Board, it is hereby

RESOLVED THAT an Architectural Review Board of 3 persons appointed by the Board from members living in the Close be established with the express purpose of:

(1) Identifying and reporting to the Board any situations which arise which create an infraction of the rules of the Act of Incorporation or Articles IV or V of the Declaration of Covenants and Restrictions Counselor's Close in regard to either the house or landscaping;

(2) Reviewing applications from members of the Close ^{who} depart from existing conditions as defined in the rules in regard to either the house or landscaping, and be it further

RESOLVED THAT the Board nominate _____, _____ and _____ and that _____ be designated the Chairman of the Board. and be it further

RESOLVED THAT the Board direct the Architectural Review Board to publish a schedule for the monthly submission and review of any homeowner's application so that the Architectural Review Board will have an opportunity of 20 days in which to examine the request and forward their recommendation to the Board for approval along with the required response to the homeowner, and be it further

RESOLVED THAT the Board approve the attached form for submission of homeowner's requests and that the availability of the form from the Management Agency be announced in the Close Connections.

RESOLUTION APPROVED 12-15-97

(date)

M. C. Simpson President

David L. Hansen Secretary

ON MOTION by Tom Pratt, seconded by Judy Baker, and unanimously agreed that

WHEREAS an Architectual Review Board has been established by the Board of Directors, meeting in public session on December 15, 1997, and

WHEREAS the resolution describes this Board to include three (3) persons who reside here in Counselors' Close, it is hereby

RESOLVED THAT Horace Copeland (690), William Perry (662) and Wayne Price (674) be and are hereby appointed to serve on the Company's Architectual Review Board until such time as their successors are appointed, and be it further

RESOLVED THAT William Perry be and is hereby appointed Chairman of this Architectual Review board until such time as his successor is appointed.

RESOLUTION APPROVED 12-15-97
(date)

W. B. Smith President
David B. Smith Secretary

SOCIAL COMMITTEE RESOLUTION

ON MOTION made by Judy Baker, seconded by Carl Jellett, it was unanimously agreed that

WHEREAS the Community of Counselors' Close has traditionally maintained a Social Committee, and

WHEREAS this group has annually provided a worthwhile service, it is hereby

RESOLVED THAT the Board of Directors on behalf of the Counselors' Close Community Company 1) recognizes this valuable support group and 2) expresses its appreciation for past, present and future efforts, and be it further

RESOLVED THAT the Company's Annual Budget include the modest financial requirement necessary for the committee's operation, and be it further.

RESOLVED THAT Mrs. Connie Fisher be and is hereby appointed Chairperson of this Committee until such time as her successor is appointed.

RESOLUTION APPROVED 12-15-97
(date)

M. P. Smith President
Darice L. Hester Secretary

By-laws

WHEREAS the company, Counselor's Close Community Company, was incorporated November 10, 1981 as a non-stock corporation with Articles of Incorporation registered with the County Clerk, Book 13, Page 231{copy attached hereto}; and

WHEREAS Counselor's Close Associates, a Virginia general partnership, filed a Declaration of Covenants & Restrictions, dated December 31, 1981, Book 61, Page 458 {copy attached hereto}; and

WHEREAS the Board approved the by-laws prepared by Otley & Otley, attorneys at law {copy attached hereto}; and

WHEREAS subsequent to 1981, various Boards of Directors have made modifications to the original by-laws and such modifications, in some cases, are in conflict with the Declaration of Covenants & Restrictions as filed in 1981 and are therefore invalid; and

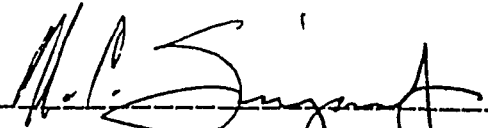
WHEREAS such modified by-laws are creating confusion and difficulties in the administration of the corporation; it is hereby


RESOLVED that all by-laws passed and modifications to by-laws made since the approval of the original 1981 by-laws be and are hereby rescinded

AND THAT the by-laws originally prepared by Otey & Otey and approved by the Board in 1981 be and are hereby re-confirmed and shall constitute the official by-laws of the corporation until such time as they may be modified by the Board, at its discretion, in the future.

AND THAT all special committees created by the Board, including the Steering Committee, Building & Grounds Committee, Communications & Social Committee, Finance Committee, Governmental Affairs Committee and Public Works Committee be and are hereby disbanded and all appointments thereto cancelled.

RESOLUTION APPROVED _____ 12-15-97
(date)

 _____ President

 _____ Secretary

Order: SM3XTHYSY
Address: 628 Counselors Way
Order Date: 03-01-2021
Document not for resale
HomeWiseDocs

Minute Books:

WHEREAS the principles of good corporate governance require that a proper record be kept of the actions, policies and decisions of the Board of Directors; and

WHEREAS the Declaration of Covenants & Restrictions, Article 1, Section 9 stipulates that a "Book of Resolutions" be maintained: and

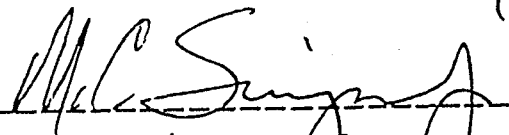

WHEREAS Article VII, Sec.2 of the by-laws specifically charges the Board with keeping "a record of all its acts and corporate affairs"; and

WHEREAS organized records are not available; it is hereby

RESOLVED THAT the Secretary be instructed to conduct a search of records available with previous members of the Board, former officers of the corporation and Brooks Realty Co. and reconstruct to the best of his ability a Minute Book of Directors' Meetings and a Minute Book of Members' Meetings.

AND THAT from this time forward minutes be prepared of all meetings of the Board and a copy of such minutes, duly signed by the Secretary and the Chairman of the meeting, be filed in a permanent record.

RESOLUTION APPROVED 12-15-97
(date)

 President
 Secretary

PAYMENT OF ASSESSMENTS

WHEREAS there is no specific guidance respecting the time for submission of Counselors' Close assessments, and

WHEREAS Article II, Section (b) of the Articles of Incorporation requires that the Board of Directors collect all assessments, and

WHEREAS Article III, Section (d) of the Declaration of Covenants require the Board of Directors to "...set the date(s) such amounts shall become due," and

WHEREAS Article III, section 6 of the Declaration of Covenants states that late payments are those "...not paid within 30 days of the due date. . .," and

WHEREAS the assessments are made at the start of each quarter for that quarter, and

WHEREAS it is customary to pay property obligations in advance, it is hereby

RESOLVED THAT starting with the bill for the Third Quarter of 1998, Brooks Real Estate Inc. be instructed to provide bills to all members for that quarter and every quarter thereafter at least five (5) days before the start of the quarter, and be it further

RESOLVED THAT starting in the Third Quarter of 1998, payment of quarterly assessments and any special assessment paid by the quarter, will be due at Brooks Real Estate Office by the 15th of the first month in each quarter (i.e., January, April, July and October), and be it further

RESOLVED THAT any payment received after thirty (30) days following the 15th of the first month of each quarter shall be considered late, and the amount due "shall bear interest from the date of delinquency at the rate of ten (10) percent per annum. . . ." (Article XI, Assessments, By laws of Counselors' Close Company).

RESOLUTION APPROVED · 3-31-98
(date)

M. C. Smith President

David C. Mader Secretary

RESOLUTION ON EXECUTIVE SESSION

WHEREAS the Board of Directors is in receipt of correspondence which represents the potential litigation of a matter which bears upon the interpretation of the Company's Declaration of Covenants and Restrictions, Counselors' Close, and

~~WHEREAS it is critical for the Board of Directors to discuss matters which bear upon~~ contracts; now, therefore, be it

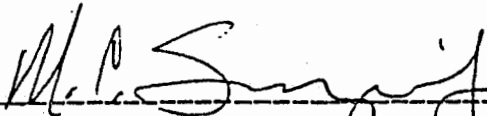
RESOLVED THAT the Board of Directors meet in Executive Session in order that a response may be discussed and a letter drafted to address the concern cited above as well as discuss and consider contracts, and be it further

RESOLVED THAT the Board of Directors does hereby give notice that it will not be returning to Public session this evening.

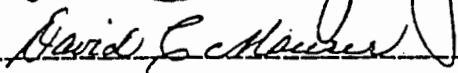
RESOLUTION APPROVED

3-31-98

(date)



President



Secretary

LUMP SUM ASSESSMENT PAYMENT DELETION (AS AMENDED)

WHEREAS a special assessment was imposed in 1998 for the maintenance of Counselors' Close in the amount of \$1200, and

WHEREAS the wording of that special assessment did not adequately express the intent of the Board of Directors that the sum be collected in full in January or in four (4) equal quarterly payments of \$300 each to be collected with the normal quarterly fees, and

WHEREAS the method of collection may have a significant impact on the cash flow required to undertake the capital projects preposed in the Close: be it

RESOLVED THAT all members of Counselors' Close be advised that the special assessment is to be paid in four equal quarterly installments of \$300 each at the time that quarterly fees are submitted and further,

RESOLVED THAT any members who did not submit their first quarterly payment per this schedule may submit their first and second quarterly payments with their third quarterly fee payment with no penalty for payment at that time.

RESOLUTION APPROVED 3-31-98
(date)

M. P. [Signature] President
David C. [Signature] Secretary

MODIFICATIONS TO UNIT 640

WHEREAS a request for modifications to Unit 640 from the owners was forwarded to the Chairperson of the recently created Architectural Review Board, and

WHEREAS in the absence of a clear definition of the ARB's processes and procedures, the Chairperson has moved this request directly to the Board of Directors for resolution, and

WHEREAS the Chairperson, having reviewed the request before it was forwarded, has communicated to the Board that he finds the request made by the homeowners to be reasonable and in good taste; now, therefore, be it

RESOLVED THAT the Board of Directors does hereby approve this request and instructs the Secretary of the Board to inform the homeowners of its decision in writing, copies of which to be forwarded to the ARB and the Management Agency

RESOLUTION APPROVED 3-31-98
(date)

W. C. Smith President
David E. Hansen Secretary

ARB PROCESS AND PROCEDURES (As Amended)

WHEREAS the Board of Directors having passed a resolution in public session, 12-15-97, which establishes an Architectural Review Board (ARB) with the express purpose of

- (1) Identifying and reporting to the Board and the Management Agency in writing any situations which arise which create an infraction of the rules of the Act of Incorporation or Articles IV and V of the Declaration of Covenants and Restrictions Counselors' Close in regards to structures in the Close, and
- (2) Reviewing applications from members of the Close to depart from existing conditions as defined in the rules in regard to their houses, and

WHEREAS this ARB will have as its primary responsibility the monitoring of all changes, modifications, alterations, additions to or deletions from the exterior appearance of the house (or unit) and the homeowner's property as described in Article IV, Sections 1 and 2 of the Company's Declaration of Covenants and Restrictions (the DCR's) now therefore be it

RESOLVED THAT the following responsibilities and procedures be and are hereby diagramed to function as an addendum to the resolution cited above and a copy of the six part, carbonized, multicolored request form to be employed is attached hereto:

RESOLUTION APPROVED 3-31-98
(date)

M. C. Singer President
David C. Hauser Secretary

BID FOR SIGNS (As Amended)

WHEREAS the physical layout of Counselors' Close is such that as many as eighteen (18) townhouse units do not face directly upon our street, Counselors' Way, and

WHEREAS there is a recognized need for signs to assist our visitors, and

WHEREAS two bids for six signs have been received and forwarded to the Board of Directors from the Management Agency: A) from Wright Sign Service of Toano, Va., dated March 17, 1998 in the amount of \$461.20 which includes installation and B) from Signman, Inc. of Yorktown, Va., dated March 26, 1998 in the amount of \$252 (one sided) or \$330 (two sided) and

WHEREAS it was the Wright Sign Service who was charged by Resolution, passed by the Board of Directors in 1996 with the responsibility to prepare a standard real estate "for sale" sign unique to Counselors' Close, and

WHEREAS the quote from Wright Sign Service in the amount of \$461.20 appears to meet the requirements of this project; now, therefore, be it

RESOLVED THAT a contract be prepared which

1. details the specifications of the work to be undertaken;
2. the anticipated completion of the project;
3. the insurance coverage of the service provider, and
4. the payment terms for the project; and be it further

RESOLVED THAT pending approval of a scale drawing to be provided by Wright Sign Service and a review of same by the City of Williamsburg Police Department, the President of the Board be and is hereby authorized to execute the contract in order that this project may commence at the earliest possible date.

RESOLUTION APPROVED 3-31-98
(date)

[Signature] President
[Signature] Secretary

FENCE REPLACEMENT CONTRACT

WHEREAS there is a critical need for repair and replacement of the perimeter fence, and

WHEREAS a bid has been received from Rosenbaum Fence Company of Hampton, VA, dated March 16, 1998, which addresses the repair and replacement of 1120 feet of perimeter fence, and

WHEREAS the bid quotes two (2) options: A) red cedar at \$24,585 and B) Texas Stockade pressure treated pine at \$14,787, and

WHEREAS Option B of this quote (Texas Stockade pressure treated pine) represents the lower cost of the two options quoted and appears to meet the needs of the project; now, therefore, be it

RESOLVED THAT a contract be prepared which details

1. the specifications of the work to be undertaken
2. the anticipated completion of the project
3. The insurance coverage of the contractor, and
4. the payments' terms for the project; and be it further

RESOLVED THAT the President of the Board of Directors be and is hereby authorized to execute the contract in order that this project may commence at the earliest possible date.

RESOLUTION APPROVED 3-31-98
(date)

M. P. Smith President
David C. Haines Secretary

APPROVAL OF MEETING MINUTES

WHEREAS the Board of Directors has met a number of times since early last November: first, to organize following the election of three new Board members; then, in preparation for a Special Public Meeting held December 15; then, the Special Public Meeting; then, a recap session the day following the Special Public Meeting; then, a couple of homework sessions to prepare for this Public Meeting, March 31 and the Public Meeting scheduled for April 7, and

WHEREAS there has not been a Public Meeting since December 15, 1997 in order to approve the Minutes of the sessions cited above, and

WHEREAS the Board of Directors has had the opportunity to review the Minutes of these sessions; now, therefore, be it

RESOLVED THAT the Board of Directors does hereby approve and adopt the Minutes as written of the organization session, 11-11-97; the preparation session for the Special Public Meeting, 12-8-97; the Special Public Meeting, 12-15-97; the Special Meeting recap session, 12-16-97; and the homework sessions, 2-2-98 and 3-17-98, in preparation for the Public Meetings of 3-31 and 4-7-98, and be it further

RESOLVED THAT these approved Minutes be signed by the President and the Secretary, dated, and entered into the Company's Minute Books.

RESOLUTION APPROVED 3-31-98
(date)

[Signature] President
David C. Mauer Secretary

AVAILABILITY OF MINUTES

WHEREAS it is the responsibility of the Counselors' Close Community Company to keep and maintain detailed records of its deliberations and resolutions (as described in the Property Owners' Association Act [POAA], 55-510), and

WHEREAS the deliberations, discussions and actions of the Company's Board of Directors take the form of "Minutes of the Company" and "Resolutions of the Company," and

WHEREAS it is the responsibility of the Company to allow its membership in good standing freedom of access to its Minute and Resolutions Books, it is hereby

RESOLVED THAT two (2) sets of Minutes and two (2) sets of Resolutions be and are hereby created, one set to reside with the Secretary of the Company, the other set to be placed on file with the Company's Management Agency, and be it further

RESOLVED THAT the latter sets (Minutes and Resolutions) be made available to the members in good standing of the Company at the offices of Brooks Management Co., 105 Bacon Ave., Williamsburg (Tel. 229-1507), at a time upon request appropriate to reasonable business hours, and be it further

RESOLVED THAT should a member of the Company desire or require a copy or copies of a particular page from either of the Books cited above, said copy (or copies) will be furnished by the Management Agency at a cost of 25 cents per page which reflects the cost of material and labor. (POAA, 55-510, D.)

RESOLUTION APPROVED 3-31-98
(date)

[Signature] President
David Schaefer Secretary

WHEREAS Article VIII, Section 8 (d) of the By-Laws requires the Treasurer to ". . . cause an annual audit of the Company books to be made by a public accountant at the completion of each fiscal year . . .", and

WHEREAS the Board of Directors passed a resolution in public session on December 15, 1997 authorizing the Treasurer to identify and authorize a Certified Public Accountant to conduct such an audit; and

WHEREAS the Board of Directors is in receipt of the audit report titled "Financial Statements of the year ended December 31, 1997," and has reviewed this report; now be it

RESOLVED THAT Brooks Real Estate be authorized by the Treasurer to pay the auditor's fee of \$270; and be it further

RESOLVED THAT the firm of Richard J. Rafter, Certified Public Accountant, be and is hereby appointed Auditor for the year ending December 31, 1998.

RESOLUTION APPROVED 3-31-98
W. A. Sargent President
David C. Haines Secretary

Resolution Ownership and Responsibilities For Garages:

WHEREAS it is important to clarify ownership and responsibility for the upkeep, maintenance, repair and replacement of the garages located on the common property of the Counselors' Close Community Company; and

WHEREAS research of court records, the Counselors' Close Community Company records and Brooks Real Estate records reveals the following:

- A. The garages are owned by the Counselors' Close Community Company and constitute a part of the common property.
- B. The builder, Ron Curtis, identified and assigned the garages for the use of four owners as listed here:

Garage:	1	2	3	4
Unit Owner:	8	10	13	14
House Number:	684	682	678	676

- C. The builder, Ron Curtis, specified in a letter dated 10 January 1994 the duties envisioned for both the Counselors' Close Community Company and the members assigned a garage unit. This letter is quoted here in its entirety:

January 10, 1994

TO: Owners of Counselor's Close
Unit Nos. 8, 10, 13 and 14

As owners of homes in Counselor's Close with the use of a garage, the following are explanatory of the garage units:

1. The garage unit refers to that portion of the common area designated for the shelter parking of vehicles.

2. The owners of Units 8, 10, 13 and 14 shall be granted the right, privilege and license to the exclusive use of one of the garage units as designated on the plat of Section IV; and such license to use shall inure to the benefit of the unit, running with the land, and shall pass with title to the unit. Title to all garage units, however, shall be and remain vested in the Association.

3. Each owner assigned the use of a garage shall be responsible for keeping the interior of such garage unit in good, clean, attractive, and sanitary condition.

4. Any damage to a garage unit shall be immediately reported in writing to the Association.

RESOLVED THAT the Board of Directors shall annually determine the fee required to meet budgeted and any other maintenance or insurance requirements and that special assessments shall be used for any emergent maintenance and repairs or to replenish the reserve fund; and be it further

RESOLVED THAT a ^{contingency} fund of \$600 shall be maintained for emergency repairs; and be it further

RESOLVED THAT separate lines of accounting for all identifiable garage costs, fees and the reserve fund shall be maintained.

Resolution approved 6/18/28

M. C. Singh President


Judith Baker Secretary

Resolution to Correct Balance in Garage Account

Whereas the accounting for fees collected for the maintenance and repair of the garages is maintained in a separate account; and

Whereas the amount originally placed in this account included \$474.48 in excess of the amount that had been collected specifically for garages; let it therefore be

Resolved that upon the completion of this quarter for interest purposes on 1 July 1998 that the management company is directed to transfer this amount plus its interest to the general operating fund.

Resolution approved 6/18/98 

M. C. Singh President

Judith Baker Secretary

Resolution Re: Responsibilities and Procedure Policy of the Architectural Review Board

WHEREAS the Architectural Review Board, by was created on 8 Dec 1997 by a Resolution of the Board per Article IX of the By-Laws to exercise review homeowner changes, modifications, alterations to or deletions from the exterior of the house (or unit) and property as directed in Article IV, Sections 1 and 2 of the Company's Declaration of Covenants and Restrictions (the DCR); and

WHEREAS the Article IV Section 3 of the DCRs states that the Company has 30 days to act on a homeowners request or "...approval will be deemed granted;" and

WHEREAS the Architectural Review Board has indicated a desire for more formal guidance to be issued by the Board in regard to the exercise of their duties; and

WHEREAS the Architectural Review Board has met and recommended the following guidance;

The following procedure will be used by homeowners seeking permission to make ~~perform~~ architectural changes to their house (or unit) and property (such as changes in Williamsburg colors for paint choices, the addition of gutters, etc.):

A. The Management Agency will provide forms in triplicate for use by homeowners to request architectural changes to their house (or unit) and property. The management company will provide the homeowner the correct form for the proposed change or changes.

B. The Homeowner will complete 3 copies of the appropriate application form return all copies to the Management Agency which will record them and the date they were received and submit them to the Architectural Review Board.

C. If in the opinion of the Architectural Review Board the application needs further detail or clarification it will be returned to the homeowner who will make necessary corrections for resubmission to the Architectural Review Board as directed.

D. If an application will have a direct impact on some other member of the Close, the Architectural Review Board is requested to contact that member and advise them of the matter under consideration and to note any comments that they may have.

E. If an application is found to meet the guidelines set forth in the DCRs, the Architectural Review Board unanimously recommends approval of the request, the forms and recommendation for approval will be returned to the Management Agency. The Management Agency shall prepare a letter of notification to the homeowner and provide copies to the Management Company and the Architectural Review Board.

F. In the event an application is deemed by the Architectural Review Board to fail to meet the requirements of the DCRs, if some member impacted by the change objects or if unanimous agreement for approval cannot be reached by Members of the Architectural Review Board, a recommendation of rejection shall be made and forwarded to the Management Agency who shall

notify the member. The letter of notification shall indicate that the member may appeal the rejection at the next Board of Directors Meeting. A copy of this letter shall be provided to each member of the Board of Directors and the Architectural Review Board and the Management Agency's file.

G. If the member desires to appeal a rejection, the member is requested to advise the Board of their intent to appeal at least 3 days before the next Board of Directors meeting.

H. The Architectural Review Board will expeditiously facilitate all requests.

WHEREAS the Board finds this procedure stated here acceptable; be it therefore

RESOLVED THAT this procedure will be used in all applications for all homeowner changes, modifications, alterations to or deletions from the exterior of the house (or unit) and property as directed in Article IV, Sections 1 and 2 of the Company's Declaration of Covenants and Restrictions (the DCR); and be it further

RESOLVED THAT all unanimous decisions of the Architectural Review Board are deemed approved by the Board and no further reference to the Board will be required for approval; and be it further

RESOLVED THAT the Management Agency will distribute copies in a timely manner of any request, associated correspondence regarding requests, and the final action taken on requests so that the Homeowner, the Architectural Review Board and the Management Agency's files are complete.

Resolution Approved 6/18/98

M. C. Sings President
Walter Baker Secretary

**RESOLUTION ON NOTIFICATION TO MEMBERS OF PROPOSED
SCHEDULES IN REGARD TO CONTRACT WORK IN THE CLOSE**

WHEREAS Brooks Real Estate is the designated Management Company for the Counselors Close Community Company; and

WHEREAS the Managment Company performs oversight and coordination of all contracts executed in the Close; and

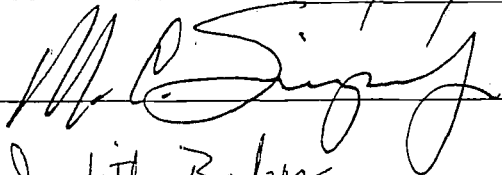
WHEREAS these matters are of interest to the members of the Close who may be affected; be it therefore

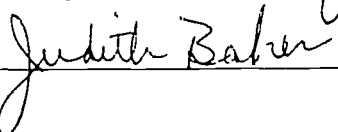
RESOLVED THAT the Management Company will obtain a copy of any schedule associated with a contract and provide it to the Board; and be it further

RESOLVED THAT upon receipt of any schedule from a contractor the Management Company will notify members and residents affected by the schedule at the earliest practical opportunity.

RESOLUTION APPROVED

6/18/98
(date)

 President

 Secretary

**RESOLUTION ON NOTIFICATION TO MEMBERS OF PROPOSED ACTIONS
IN REGARD TO TREES AND MAJOR SHRUBS**

WHEREAS Brooks Real Estate is the designated Management Company for the Counselors Close Community Company; and

WHEREAS the Management Company performs oversight of all Landscaping for the Close; and

WHEREAS the Management Company performs Walk Around Inspections to determine the proposed actions to be taken in regard to Landscaping; and

WHEREAS these matters are of interest to the members of the Close; therefore, be it

RESOLVED THAT upon completion of an inspection and the issuance of the report of that inspection to the Board of Directors, that a copy of a Close Connection; and be it further


will be provided to resident homeowners at the mailbox, and the Management Company will mail copies to members who are not residents; and be it further

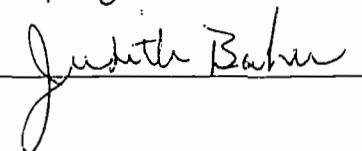
RESOLVED THAT in regard to trees and major shrubs that no action be initiated on the part of the Management Company to execute any proposed action for 10 days after that report is distributed to permit members an opportunity to identify any concerns with the proposed action that they may have, except in emergency situations approved by a Board member; and be it further

RESOLVED THAT should the Management Company choose to proceed despite an objection from one of the members, that action should be reviewed at the next Board meeting before that action is taken.

RESOLUTION APPROVED

6/18/98
(date)


_____, President


_____, Secretary

**MANAGEMENT AGENCY REPRESENTATION AT BOARD OF DIRECTORS'
MEETINGS**

WHEREAS the Counselors Close Community Company employs the services of a management agency, and

WHEREAS this relationship can be defined currently as "full management," including day-to-day operations and oversight of capital projects and

WHEREAS so many of the Company's business operational aspects are in practice on ongoing interaction between the Company's Board of Directors and the Company's Management Agency, now therefore be it

RESOLVED THAT Brooks Management Company, Inc. be requested to have representation at all Board Meetings prepared to discuss the status of projects at the Close and those actions taken or planned in our behalf.

RESOLUTION APPROVED April 21, 1998
(date)

M. P. [Signature] - President
Judith Baker [Signature] - Secretary

MANAGEMENT AGENCY DEALING WITH ROUTINE MAINTENANCE

WHEREAS the Board of Directors is tasked with the management of the Counselors Close Community; and

WHEREAS the Board has a Management Company to assist the Board of Directors; now therefore be it

RESOLVED THAT the Board of Directors by a majority vote instruct the Management Company to order and supervise all routine maintenance jobs of \$500.00 or less.

RESOLUTION APPROVED April 21, 1998
(date)
[Signature] President
Judith Baker Secretary

LEGAL COUNSEL FOR EROSION PROBLEM

WHEREAS the Board of Directors finds it necessary to consult with legal counsel on behalf of the Counselors Close Community Company; and

WHEREAS this consultation is related to the south boundary line; and

WHEREAS this consultation is an expense drawn on the Company's Special Assessment, now therefore be it

RESOLVED THAT the President, Mickey Simpson, authorize counsel Mr. Sheldon Franck to proceed with an initial study of the legal ramifications of the south perimeter erosion problem at a charge of \$300 - \$500, this fee to include a report by Mr Franck to the Board of Directors.

RESOLUTION APPROVED April 21, 1998
(date)

M. C. Simpson President
Judith Baker Secretary

MEETINGS WITH LEGAL COUNSEL

WHEREAS the Board of Directors periodically finds it necessary to consult with its legal counsel on behalf of the Counselors' Close Community Company; and

WHEREAS such consultations are of interest to all Board members; and

WHEREAS this consulting visit is an expense drawn on the Company's Annual Budget, now therefore be it

RESOLVED THAT meetings with legal counsel shall be approved by a majority of the Board and attended by as many members as can conveniently attend; and be it further

RESOLVED THAT minutes of any meeting with counsel by a Board member shall be prepared and shared with the total Board at its next meeting or its next "executive session," as appropriate.

RESOLUTION APPROVED April 21, 1998
(date)

M. P. Singer President
Judith Baker Secretary

**MANAGEMENT AGENCY REPRESENTATION AT BOARD OF DIRECTORS'
MEETINGS**

WHEREAS the Counselors Close Community Company employs the services of a management agency, and

WHEREAS this relationship can be defined currently as "full management," including day-to-day operations and oversight of capital projects and

WHEREAS so many of the Company's business operational aspects are in practice on ongoing interaction between the Company's Board of Directors and the Company's Management Agency, now therefore be it

RESOLVED THAT Brooks Management Company, Inc. be requested to have representation at all Board Meetings prepared to discuss the status of projects at the Close and those actions taken or planned in our behalf.

RESOLUTION APPROVED April 21, 1998
(date)

M. P. Sing - President
Judith Baker - Secretary

MANAGEMENT AGENCY DEALING WITH ROUTINE MAINTENANCE

WHEREAS the Board of Directors is tasked with the management of the Counselors Close Community; and

WHEREAS the Board has a Management Company to assist the Board of Directors; now therefore be it

RESOLVED THAT the Board of Directors by a majority vote instruct the Management Company to order and supervise all routine maintenance jobs of \$500.00 or less.

RESOLUTION APPROVED April 21, 1998
(date)
[Signature] President
Judith Baker Secretary

SIGNATURE AUTHORITY

WHEREAS the Board of Directors is charged with the management of Counselors' Close Community Company; and

WHEREAS that obligation falls equally upon all Board of Directors members; now, therefore, be it

RESOLVED THAT all contracts, leases, or mortgages obligating CCCC be signed only after a Resolution of Approval has been passed by a majority of the Board of Directors; and be it further

RESOLVED THAT all obligations outside of the approved budget be approved by a majority of the Board except in cases of emergency to protect property or lives when it should be approved by a member of the Board of Directors and the Management Company.

RESOLUTION APPROVED April 21, 1998
(date)
[Signature] President
Judith Baker Secretary

BOARD COMMUNICATION WITH MEMBERS OF THE COMPANY

WHEREAS the Board of Directors of the Counselors Close Community Company has adopted by resolution passed in Public Session 12-15-97 the "Close Connections" as the means by which to communicate with the members of the Close; and

WHEREAS the "Close Connections" also contains other information; and

WHEREAS other forms of communication may also be appropriate to convey information from the Board of Directors to property owners; now, therefore, be it

RESOLVED THAT communications to property owners from the Board of Directors in either the "Close Connections" or any other communication shall bear the signatures of the President and the Secretary of the Board of Directors or their representatives.

RESOLUTION APPROVED April 21, 1998
(date)

M. P. Sings President
Judith Baker Secretary

"ASSOCIATION DISCLOSURE PACKAGE" RESOLUTION

WHEREAS the Virginia Property Owners Association Act .Section 55-512.A.2 states that "a statement of any capital expenditure anticipated by the association within the current year and where available the 2 succeeding fiscal years" shall be included in the Homeowner's Disclosure Package; and

"A statement of any capital expenditure anticipated by the association within the current year and, where available, the two succeeding fiscal years."; and

WHEREAS the property manager is contracted and charged to issue the Disclosure package to prospective homeowners; now, therefore, be it

RESOLVED THAT the Treasurer be charged to provide the property manager on a quarterly basis, an updated Three Year Capital Budget and a Three Year Operating Budget which identifies any planned estimated Annual Operating or Special Capital Assessments.

RESOLUTION APPROVED

April 21, 1998
(date)

M. P. Sargent, President

Judith Baker, Secretary

DISCLOSURE PACKAGE

WHEREAS the funding requirement for the capital project to stabilize the south boundary area is uncertain; and

WHEREAS it is the responsibility of the Board of Directors to provide such estimates for three years in the Disclosure Package to be provided to prospective homeowners; and

WHEREAS it is further the responsibility of the Board of Directors to provide estimates of the assessments which may be required to cover these capital estimates; be it therefore

RESOLVED THAT the a Disclosure Package be provided at this time cover the years 1998, 1999, and 2000; and be it further

RESOLVED THAT the Disclosure Package include estimated special assessments of \$1200 in each of the years 1998, 1999, and 2000; and be it further

RESOLVED THAT the Disclosure Package include a paragraph describing the South perimeter problem and explaining the reason for uncertainty attached to these estimates; and be it further

RESOLVED THAT this paragraph be given to Mr. Vernon Geddy III for legal review; and be it further

RESOLVED THAT that the Disclosure Package, including the approved paragraph, be given to Brooks Management for distribution to prospective homeowners as quickly as possible.

RESOLUTION APPROVED April 21, 1998
(date)

[Signature] President

Judith Baker Secretary

OWNERSHIP OF FOUR ATTACHED GARAGES

WHEREAS there been persistent uncertainty through the years with respect to the ownership of the four attached garages which are on the common property of Counselors Close Community Company; and

WHEREAS the deeds of four homeowners contain language which appears to give them an entitlement to these garages; therefore be it

RESOLVED THAT the relevant data concerning these garages be submitted to the lawyer, Vernon Geddy III, for a definitive ruling on the ownership of the four attached garages.

RESOLUTION APPROVED

April 21, 1998
(date)

M. P. Singh President
Judith Baker Secretary

GARAGE COSTS AND REPAIR

WHEREAS there is some question regarding the actual costs attached to maintaining the four attached garages which are on the common property of Counselors Close Community Company; and

WHEREAS there is some question regarding the appropriate assessment required to cover the upkeep of these garages; and

WHEREAS the garage doors require repair and replacement; and

WHEREAS the garage account has sufficient funds at this time to cover such repair or replacement; therefore be it

RESOLVED THAT the President, Mickey Simpson, shall review with Brooks Management the costs attached to upkeep of the garages and report this information to the Board so that appropriate action may be taken if necessary; and be it further

RESOLVED THAT in the interim Brooks Management be authorized to proceed with the necessary repair or replacement of these garage doors.

RESOLUTION APPROVED April 21, 1998
(date)

M. P. Simpson President
Judith Baker Secretary

**RESPONSIBILITY FOR THE MAINTENANCE OF 'PRIVATE LANDSCAPING'
WHEN THE OWNERSHIP OF A PROPERTY CHANGES**

WHEREAS the corporation has overall responsibility for the maintenance of all common areas within Counselors Close; and

WHEREAS the maintenance of the common area is contracted out to a landscaping contractor on a fixed price basis annually; and

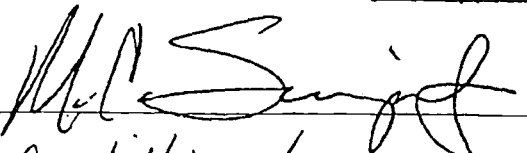
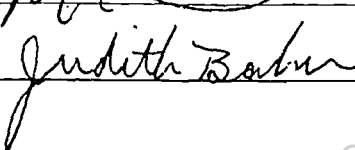
WHEREAS certain homeowners have, from time to time, sought permission to treat certain specified areas of common property located in close proximity to their houses as 'private landscaping'; and

WHEREAS in return for permission to establish 'private landscaping' the homeowner has agreed to pay all costs of planting flowers and shrubs in the designated area in addition to the ongoing maintenance thereof; and

WHEREAS problems have arisen from time to time when the ownership of a property changes and the new owners do not wish to maintain the 'private landscaping' established by the previous owner. The corporation is then left with the responsibility and cost of converting the 'private landscaping' back to its original 'low maintenance' state; therefore be it

RESOLVED that the management agent be instructed to inspect any property offered for sale and provide the settlement attorney for that property any comments relative to owner responsibility for landscaping. These comments should include any extraordinary landscaping responsibilities that convey to the new owners based on the present state of the property and adjoining public areas and the cost to restore those areas to a low maintenance condition.

RESOLUTION APPROVED 12/15/98
(date)

 President
 Secretary

**RESOLUTION RECOGNIZING THE NEED FOR REPRESENTATION IN
MANAGEMENT DECISIONS CONCERNING THE GARAGES**

WHEREAS the Board of Directors has the overall responsibility the management of the garages including the determination of needed maintenance, annual operational and reserve budgets and the determination of the annual assessments; and

WHEREAS the funding for the operation of the garages and for the reserves to replace the capital improvements which the garages represent is born by the four owners who have license to use the garages: and

WHEREAS the Board is elected by all members of the Close; be it therefore

RESOLVED that garage licensees will be notified in advance when matters concerning management of or budgeting for the garages will be discussed at Board Meetings; and be it further

RESOLVED that the Board pledges to give due consideration to the views expressed by the garage licensees as a result of such notice or at other times in open meetings when such views have not been solicited in advance.

RESOLUTION APPROVED

12/8/03
Date

Bill Mc, President

Bob, Secretary

Resolution on Landscaping Improvements

Whereas landscaping is an essential responsibility of the Board and it is necessary that a systematic approach to setting priorities be established; whereas the Roberts report provided a recommendation for landscaping but is now somewhat outdated and a number of landscaping changes have been made, be it resolved that the Board will exercise its responsibilities in the following manner:

a) The following priorities as set out in the ARC's Report on Landscaping of April 11, 2004 will be established:

In summer/fall 2004, improvements to the entrance, park and street-side planting areas.

In winter/spring 2005, improvements where needed at the front of the units.


In winter/spring 2006, improvements where needed at the back and sides of units.


b) the Roberts Report will be used as the Board chooses to aid in identifying and approving future landscaping proposals, but is not to be construed as an approved plan.

c) When improvements are made, plantings should be simplified and low maintenance plantings should be installed at every opportunity.

d) Residents are encouraged to make improvements themselves, with Board approval.

Resolution Approved: June 14, 2004

 , President
Bill Meeks, President

 , Secretary
Clay Clemens, Secretary

RESOLUTION RECOGNIZING THE NEED FOR INVESTMENT GUIDELINE IN THE
MANAGEMENT OF OUR REPLACEMENT RESERVE AND OTHER FUNDS OF THE
COUNSELORS CLOSE COMMUNITY COMPANY

WHEREAS each member of the Board of Directors has a fiduciary responsibility for the management of the moneys of the Company, and is therefore required to discharge the responsibility with good faith judgment of the best interests of the Company, and

WHEREAS the Company is a corporation within the State of Virginia and is governed by the Prudent Investor Rule of the State of Virginia when making decisions on the investment of such funds, be it therefore

RESOLVED that the funds of the Company shall be invested in such amounts as shall be authorized by the Board; and that all accounts, instruments, and other documentation of such investments shall be subject to the approval of, and may from time to time be amended by, the Board as appropriate, and they shall be reviewed at least annually, and be it further

RESOLVED that the Board shall be guided by the following goals, listed in decreasing order of importance:

1. Safety of principal: the long-term goal is safety of the reserves including protection from the erosion of purchasing power from the effects of inflation.

2. Liquidity and accessibility: funds should be readily available for projected and reasonably available for unexpected expenditures.

3. Minimal costs: investment costs (redemption fees, commissions and other transaction costs) should be minimized.

4. Return: funds should be invested to seek the highest level of return that is consistent with preservation of the purchasing power of the principal and accumulated interest.

RESOLUTION APPROVED

7/12/04
Date

Bill Muehler, President

[Signature], Secretary

RESOLUTION REVISING TERMS OF OFFICE FOR MEMBERS OF
THE ARCHITECTURAL REVIEW COMMITTEE

Whereas the Architectural Review Committee is appointed by and operates at the pleasure of the Board of Directors of the Counselor's Close Community Company; and

Whereas it is proven beneficial to have term limits for the three members of the committee; and

Whereas the Board of Directors feel it would be advantageous to allow longer and staggered terms,

Be it resolved that the three members of the committee be appointed by the Board of Directors to set terms of three years that begin following the annual meeting and not to exceed two consecutive terms, and

Be it further resolved that, in order to implement the staggered terms, one new member to replace Horace Copeland will be appointed and then announced at the annual meeting in 2005. One of the two remaining members will be replaced or reappointed and announced at the annual meeting in 2006. The replacement or reappointment of the third current member would be announced at the annual meeting in 2007.

Resolution Approved on 8/9/04

Bill Met President

[Signature] Secretary

RESOLUTION BY CONSENT OF THE BOARD OF DIRECTORS

Delinquency/Collection Policy

The undersigned, being all current Directors of the Counselor's Close Community Company (the "Association"), hereby consent to the adoption of the following resolution:

RESOLVED, that the Counselor's Close Community Company Delinquency and Collection Policy be adopted as follows:

ASSESSMENTS:

- a. Paid quarterly, dues are payable on the first day of each of the following months: January, April, July, and October without exception.
- b. Dues not received at the offices of the managing agent by the first day of each calendar quarter shall be considered delinquent. All delinquent accounts not paid within thirty days after the due date shall incur a late fee in the amount of 10% per annum interest from the date of delinquency.
- c. All accounts, upon reaching a delinquent balance of \$840.00 or more, will immediately be submitted for collection. In addition, all such accounts will be subject to an additional monthly administrative fee in the amount of \$50.00. The Homeowner will be responsible for all administrative and legal fees incurred by the Association in pursuing collection of the delinquent account.
- d. A returned check fee in the amount of \$25.00 will be applied for each check that is returned "unpaid", regardless of the reason. The managing agent will not redeposit returned checks.

RESOLVED, that each of the Officers and Directors of the corporation is hereby authorized to take such steps and perform such duties as they deem appropriate to implement this resolution.

BE IT FURTHER RESOLVED, that the Secretary of the corporation is hereby directed to file this resolution among the records of the corporation.

BE IT FURTHER RESOLVED, that the foregoing resolution be deemed effective December 31, 2005.

DIRECTOR'S SIGNATURE

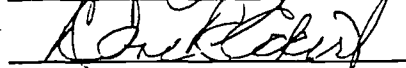
DIRECTOR'S PRINTED NAME

DATE



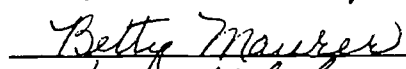
GORDON CHARLTON

9/6/05



DOREEN R. ECKERT

9/06/05



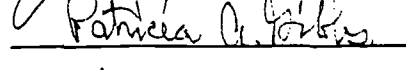
BETTY MAURER

9/06/05



JANICE L. SCHNEELOCH

9/06/05



Patricia A Gibbs

9/06/05

RESOLUTION BY UNANIMOUS CONSENT OF THE DIRECTORS

The undersigned, being all of the Directors of the Counselor's Close Community Company hereby consent to the adoption of the following resolution:

RESOLUTION TO CONSOLIDATE SEVEN PREVIOUS RESOLUTIONS REGARDING THE ARCHITECTURAL REVIEW COMMITTEE INTO ONE COMPREHENSIVE RESOLUTION

WHEREAS the Board of Directors (BoD) established a three-member Architectural Review Board [name changed to Architectural Review Committee (ARC) in 2001] on December 15, 1997, and amended the initial resolution the same day and further adopted resolutions on March 31 and June 18, 1998, on May 9, 2001, and on June 14 and August 9, 2004, the present BoD have consolidated and slightly revised the provisions of the previous resolutions into this comprehensive resolution.

WHEREAS the BoD believe it is important that the three members represent different households and reside in the Close, and

WHEREAS it is proven beneficial to have term limits for the three members of the committee,

BE IT RESOLVED that the chairman and two other members be appointed to terms of two years and not to exceed three consecutive terms; that the terms be staggered, two members beginning in odd numbered years and the third member beginning in even numbered years; and that the terms begin following the annual meeting.

WHEREAS Article II of the Articles of Incorporation states that "the general purposes for which it [Counselor's Close Community Company (CCCC)] is formed are to provide for the maintenance, preservation and architectural control in any lawful manner of the real estate development known as Counselor's Close;" and Article VI states that the affairs of the CCCC shall be managed by the BoD; and the ARC serves at the pleasure of the BoD;

BE IT RESOLVED that the BoD desires the ARC to assist it in the oversight of the architectural integrity and of the landscaping of the Close per the legal requirements of the Act of Incorporation and the Declaration of Covenants and Restrictions (DCR), and to provide for the review of applications from homeowners for alterations to the exteriors of their homes or changes to the landscaping in the immediate vicinity of their homes; and

BE IT RESOLVED that the following procedures be used by homeowners making application for approvals:

1. Homeowners shall obtain from the Property Manager (PM) 3 copies of the required form(s).
2. Upon completion, the homeowner shall return all copies of the form(s) to the PM who shall record the date they were received and forward them within seven business days to the chair of the ARC which must make its recommendation to the BoD within the next 14 days. The DCR states: "In the event the Company fails to approve, modify or disapprove in writing

an application within thirty (30) days after plans and specifications have been submitted in writing to it, in accordance with adopted procedures, approval will be deemed granted." This 30-day interval starts upon delivery of the ARC's recommendation to the BoD.

3. If the ARC judges that the application needs further detail or clarification, it will be returned to the applicant who will make necessary corrections for resubmission to the ARC.
4. To avoid conflict of interest, if a member of the ARC submits an application, it shall be forwarded to the BoD for consideration without a recommendation by the ARC.
5. If the application will have a direct impact on the property or comfort of another owner in the Close, the ARC shall contact the party affected and advise them of the matter under consideration and note any comments they may have.
6. If the application is deemed by the ARC to fail to meet the requirements of the DCR or if an owner affected by the change objects, the request shall be forwarded to the PM who shall notify the applicant. The letter of notification shall indicate that the applicant may appeal the decision at the next BoD meeting. A copy of this letter of notification shall be provided to each member of the BoD and the ARC and be placed in the PM's file.
7. If the applicant desires to appeal a rejection, he or she must advise the BoD of their intentions at least 3 days before the next BoD meeting.

BE IT RESOLVED that the Board finds this procedure stated here acceptable; and

BE IT RESOLVED that this procedure will be used in all applications for all homeowner changes, modifications, alterations to or deletions from the exterior of the house and property as directed in Article IV, Sections 1 and 2 of the Company's DCR; and

BE IT RESOLVED that the PM will maintain a complete file of correspondence regarding requests, and the final action taken on requests.

BE IT FURTHER RESOLVED that the two Architectural Review Committee resolutions adopted on December 15, 1997; the resolutions adopted on March 31 and June 18, 1998, on May 9, 2001, on June 14 and August 9, 2004, be rescinded; and

BE IT FURTHER RESOLVED that this resolution be adopted to be effective as of September ²⁹, 2005.

RESOLVED, that each of the Officers and Directors of the CCCC is hereby authorized to take such steps and perform such duties as they deem appropriate to implement this resolution.

BE IT FURTHER RESOLVED, that the Secretary of the company is hereby directed to file this resolution among the records of the CCCC.

DIRECTORS SIGNATURE

DIRECTORS PRINTED NAME

DATE

Patricia A. Gibbs
Gordon I. Charlton
Janice I. Schneeloch
Elizabeth A. Maurer

Patricia A. Gibbs Sept. 29, 2005
GORDON T. CHARLTON Sept. 29, 2005
JANICE I. SCHNEELOCH SEPT. 29 2005
(BETTY) ELIZABETH A. MAURER SEPT. 29, 2005

Resolution- Sign-Off Form

Page 1 of 2

01/19/04

LAD/My Documents/FORMS

RESOLUTION REINSTATING THE "REGULATION ON NOTIFICATION TO MEMBERS OF PROPOSED ACTIONS IN REGARD TO TREES AND MAJOR SHRUBS," June 18, 1998

Whereas the Resolution on Notification to Members of Proposed Actions in Regard to Trees and Major Shrubs, enacted June 18, 1998, provides for the timely and considered notice to Homeowners at least ten (10) days prior to any removal of trees and major shrubs, and

Whereas the Resolution Regarding Proposed Actions of the Board of Directors that Concern the Common Property, dated March 22, 2005, rescinds the Resolution of June 18, 1998, and notification to homeowners of any action regarding the Common Area is set at four (4) days notice: "that all regular and special meetings of the Board of Directors be publicized at least four days in advance by notices posted at the mail kiosks; and Be it resolved that the notices refer to agenda items, including background information when needed, that concern the common property. . . ."

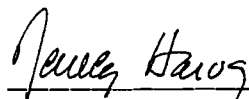
Whereas no provision is made for contacting homeowners who are not in residence, and

Whereas at least ten (10) days notice seems a prudent time for reflection and action,

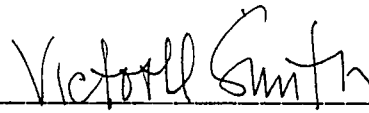
Be it resolved that the Resolution of March 22, 2005, be rescinded and the Resolution of June 18, 1998, be hereby reinstated, April 10, 2006, and

Be it resolved that the Secretary of the Board of Directors is directed to file this resolution among the records of the Counselor's Close Community Company.

Signed:



Nancy Harvey, President



Victor Smith, Secretary

RESOLUTION BY CONSENT OF THE BOARD OF DIRECTORS

Policy on Notification of Intention to Lease a Unit

WHEREAS the First Amendment to Declaration of Covenants and Restrictions of Counselor's Close Community Company "*The Company*", regarding the leasing of units, makes no provision for timely application to the Company in order to determine whether an Owner is eligible to lease a Unit taking into consideration the Rental Cap (10%), the current number of leased Units as of the application date, and the proposed provisions of the lease, and

WHEREAS no Owner shall lease a Unit until the lease has been approved by the Company, and

WHEREAS the First Amendment to Declaration of Covenants and Restrictions of Counselor's Close Community Company makes no provision for the promptness of providing a Lease Agreement pertaining to the Unit before it's execution for the purposes of determining whether the Lease Agreement complies with the requirements of the Declaration and First Amendment to Declaration of Covenants and Restrictions, and

WHEREAS the First Amendment to Declaration of Covenants and Restrictions of Counselor's Close Community Company makes no provision for the promptness of providing a Lease Agreement pertaining to the Unit after it's execution, and the identification of the Tenant(s) and/or Occupant(s) and their contact information, and

WHEREAS the Board of Directors is responsible for authorizing, on behalf of the Company, the leasing of a Unit, and

WHEREAS the Board meets monthly,

The undersigned, being all of the Directors of the Counselor's Close Community Company (*the "Company"*); hereby consent to the adoption of the following resolution:

RESOLVED, that the Counselor's Close Community Company Policy on Intention to Lease a Unit be adopted as follows:

Application of intent to lease a Unit is to be made in writing at least thirty (30) days prior to the proposed effective date of the lease or date of occupancy of any Tenant.

A copy of the proposed Lease Agreement must accompany the notice of intent to lease a Unit.

The application of intent to lease a Unit and the accompanying proposed lease agreement will be delivered to the Board of Directors at the office the Managing Agent.

The Board of Directors will review the declaration of intent to lease a Unit and the proposed lease agreement and will make a determination in writing to the Owner of the Unit no less than thirty (30) days after receipt of the application.

Some applications may require additional supporting documents added to the proposed lease agreement, which may be requested by the Board before an approval is made.

If approved, Owner will furnish an executed copy of the lease agreement within ten (10) days of occupancy by the Tenant as well as the Tenant and all occupant's names and contact information, as well as a written statement of receipt by the Tenant that copies of the Declaration, By-Laws, their Amendments, Board Resolutions, and Rules and Regulations have been received from the Owner.

RESOLVED, that each of the Officers and Directors of the Company is hereby authorized to take such steps and perform such duties as they deem appropriate to implement this resolution.

BE IT FURTHER RESOLVED, that the Secretary of the Company is hereby directed to file this resolution among the records of the corporation.

BE IT FURTHER RESOLVED, that the foregoing resolution be deemed effective June 8, 2006.

DIRECTOR'S SIGNATURE

Jane L. Harcus
Victor H. Smith

DIRECTOR'S PRINTED NAME

Nancy L. Harcus
VICTOR H. SMITH

DATE

6/12/06
6.12.06