

CLEARBROOK Stuart VILLAGE CONDOMINIUM ASSOCIATION  
NO. 18A

(the "Association")

**RESOLUTION CONCERNING DELEGATION OF AUTHORITY TO THE  
CLEARBROOK COMMUNITY ASSOCIATION, INC. TO OBTAIN AN ANNUAL  
AUDITED FINANCIAL STATEMENT PREPARED BY AN INDEPENDENT PUBLIC  
ACCOUNTANT**

**P R E A M B L E**

A. The Bylaws of the Association were recorded in the Middlesex County Clerk's Office on 22<sup>nd</sup> March 1988, in Deed Book 3770 at Page 110, et. seq. ("Bylaws").

B. Article III, Section 1 of the Association's Bylaws provides that the Association may delegate any or all of the powers, duties or responsibilities of the Association's Board of Directors to Clearbrook Community Association, Inc. ("CCA").

C. Article III, Section 3.18(q) of the Amended Bylaws of CCA, which were recorded in the Middlesex County Clerk's office on March 24, 2006 in Deed Book 5647 at Page 171, et. seq., states that CCA's Board of Directors may "accept, by adoption of a resolution of the Board, such delegations of responsibility from the individual Condominium Associations as the Board may, in the reasonable exercise of its business judgment, agree to accept, subject to such terms and conditions as may be set forth in the resolution of the Board accepting such delegation."

D. The Association's Board of Directors has determined that it is in the best interests of the membership to delegate to the CCA Board of Directors the responsibility to obtain an annual audited financial statement prepared by an independent public accountant on the Association's behalf.

**NOW, THEREFORE, BE IT RESOLVED**, on this 8<sup>th</sup> day of FEBRUARY 2017, that the Association hereby delegates the following powers, rights and responsibilities to the CCA Board of Directors:

1. Annual Audit. The CCA Board of Directors shall have the sole power, discretion and obligation to obtain an audited financial statement prepared by an independent public accountant on the Association's behalf. The Annual Audit shall consist of at least the following (1) a balance sheet; (2) an operating (income) statement; and (3) a statement of changes in financial position for the fiscal year, and shall, if practically feasible, be made available to all Members of the Association within one hundred (120) days after the close of the fiscal year.

2. Association Responsible for Additional Fees/Costs. The CCA shall be responsible for the payment of the normal and customary fee(s) charged by the independent public accountant to prepare the Association's Annual Audit. In the event that the independent public accountant charges additional fees, or if for any reasons the cost of the Association's Annual Audit otherwise exceeds the normal and customary fee charged by the independent public accountant, the Association shall be responsible for payment of all additional such fees and/or costs.

3. Liability. The Association agrees to indemnify and hold the CCA, its Board of Directors, officers, employees and agents (the "Indemnified Parties") harmless from any claim, suit, investigation or action made against or with respect to any of the Indemnified Parties for any act or failure to act by any of the Indemnified Parties under the terms of this Resolution. The indemnification provided hereunder includes, without limitation, any attorneys' fees and legal costs incurred by any of the Indemnified Parties in connection the delegated duties.

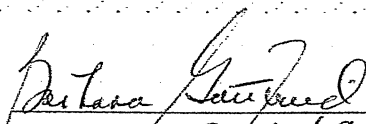
4. Delegation Irrevocable in Certain Instances. This delegation may not be revoked as to any annual audit after receipt of a request to prepare the Annual Audit for the Association by the independent public accountant retained by CCA.

5. Revocation of Delegation. Subject to the terms of paragraph 4 above, this delegation may be revoked by the valid adoption of a resolution of revocation by the Association's Board of Directors and delivery of a properly executed copy of such resolution of revocation to the CCA.

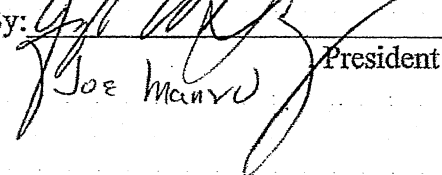
6. Effective Date. This Resolution shall become effective upon the adoption of a resolution by the CCA Board of Directors accepting the delegation set forth in this Resolution

This Resolution is adopted as of the 8<sup>th</sup> day of February, 2017.

ATTEST:

  
Barbara Gottfried, Secretary

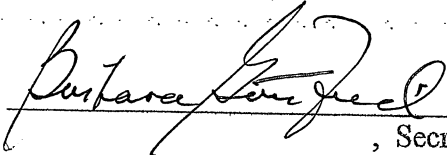
CLEARBROOK STUART VILLAGE  
CONDOMINIUM ASSOCIATION NO. 18A

By:   
Joe Manru, President

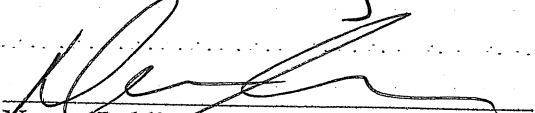
STATE OF NEW JERSEY        }  
  }  
COUNTY OF MIDDLESEX       }

I CERTIFY that on February 10, 2017, Barbara Gottfried personally came before me and this person acknowledged under oath, to my satisfaction, that:

- (a) this person is the Secretary of the Clearbrook Stuart Village Condominium Association No. 18A; a nonprofit corporation of the State of New Jersey, named in this document;
- (b) this person signed this document as attesting witness for the proper corporate officer who is Joseph Manzo, President of the Association;
- (c) this person knows the proper corporate seal of the Association and the proper corporate seal was affixed;
- (d) this document was signed and delivered by the Association as its voluntary act and deed by virtue of authority from its Board of Directors (the "Board");
- (e) this person signed this acknowledgment to attest to the truth of these facts; and,
- (f) this Resolution was duly introduced and was thereafter adopted at a regular scheduled meeting of the board at which quorum was present, by a majority vote of the members of the Board eligible to vote on this matter.

  
\_\_\_\_\_, Secretary

Signed and sworn to before me on the 10<sup>th</sup> day of February, 2017.

  
\_\_\_\_\_  
Notary Public of the State of New Jersey

**Record and Return To:**  
Martin C. Cabalar, Esq.  
Becker & Poliakoff, LLP  
67 Park Place East, Suite 660  
Morristown, NJ 07960

**DONNA GALINDO**  
Commission # 2437416  
Notary Public, State of New Jersey  
My Commission Expires  
**August 14, 2018**