

CLEARBROOK COMMUNITY ASSOCIATION, INC.
("CCA")

**RESOLUTION CONCERNING THE DELEGATION OF AUTHORITY TO
UNDERTAKE MAINTENANCE OF THE ROAD SYSTEM**

P R E A M B L E

A. The Amended Bylaws of the CCA were recorded in the Middlesex County Clerk's office on March 24, 2006 in Deed Book 5647 at Page 171, et seq. (hereinafter, the "Amended Bylaws").

B. Article III, Section 3.18(q) of the Amended CCA, 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."

C. The section associations have determined that it is in the best interests of the membership to delegate to the CCA the responsibility to maintain the road system on the behalf of those Associations that have delegated this responsibility to the CCA.

D. The section associations' delegation of these powers, rights and responsibilities to the CCA is set forth in separate resolutions adopted by the individual section associations attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, on this 7th day of June 2018, that the Board of Directors of the CCA hereby accepts the delegation of the following power, rights and responsibilities from each individual section association:

1. Road Maintenance. The CCA Board of Directors shall have the sole power, discretion, and obligation to maintain the paving of the roads, maintenance of road curbing, road drainage and all other components of the roads in each Condominium (collectively, the "Road System") on the Association's behalf. By accepting these powers and by undertaking the maintenance of the Road System, the CCA has been given all discretionary control the individual associations may have over the Road System. "Discretionary control" includes, without limiting the generality of the foregoing, any alteration, modification to, addition to or deletion from the Road System (collectively, "Change"). If an individual association takes any action to Change the Road System without the prior, written consent by the CCA, the CCA may restore any Changed element of the Road System to its preexisting state at the expense of the individual Association. Alternatively, the CCA may revoke the acceptance of this this delegation of authority and obligation to the CCA, in which event the affected Association shall, 90 days following receipt of the delegation, assume all responsibility for maintenance, repair or replacement of the Road System.

2. Indemnification.

(a) The CCA agrees to indemnify, defend, and hold harmless the individual associations and their directors, trustees, and officers, from and against any and all loss, liability, and/or damage, including reasonable attorneys' fees and legal costs, due to injury (including death) to any person or damage to any property that may occur or be alleged to have occurred as a result, directly or indirectly, of any negligence or willful misconduct of the CCA in the performance of its responsibilities with respect to the delegation of road maintenance responsibilities as set forth in this Resolution.

(b) The individual associations have, through the delegation resolutions set forth in Exhibit A, agreed to indemnify, defend, and hold harmless the CCA, the CCA's directors, trustees, officers, employees and managing agent from and against any and all loss, liability, and/or damage, including reasonable attorneys' fees and legal costs, due to injury (including death) to any person or damage to any property that may occur or be alleged to have occurred as a result, directly or indirectly, from a breach of the terms of the delegation resolution by an individual association, or any negligence or willful misconduct of an individual association in connection with roads within the condominium property of that association.

3. Revocation of Delegation. This delegation may be revoked by an individual association by the valid adoption of a resolution of revocation by that association's Board of Directors and delivery of a properly executed copy of such resolution of revocation to the CCA. Any such revocation shall not become effective until the earlier of: (a) a contract entered into by the CCA that is impacted by the revocation by the individual association has expired or has been terminated by the CCA; or (b) the contractor in connection with any such contract agrees to eliminate the roads of that association under the current contract in effect as of the date of the revocation and the elimination of that association's roads from the contract will not increase the cost of the contractual services to other Clearbrook section associations or the CCA.

3. 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 shall be effective as of the 7th day of June, 2018.

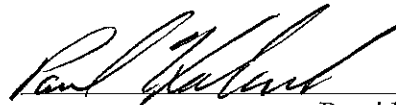
ATTEST:

CLEARBROOK COMMUNITY
ASSOCIATION, INC.



, Secretary

By:



, President

EXHIBIT A

Attach: The individual section associations' Resolutions Concerning the Delegation of Authority to the Clearbrook Community Association, Inc. to Undertake Maintenance of the Road System.