

COUNTRYSIDE PROPRIETARY

RESOLUTION NO. 101

INDEMNIFICATION

WHEREAS, Article III, Section 3 of the Covenants and Restrictions of CountrySide Proprietary grants the Board of Directors all powers for the conduct of the affairs of the Proprietary which are enabled by law or the governing documents; and

WHEREAS, the Board of Directors wishes to indemnify Design Review Committee (DRC) members and Neighborhood Advisory Council (NAC) members of the Proprietary against liability incurred while involved in the conduct of the affairs of the Proprietary.

NOW, THEREFORE, BE IT RESOLVED THAT each DRC member and NAC member of the Proprietary, in consideration of his/her services as such, shall be indemnified by the Proprietary against expenses and liabilities reasonably incurred by his/her in connection with the defense of any civil action, suit or proceeding alleging simple negligence, to which he/she may be a party by reason of his/her service as a DRC member or NAC member of the Proprietary, except to the extent that such liability, damage or injury is covered by any type of insurance. The foregoing right of indemnification shall not be exclusive of any other rights to which the indemnified person may be entitled by law, agreement, vote of the members, or otherwise.

This indemnification does not apply to any action, suit or proceeding alleging criminal conduct, intentional or willful conduct, or conduct amounting to gross negligence. This indemnification is revocable at the option of the Board of Directors.

ATTEST:

PRESIDENT: Roy Soltoff

DATE:

SECRETARY: Judith A. Startzell

DATE: