

**RESOLUTION OF DIRECTORS OF
KENNILWORTH OWNERS' ASSOCIATION, INC.**

The undersigned, being all of the Directors of Kennilworth Owners' Association, Inc. ("KOA") at a Special Meeting of KOA called by the President of KOA on June 12, 2005 in accordance with Article II, Section 5 of the By-Laws of KOA hereby resolve as follows:

RESOLVED, that in order to carry out the purposes of KOA pursuant to Paragraph Second of the Certificate of Incorporation of KOA, a non-refundable charge shall be imposed (the "Extraordinary Road Use Charge") upon any member of KOA owning a home within the gates of Kennilworth doing any demolition, alteration, extension, new construction, cesspool installation, drywell installation, curbcut or other construction work (including, without limitation, decks, fences, swimming pools, tennis courts, gazebos and cabanas) for which a Building Permit or Private Sewage/Drainage Disposal Permit is required from the Village of Kings Point or other applicable municipality having jurisdiction over said premises and shall apply only to projects with such permits or amendments to permits dated from and after the date of this Resolution.

RESOLVED, that the Extraordinary Road Use Charge shall be in an amount equal to the greater of (i) Two Hundred Fifty Dollars and (ii) seventy-five hundredths of One Percent (0.75%) of the estimated cost of work as indicated on the applicable Application for Building Permit, provided, that in the case of an Application for Private Sewage/Drainage Disposal Permit, the Extraordinary Road Use Charge shall be Two Hundred Fifty Dollars (\$250) regardless of the cost of work to be performed, and provided further, that the Extraordinary Use Charge shall cover all work done within a twenty-four (24) month period and during such twenty-four (24) month period shall be capped at Ten Thousand Dollars (\$10,000). Any work conducted pursuant to a single Building Permit taking for more than twenty (24) months to complete shall require an additional payment of Five Hundred Dollars (\$500) per month until the earlier of (a) the expiration of the applicable Building Permit, and (b) the completion of the project as evidenced by a the issuance of a valid certificate of occupancy or the delivery to KOA of a certificate signed by the general contractor or architect for such project certifying that the project in question has been substantially completed. In the event a new or additional Building Permit is required with respect to any project, or if an existing Building Permit is amended to increase the cost of work to be performed, the Extraordinary Use Charge shall, subject to the aforesaid cap, be increased by seventy-five hundredths of One Percent (0.75%) of the total cost of the additional work to be performed and the twenty-four (24) month period shall be deemed to have commenced as of the initial date under the original Building Permit related to the project.

RESOLVED, that the Board shall establish and administer a reserve from the payments of any Extraordinary Road Use Charges to monitor construction related damage within Kennilworth, to effect repairs necessitated by such damage, to maintain the cleanliness of Kennilworth roads, storm sewers and other common areas and elements, to maintain Kennilworth's common landscaping, to provide funds for enforcement of covenants and

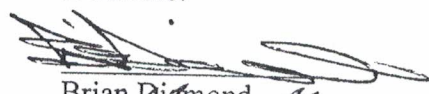
restrictions related to construction activities, to resurface Kennilworth roads from time to time and to otherwise maintain and improve the standards of Kennilworth's common areas.

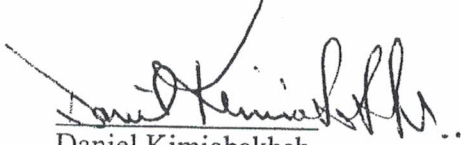
Resolved, that the Extraordinary Road Use Charge shall be administered as a charge for the overburdening of the easement granted to members of KOA over the KOA private roads and not as a damage security deposit and, therefore, the Extraordinary Road Use Charge will not be refunded or returned (except to the extent overpaid by a member). The Extraordinary Road Use Charge shall be in addition to the obligation of any member of KOA undertaking a construction project to comply with the further or other rules and requirements of KOA, including, the furnishing of an indemnification in form and substance satisfactory to KOA.

Resolved, that the Extraordinary Road Use Charge shall be payable prior to the commencement of any demolition or construction requiring a permit from the Village of Kings Point. Any portion of the Extraordinary Road Use Charge due and payable after the twenty-fourth (24th) month of a single project shall be payable on the first day of the twenty-fifth month following the date of the applicable Building Permit, and to the extent applicable, on the first day of each successive six (6) month period, by paying an amount in advance equal to six (6) monthly installments of \$500 each (e.g., 6 x \$500 = \$3,000) and any portion of any such payment which relates to a period following completion of the project shall be refunded by KOA.

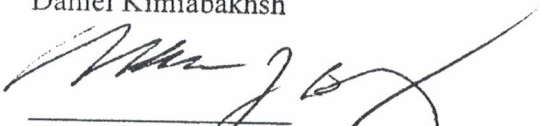
KENNIL WORTH OWNERS' ASSOCIATION, INC.

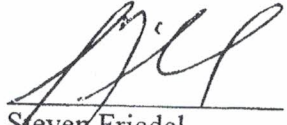
Directors:

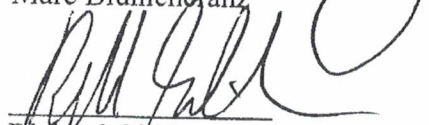

Brian Diamond


Daniel Kimiabakhsh


Robert Metros


Marc Blumencranz


Steven Friedel


Richard Giddon


Mindy Horowitz