

**WALNEY MILLS, WALNEY GLEN AND ENGLEWOOD MEWS HOMEOWNERS
ASSOCIATIONS**

RESOLUTION NO. 1

Joint Pool Committee Charter

WHEREAS, the Deed of Easement recorded in Deed Book 7381, at page 1420, among the land records of Fairfax County, Virginia, evidences an agreement between the Englewood Mews, Walney Glen and Walney Mills Homeowners Associations for the formation of a Joint Pool Committee; and

WHEREAS, this Joint Pool Committee will undertake the governance, maintenance, repair and funding of the Swimming Pool Facility.

NOW THEREFORE be it resolved that each Association's Board of Directors empowers their members of the Joint Pool Committee to undertake such actions in keeping with the filed Deed of Easement and the attached procedures, which further clarifies such responsibilities and duties.

1.0 POWERS AND PURPOSES

The Joint Pool Committee shall be responsible for the use, repair and maintenance of the swimming pool facility for the enjoyment of the three Associations' as outlined in the Easement agreement.

The committee shall:

Have the authority to decide all matters, except those related to ownership of the property, by a majority vote of the members as outlined in Section 3.0.

Elect a Chairman and Secretary at the beginning of each year who shall have the responsibilities as outlined in Section 2.0.

At the end of every year, or at the last meeting of the year, establish a calendar for the following year showing the dates and times for meetings of the committee. This calendar shall be distributed with the minutes.

Meet at least once a month during the pool season.

Prepare and submit a budget for the following year to the respective Boards no later than October first. The final approved budget must be submitted to Walney Mills no later than November first. This budget shall also include the amounts, shown on a quarterly basis, and for the percentages as outlined in the Easement, that each Association shall be billed for by Walney Mills.

Provide for management and operation of the pool through a Pool Management Company of their choosing and monitor the performance of that company.

Establish rules and regulations for the use of the facility.

Perform all functions in a financially responsible manner taking care not to present a financial burden to any one community.

Gather at least three proposals for the repair of any item that exceeds three hundred dollars in value and for selection of a Pool Management Company.

Prepare an annual list at the beginning of each pool season for items that require repair and see to their completion.

Record the names of the duly appointed representatives from each Association in the meeting minutes at the first meeting of the year or as changed.

Adopt the meeting minutes.

Conduct a reserve analysis to ensure adequate reserve funding.

2.0 STRUCTURE

The committee shall consist of two members from Englewood Mews, two from Walney Mills and one from Walney Glen, as per the Easement agreement. In addition to this, the committee shall at the first meeting of the year elect a Chairman and a Secretary to perform those duties as outlined below.

The Chairman shall:

1. See to the smooth operation of the pool committee,
2. Conduct each meeting,
3. Count votes and contact the other Committee members for items which require a vote outside of a duly called meeting,
4. Be the first point of contact for the Pool Management Company.

The Secretary shall:

1. Record the minutes of each meeting and/or decision of the pool committee,
2. Forward adopted minutes to each Associations Board.

Committee members may be replaced by their respective Boards at any time, but it would be beneficial if the representative served for at least a one year term to avoid disrupting the committee continuity.

3.0 VOTING RIGHTS

The affairs of the pool committee will be decided by a majority vote of the members either in person or at a duly called committee meeting or by contact from the committee Chairman. The

number of votes as assigned by the Easement agreement are two for Walney Mills and Englewood Mews and one for Walney Glen. The number of votes is on a per Association basis and may not be split. All decisions will be recorded in the meeting minutes. All members of the Committee must be contacted for items that require attention outside of duly called committee meeting.

4.0 FINANCIALS

Accounting for the pool committee will be handled by Walney Mills who will be responsible for distribution of monthly statements, collection of budgeted moneys from the other associations, payment of the pool expenses, the tracking of income versus expenses and oversight of the reserve account. In addition to this, the financials for the pool will be audited in conjunction with the Walney Mills annual audit.

Each pool expense/income item from the budget will be assigned a separate account number for use in managing and tracking the income or expense. This will prevent the item from being co-mingled with the larger expenses for the Walney Mills Association. Currently there exist two exceptions to this rule. They are trash and insurance. Both of these items are grouped into Walney Mills contracts and as such will be tracked using that account number.

4.1 Monthly Financial Statements

Monthly financial statements will be mailed to each Board. These statements will consist of a current operating statement which shows each pool account and the budgeted versus actual expenses for the current period and for the year to date. In addition to this, if available, the bank statement for the Reserve Account will be included.

4.2 Reserve Account

A separate reserve account will be maintained by Walney Mills with signature cards that will require one signature from each Association for withdrawal of the money. Signatures on this card will require that the signer be bonded by their Association.

4.3 Audit

A summary from the Walney Mills annual audit shall be prepared by the Auditor for the Pool Facility only.

4.4 Billing

Each Association will be billed on a quarterly basis for one-fourth (1/4th) of their percentage amount of the approved budget for the year. The billing dates will be January One, April One, July One, and October One. Remedies for non-payment are covered in Section 5.0.

4.5 Budget Over/Under Runs

In the event that the pool committee is under budget for the year, the non-confirmed excess will be held in Walney Mills interest bearing operating account until that year's audit has been completed. Upon completion of the audit, the exact underage amount with interest will be swept either into the Joint Pool Committees Reserve Account or applied to the current budget. This decision will be made by the Joint Pool Committee who will record the decision in writing. Any

discrepancy between the excess as shown on the end of year financial statement and the audited amount will be explained in writing by Walney Mills to the Joint Pool Committee and the Association's Boards.

In the event that the pool committee is over budget for the year, each community will be billed for their percentage share of the overage. These bills will include copies of the bills for the overage amount. Walney Mills may, at their discretion, cover the overage and bill back to the individual Associations.

5.0 REMEDIES FOR NON-PAYMENT OF QUARTERLY BILLS

Pursuant to the Easement agreement, if any quarterly payment due by an Association is not paid within thirty (30) days of receipt, it will bear interest from the Due Date at a rate of eighteen percent (18%) per annum. Moreover, failure to provide this re-imbusement within ninety (90) days of receipt of the statement entitles Walney Mills to bar members of the delinquent Association from using the swimming pool facility.

6.0 REMEDIES FOR PROTECTING AND MAINTAINING THE SWIMMING POOL FACILITY

In the event that the Joint Pool Committee fails to act in a timely manner or authorize appropriate action for maintenance of the Swimming Pool Facility, Walney Mills may (having an express fiduciary responsibility to maintain the common area of Walney Mills and being the owner of the facility) repair such items on behalf of the Joint Pool Committee for which it must be appropriately reimbursed.

Englewood Mews Homeowners Association

By: ***Signature Not Scanned***

Walney Glen Homeowners Association

By: ***Signature Not Scanned***

Walney Mills Homeowners Association

By: ***Signature Not Scanned***

ATTEST:

I hereby certify that copy of the foregoing Resolution was duly adopted at a meeting of the Board of Directors from the Englewood Mews, Walney Glen and Walney Mills Homeowners Association's this day of February 1995.

Signature Not Scanned

Jack Manbeck, Secretary Walney Mills HOA

Signature Not Scanned

Richard B. Chesley, Secretary Englewood Mews HOA (*Acting*)

Signature Not Scanned

Peter M. Crafts, VP Walney Glen HOA

This Resolution becomes effective thirty (30) days following the date attested hereto.