

dwelling units located in each such Owner's Project and the denominator of which shall be the total number of completed apartment dwelling units located within both Crossing's Project and Haywood Holding's Project.

A dwelling unit shall be deemed completed on the first day of the first calendar quarter following the time a certificate of occupancy or its equivalent is issued by the applicable governmental authority certifying that original construction of such unit has been completed or when occupied by an apartment or condominium tenant or owner, whichever first occurs. Notwithstanding the fact that some portion of either Owner's Project may be originally developed as condominiums as opposed to rental apartment units or that units originally built as rental units may be converted to condominiums, either owner who may be entitled to contribution hereunder shall continue to be entitled to obtain and recover such contributions from the Owner party hereto and shall not be required to bill individual unit owners or condominium homeowners' associations therefor, it being fully intended and agreed that each owner shall remain responsible and legally obligated hereunder for the payment of such contributions unless and until a mutually satisfactory written modification of this Agreement is entered into to substitute a condominium homeowners' association or other entity in the place and stead of the Owner seeking to be relieved or owed the contribution.

4. Expenses Included in Operating Losses. In order to compute the pre-tax operating loss which will be shared as computed in Paragraph 3 above, allowable expenses to offset operating income shall be as follows:

- a. Direct supervision of the operation and maintenance of the recreational facilities;
- b. Salaries, employee benefits, and applicable FICA and other employment and payroll taxes relating to employees directly engaged in operating and maintaining the said recreational facilities;
- c. Repairs, replacements and renovations to keep and maintain the said recreational facilities in good operating condition.