



January 22, 2016

To: Columbia Association Board of Directors
Advisory Committee Chairpersons
Village Board Chairs
Village Managers
Members of the Press
CA Management

From: Andrew C. Stack, Board Chairman

The Columbia Association Board of Directors Meeting will be held on Thursday, January 28, 2016 at 7:30 p.m. at the Columbia Association Building, 6310 Hillside Court, Columbia, MD 21046.

AGENDA

- | | |
|---|---------|
| 1. Call to Order (Announce Directors/Staff in Attendance) | 1 min. |
| 2. Announcement of Closed/Special Meetings Held/To Be Held | 1 min. |
| 3. Approval of Agenda | 1 min. |
| 4. Disclosure of Conflicts of Interest | 1 min. |
| 5. Resident Speakout | |
| 6. Approval of Minutes | 2 min. |
| January 14, 2016 | |
| 7. Chairperson's Remarks | 3 min. |
| 8. President's Report – See written report – Follow-Up Questions from the BOD | 10 min. |
| 9. Committee Chairs' Remarks | 12 min. |
| (a) Board Operations Committee | |
| (b) External Relations Committee | |
| (c) Planning and Strategy Committee | |
| (d) Strategic Implementation Committee | |
| (e) CA Representatives to the Inner Arbor Trust Board of Directors | |
| 10. Recommendations for Board Action | |
| (a) Consent Agenda - None | |
| (b) Recommendations for Action | |
| 1. Approval of Land Swap-Columbia Association and HRD-Tennis Facility | |
| 11. Special Topics and Presentations | 50 min. |
| (a) Update – Columbia 50 th Birthday Celebration | |
| (b) Discussion of Revised Ethics Policies | |
| 12. Committee Agendas | |
| (a) Strategic Implementation Committee | |
| 1. Discussion | |
| (a) Easement Agreements related to the Crescent Property | |
| (b) Committee Tracking Form | |

- (b) External Relations Committee **20 min.**
 - 1. Discussion
 - (a) Recommendations from the Watershed Advisory Committee
re: Watershed Remediation Projects
 - (b) Committee Tracking Form
- 13. Tracking Forms **5 min.**
 - (a) Tracking Form for Board Requests
 - (b) Tracking Form for Resident Requests
- 14. Talking Points **2 min.**
- 15. Adjournment – Anticipated Ending Time: Approximately 10:10 p.m.

Upcoming Board-Related Meetings:

February 4, 2015 – Board Work Session on Board Committee Structure

February 11, 2016 – Board of Directors Meeting

February 18, 2016 – Board Work Session on Budgets, *if necessary*

February 25, 2016 – Board of Directors Meeting

**ARRANGEMENTS FOR AN INTERPRETER FOR THE HEARING IMPAIRED CAN BE MADE BY
CALLING 410-715-3111 AT LEAST THREE DAYS IN ADVANCE OF THE MEETING.**

CA Mission Statement

Working every day in hundreds of ways to make Columbia an even better place to live, work, and play.

CA Vision Statement

Making Columbia the community of choice today and for generations to come.

DRAFT
Minutes of the
BOARD OF DIRECTORS MEETING
Held: January 14, 2016

To be approved: January 28, 2016

A meeting of the Columbia Association Board of Directors was held on Thursday, January 14, 2016, at the Columbia Association Building. Present were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Jeanne Ketley, Alan Klein, and Nancy McCord. Also present were CA President/CEO Milton Matthews, and Chief Staff Liaisons Susan Krabbe and Norma Heim, General Counsel Sheri Fanaroff and Governance Chief of Staff Jane Dembner.

1. Call to Order: The Board of Directors Meeting was called to order at 7:00 p.m. by the Chairman, Andrew Stack.

2. Vote to Hold a Closed Meeting of the CA Board of Directors

Action: Ms. McCord moved to hold a closed meeting of the CA Board of Directors. Mr. Avery seconded the motion, which passed unanimously. Vote: 6-0-0.

For: Messrs. Avery, Boulton, Klein, and Stack, and Mses. Ketley, and McCord

Against: none

Abstain: none

3. Closed Meeting of the CA Board of Directors

4. Announcement of Closed/Special Meetings Held/To Be Held:

The Architectural Resource Committee met on December 14, 2015 at the Columbia Association headquarters. Members present were Jane Dembner, Craig Garrison, Michael Shaw, Debbie Nix, and Gordon MacPhee. Also present were Eva Lambright, Carole MacPhee, Laura Parrish, Sandy Cedarbaum, Pat Loeber, Karen Turcan, Dale Wasmus and Sheri Fanaroff. The vote to close the meeting was 5-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:20 p.m. until 1:40 p.m.

The **Board of Directors** held a closed meeting at the Columbia Association Building on January 11, 2016. Members present were: Reg Avery, Dick Boulton (arrived at 7:25), Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind (via phone), and Andy Stack. CA President/CEO Milton Matthews also attended. The vote to close the meeting was 6-2-0.

For: Messrs. Avery, Dunn, Schwind and Stack, and Mses. Evans and McCord

Against: Mr. Klein and Ms. Ketley

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(i) Discussion of matters pertaining to employees and personnel. The meeting was closed from 7:05 p.m. until 8:05 p.m.

The **Board of Directors** held a closed meeting at the Columbia Association Building on January 14, 2016. Members present were: Reg Avery, Dick Boulton, Brian Dunn (arrived late), Janet Evans (who arrived after

the vote to close), Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind (arrived late), and Andy Stack. CA President/CEO Milton Matthews also attended. The vote to close the meeting was 6-0-0.

For: Messrs. Avery, Boulton, Klein and Stack, and Mses. Ketley and McCord

Against: None

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(iii) consultation with legal counsel on legal matters; and (4)(v) Investigative proceedings concerning possible or actual criminal misconduct. The meeting was closed from 7:05 p.m. until 7:32 p.m.

Present when the open meeting on January 14, 2016 reconvened at 7:37 p.m. were Chairman Andy Stack and members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, and Gregg Schwind. Board member Chao Wu was absent. Also present were CA President/CEO Milton Matthews, Chief Staff Liaisons Susan Krabbe and Norma Heim, General Counsel Sheri Fanaroff, and Governance Chief of Staff Jane Dembner.

5. Approval of Agenda for Open Board of Directors Meeting:

Action: Mr. Avery moved that the agenda be approved as presented. Ms. McCord seconded the motion, which passed unanimously. Vote: 9-0-0

6. Disclosure of Conflicts of Interest: none

7. Resident Speakout:

(a) Joel Hurewitz, Harpers Choice, spoke about guidelines for Inner Arbor Trust representatives and the proposed land swap agreement between CA and Howard Research and Development.

8. Approval of Minutes of December 10, 2015

Action: Ms. McCord moved that the minutes be approved as presented. Ms. Ketley seconded the motion, which passed unanimously. Vote: 9-0-0.

9. Chairman's Remarks: Mr. Stack announced upcoming events:

- January 21; budget forum hosted by PSC at Slayton House
- January 25: stakeholders' dinner with the boards of Howard County Citizens Association and the League of Women Voters at Linden Hall.
- January 28: next CA Board meeting
- February 4: work session at 7:30 p.m. for CA board to talk about improving committee work.
- March 1: Excite Columbia course begins

10. President's Remarks: none

11. Committee Chairs' Remarks:

- (a) Board Operations Committee: none
- (b) External Relations Committee: Mr. Klein said he was impressed by a middle school robotics presentation he attended.
- (c) Planning and Strategy Committee: none
- (d) Strategic Implementation Committee: none
- (e) CA Representatives to the Inner Arbor Trust (IAT) Board of Directors: Mr. Schwind said the IAT Board met on January 7 and the next two months' meetings have been scheduled. Generally, meetings will be held at 8:00 a.m. on the second Wednesday of each month. He said construction of the Chrysalis is underway but completion may be delayed because of a steel supply delay. IAT is trying to get sponsorships to help fund the Chrysalis and is looking at other fundraising possibilities. He also said IAT will enter into an agreement with the county to use the park and the Chrysalis for certain events. Mr. Boulton said IAT is not posting its minutes and financial statements on its website as is required by its agreement with the county; IAT says its financial statements haven't been audited. Mr.

Boulton also said the county is no longer paying administrative expenses for IAT and the only consistent source of income for IAT is \$150,000 paid by IMA to rent part of Symphony Woods.

12. Special Topics and Presentations – none

13. Committee Agendas

(a) Strategic Implementation Committee

1. Discussion

(a) Land Swap – Columbia Association and HRD – Tennis Facility

Open Space Director Dennis Matthey described a proposed agreement between CA and Howard Research and Development to swap approximately 0.4 acres of Town Center open space near Banneker Road Fire Station for parcels in Long Reach that would be used to develop an indoor tennis facility. The board and staff also discussed language in the agreement that requires CA and HRD to hire consultants to develop a planning study regarding frontage on Little Patuxent Parkway between Moore Circle and Gov. Warfield Parkway.

Action: Mr. Schwind moved that the SIC recommend that the Board adopt staff's recommendation to approve a land swap agreement with HRD. Ms. Evans seconded the motion, which passed unanimously. Vote: 3-0-0

(b) Planning and Strategy Committee

1. Discussion:

(a) PSC hosts Board work session on the Proposed Draft FY 17 and Conditional FY 18 budgets

CFO Susan Krabbe presented staff's responses to written questions from board members about the Proposed FY17 and Conditional FY 2018 operating and capital budgets, and responded to questions asked tonight about work hours for part-time staff, funding for an ice rink, and spikes in the capital budget levels.

(b) Beginning the Strategy-Making Process for the CA Board of Directors

The Board brainstormed several possible strategic issues on which to work during calendar year 2016:

- Membership rates
- New Town zoning and shared community vision
- Board committee structure
- Communication with the community
- Make every resident a member of CA – pros and cons
- Get residents more involved and engaged in CA activities
- Creating a community and more activities/engagement attractive to young adults
- CA Vision and Mission
- Make CA athletic facilities more competitive
- Improve relationship between staff and board
- Commercial covenants – under CA's prerogative
- Howard County development review process-determine when and how CA Board gets involved

During the next PSC meeting, the committee may narrow the list of issues and recommend to the full Board a few strategic issues on which to focus during calendar year 2016.

(c) Committee Tracking Form

14. Recommendations for Board Action

(a) Consent Agenda – None

(b) Recommendations for Action

1. Approval of Sister City Relationship with Cap-Haitien, Haiti

Action: Mr. Schwind moved that the Board approved the ERC's recommendation for Columbia to establish a Sister City relationship with Cap-Haitien, Haiti, with the stipulation that exchanges focus on providing services in Haiti. Mr. Avery seconded the motion, which failed. Vote: 3-6-0

For: Messrs. Dunn, Stack, and Schwind

Against: Messrs. Avery, Boulton, and Klein; and Ms. Ketley, Evans, and McCord

Abstain: None

Action: The Board unanimously approved the ERC's recommendation for Columbia to establish a Sister City relationship with Cap-Haitien. Vote: 9-0-0

2. Approval of Proposed Orientation and Organizational Schedule for FY 17

Action: The Board unanimously approved the BOC's proposed Orientation and Organizational Schedule for FY 17. Vote: 9-0-0

3. Approval of the Guidelines for CA Board Members Serving as Representatives on the Inner Arbor Trust Board of Directors

Action: Mr. Stack moved that the CA Board members who also serve on the IAT Board, Mr. Boulton and Mr. Schwind, revise the proposed guidelines and present a new version to the board at the next meeting. Mr. Avery seconded the motion, which passed. Vote: 8-1-0

For: Messrs. Avery, Boulton, Klein, Schwind and Stack and Ms. Ketley, Evans, and McCord

Against: Mr. Dunn

Abstain: none

15. Tracking Forms

(a) Tracking Form for Board Requests: No additions

(b) Tracking Form for Resident Requests: No additions

16. Talking Points: Recording Secretary Valerie Montague read the Talking Points.

17. Adjournment: The meeting was adjourned at 10:00 p.m.

Respectfully submitted,
Valerie Montague
Recording Secretary

JANUARY 2016

Message from the Office of the President/CEO

Columbia prides itself on community engagement and involvement, and there are a variety of ways residents can contribute their time, energy, and talent to the community. For those who are interested in a civic-oriented activity, Columbia offers a unique opportunity – running for election to the Columbia Association Board of Directors.

The Columbia Association (CA) Board of Directors is composed of eleven members – one representative from each of Columbia’s ten villages plus the President/CEO of CA. Representatives from the villages serve either a one-year or two-year term, depending upon each village’s bylaws. In late April 2016, the following villages will hold elections for their representative to the CA Board of Directors: Harper’s Choice, Hickory Ridge, Oakland Mills, Owen Brown, Town Center, and Wilde Lake.

Pursuing election to a board of directors may not be a simple decision, and CA recognizes that potential candidates may have questions or need information before filing the necessary forms. Therefore, the President/CEO and senior staff of Columbia Association are having two information sessions in February for potential candidates. The sessions will be Saturday, February 20 beginning at 10:00 a.m. and Tuesday, February 23 beginning at 7:00 p.m. Both will be held in the Board Room at CA Headquarters at 6310 Hillside Court, Suite 100, Columbia, MD 21046.

Potential candidates are encouraged to attend and learn more about Columbia Association, the role of its Board members, and how service on the CA Board impacts the community. The goal of the sessions is to have a conversation with residents, including addressing their questions, about this opportunity so they can make an informed decision about running for election to the CA Board of Directors.

Columbia will celebrate its 50th birthday in 2017. The community has a storied history and will have even a brighter future. Service on the CA Board of Directors is a chance to become engaged in Columbia as it commemorates its first half-century of existence and moves forward to its next. Residents contemplating this role are highly encouraged and welcomed to attend one of the information sessions to learn how this service can, and does, make a difference.

Sport and Fitness

Aquatics

The Outdoor Pools have begun the hiring process for summer 2016 and 300 applications have been received.

Sport and Fitness (cont'd)

Columbia Swim Center

The Winter Water Challenge has begun at the Columbia Swim Center. All members participating in programs and general fitness can track their time and are eligible to win a prize after 1,000 minutes of activity. The new Wibit™ features at the Swim Center have been a success with the program nearly equaling Splashdown in total number of parties held. Winter and spring lessons/programming are currently open and booking up quickly!

Sport Park/SkatePark

An Arcade Birthday Party option was created for the winter months.

Golf

The Hobbit's Glen team created a focus group to increase awareness and overall satisfaction of the Coho Grill. The group met with owner Chuck Sachs and voiced their concerns and acknowledged the improvements. All information was compiled and distributed to participants. A new Member Benefit Program will be announced in the Spring Letter, and we will discuss member "areas" for after play.

Hobbit's Glen created a new Tournament Committee to plan and create new tournaments to complement the normal schedule. New events should draw participation from various types of memberships and create an atmosphere of fun. A few examples are Welcome Wednesdays, which are aimed to integrate new members with current members; Family Get Golf Ready Program, which is aimed at bringing more families together for the enjoyment/fun of the golf club and Coho Grill; and the New Member Tournament, which is designed to create fun and camaraderie between our new and established members.

The First Tee of Howard County served 660 students in the Life Skills classes and over 15,000 Howard County students with the National School Program and Drive Program. The chapter maintained the ACE level in National Recognition for the third consecutive year. The First Tee simulator is up and running, getting ready for the winter programming. The 2016 schedules and registration will be available at www.thefirstteehowardcounty.org by February 1, 2016.

Indoor/Outdoor Tennis Clubs

Participation in CA's Junior Tennis Programs has increased significantly, as compared to the same time in 2015. Participants are up to 286 from 243 (2015) in the session that ended January 18, 2016. Our adult instructional programs had 212 participants.

USTA league play continues to thrive at our tennis clubs, with 437 players competing in our Adult Mixed 18 and Over USTA league which began play on January 2, 2016.

We hosted special holiday programming from December 24-January 1, which included junior camps, adult camps and a round robin social for seniors. A total of 65 individuals participated across all programs.

Pickleball continues to be popular and offered two days a week at the Owen Brown Tennis Club, with an average of 14-16 players per day.

Cardio Tennis continues to be popular, with an average monthly participation of approximately 100 players.

Columbia Gym

CA's Athlete's Edge Program, a component of Personal Training focusing on athlete performance, provided a Schools-Out Scoring and Offensive Moves Clinic during winter break. The clinic was run by Bill Napolitano, Athlete's Edge Basketball Skills Coach. This was our first scheduled skills clinic and we plan to have more basketball clinic opportunities in February, with a free intro class at the end of January.

Table Tennis will be added on Thursday nights, beginning in February. Badminton, which was added in recent years, continues to grow in popularity and is now available two nights each week.

A new session of Elite Dribblers Basketball Program was launched in KidSpace.

Martial Arts participation in the Columbia Gym remains strong, and the weekly classes held at area elementary schools in partnership with CA School Age Services have been well attended.

Group Fitness classes continue to be popular, especially Zumba, Body Pump, Aqua Fitness, Cardio Dance, and Yoga. The youth Dance Fitness Class was moved to Monday nights to increase attendance.

Personal Training

Rock Your Jeans was a success again this year, with 38 participants working to transform their bodies and drop two jean sizes. Lord and Taylor was our major sponsor again this year; outfits were provided at the Fashion Show/Kick Off at Supreme Sports Club for our models, who were members, clients and CA staff. Additionally, Lord and Taylor provided a certificate for two pairs of jeans for our two participants who achieved the ultimate goal. The winners were presented with their prize(s) on December 5th at the finale held at Columbia Gym. There were also random prize drawings for gift cards from Lord and Taylor, Charm City Run, Honey Bee Boutique, Nerium International, and CA.

In December, Bonnie Pace, Columbia Gym Fitness Training Supervisor, completed her MS in Nutrition and Integrative Health from the Maryland University of Integrative Health.

In January, the Athletic Club and Columbia Gym began sessions of BOOM!, or Boost Our Own Metabolism. BOOM! is a medically supervised program that incorporates pre and post testing, nutrition education, mini-wellness lectures, and HIIT (high intensity interval training) on studio cycles. Participants will experience 16 sessions which are held two-times per week for approximately 45 minutes.

Biggest Winner 2016 "Season 6" kicks off on Saturday, January 30 at the Columbia Gym. Participants will compete individually and as teams to achieve goals based on percentage improvement, highest weight loss (individual and team), and body composition (individual). Teams of four participants will train two-times per week for eight weeks with a CA Personal Trainer. They will also receive 2-30 minute nutrition sessions with CA's Nutritionist(s). Also included are free Nutrition and Wellness seminars and a major all-participant physical challenge to be held on March 19th. Registration is open until January 30 for members, non-members and CA employees. The Success Celebration is scheduled for Wednesday, April 6 at the Columbia Gym.

Columbia Athletic Club

During the first two weeks of 2016, the Athletic Club had approximately 1200 more visits than the same time in 2015.

The Athletic Club also has launched a new series of small group training classes, including Ugi, HIIT, Basic Boxing, Tires & More, Extreme Boot Camp, Nutrition Education, and more.

Group Fitness

Seasonal classes were added to help with the demand at this time of year. The six-week fee-based classes began in early January.

Haven on the Lake

In November, the class schedule was revised and Haven TRX classes were added, which are very popular. There are wait lists for some of these classes; members are enjoying the intensity of the TRX classes, and looking forward to new innovative classes. Membership and class pack prices changed, and some members are upgrading and buying class packs. Ninety memberships have been sold since December 1, 2015 and individuals are upgrading to the Revive membership due to the new pricing. Work is in progress to create a year-long package with Homewood Suites in the Maple Lawn area to include all programs at Haven on the Lake.

Ice Rink

On December 12 and 13, the Columbia Ice Rink hosted five Nutcracker Ice Shows. Additionally, the Ice Rink hosted special holiday intensive Learn-to-Skate Sessions that ran from December 28-31. Over 100 skaters participated in these sessions, which was a 100% increase from 2014.

During the period of December 24 through January 3, 2,800 paying skaters and 1,180 members attended public skate sessions.

Our regular 7-week Learn-to-Skate Session, which runs from January 5 thru February 21, has 585 skaters registered. That is an 11% increase from the same session in 2015.

Community Planning

Development Monitoring

Staff from the Office of Planning and Community Affairs continued to monitor development in and around Columbia. The updated Development Tracker, which tracks development proposals and meetings for sites in and close by to Columbia is available online at <http://bit.ly/DevelopmentTracker>. The Development Tracker is updated at least monthly. Staff also attended and/or participated in various meetings related to planning and development including:

- Kimco's presentation and notice of intent to redevelop the Hickory Ridge Village Center (12/7/15)
- Planning Board meeting for a Zoning Request Amendment to provisions governing motor vehicle fueling stations in Howard County (12/10/15)
- Pedestrian Advisory Team meeting for Howard County (12/16/15)
- Planning Board meeting for Howard Community College parking garage expansion and new access point; and renovations for Merriweather Post Pavilion (12/17/15)

- County Executive's press conference on Bike Howard (1/5/16)
- Planning Board meeting on Vantage House renovation and Bike Howard (1/7/16)
- Kimco's update on the ongoing Wilde Lake Village Center redevelopment progress (1/11/16)

Planning staff also conferred with Howard County government representatives on various projects of common interest, including the planned Downtown Columbia to Steven's Forest Road pathway, potential sidewalk additions to serve CA's headquarters location, and plans for a pilot Downtown Columbia bikeshare program, among others.

Community Services

The Youth and Teen Center (YTC) hosted its 7th Annual Clothing Drive Distribution for families in need of clothing on January 16 & 17, 2016. Free clothing included items such as dresses, coats, pants, shoes, etc. The event was created by the YTC Teen Outreach Committee. Last year over 500 families were served.

On Monday, January 18, 2016, the Volunteer Center, in partnership with Howard County's Martin Luther King, Jr., Holiday Commission, offered service projects around Columbia, and at the North Laurel Community Center and other locations in Howard County. Service partners included the Columbia Art Center, Community Action Council of Howard County, Days End Farm Horse Rescue, League of Women Voters Howard County, MD and the Conflict Resolution Center.

The annual meeting of the Columbia 50th Birthday Celebration, Inc. was held on December 16, 2015. Officers for 2016 are Vic Broccolino, Chair; Missy Matthey, Vice Chair, Howard Community College; Michelle Miller, President, Columbia Association; Nancy Smith, Treasurer; and Barbara Kellner, Recording Secretary, Columbia Association. Milton W. Matthews, Columbia Association, and Elizabeth Edsall Kromm, Howard County General Hospital, have joined the Board of Directors. The Board awaits new members to be designated from GGP/The Mall in Columbia and the Howard County Public School System.

A letter of request for \$150,000 to support funding the Columbia 50th Birthday celebration has been submitted to Alan Kittleman, Howard County Executive, and the county budget team. The request is in queue for review and consideration. Also, a request has been submitted to The Rouse Company Foundation for \$25,000. The Howard Hughes Corporation has pledged \$50,000 and a donation of \$4,750 was received from a private donor.

Over 30 local community organizations have indicated their intentions to participate in the 50th Birthday Celebration. Interest from organizations is growing, reflecting a wide range of programming potential.

The Columbia Archives updated its website to include a tab for Digital Resources. This creates an easy path to learn more about the history of Columbia. The new feature includes a revised "History of Columbia"; the exhibit about the Mall in Columbia; the continuous timeline exhibit "50 Years Ago Today" that traces the Columbia development process, starting in 1963 and working its way up to the 50th birthday in 2017 and featuring important documents from the collection. Digital Resources also include biographical pieces on James Rouse and selected "Explore Columbia" videos. This is the first step in making the resources of Columbia Archives more accessible to the public.

School Age Services participated in “Create Joy”, a National program sponsored in part by Hasbro toys. On December 4, 2015 children and their families designed holiday cards during the afternoon program time. These cards were sent to children in Paris in the aftermath of the terrorist attacks; to children in the oncology program at St Agnes hospital; and to elderly residents at Lorien Health Center (along with some jigsaw puzzles for the residents). In appreciation of our participation, Hasbro donated 900 new toys to Toys for Tots - one toy for each hour of service.

School Age Services (SAS) continued their commitment to excellence in Child Care through increased participation in the Quality Rating Improvement System (EXCELS), managed by the Maryland State Department of Education (MSDE). The increased ratings achieved by the SAS programs resulted in \$3000 in funding from MSDE.

The Volunteer Center participated in the Teen and Volunteer Opportunity Fair sponsored by Howard County Recreation and Parks. Ninety-eight young people created a “giving chain” (documenting how they make a difference).

As part of its free monthly salon series, the Columbia Art Center and Little Patuxent Review hosted a concert, featuring the popular music group, Sine Nomine, at the Community Center at Vantage House on Wednesday, December 18. This event marked the first time that the salon series was held at another community venue. More than 100 individuals, including Vantage House residents and other residents from the community, attended the evening concert. Sine Nomine played a variety of festive medieval and renaissance music using period instruments such as recorders and string instruments.

Communications and Marketing

Press/Media

Six press releases were sent between December 1 and January 12. High profile coverage during that period included *Howard Magazine* recognizing CA in its annual awards and giving a special spotlight to Stansfield Mini-WaterPark; Baltimore Metropolitan Council giving its cover story and a large spread to a story on Columbia that included CA; *Columbia Flier* running a story on 25 years of the Nutcracker on Ice as a preview of the Columbia Ice Rink show; and a *Flier* story about the bald eagles at Wilde Lake.

Video/Radio

Video: Membership video – links to Activities Guide; Martial Arts. In progress: personal training/Biggest Winner, nutrition, lifestyle changes, wellness/NewU, Haven, Dr. Oken/Boom.

Radio: same subjects w/focus on nutrition

Advertising

Print: *2016 Official Visitors and Residents Guide to Howard County* – membership, summer camps, golf and Haven on the Lake; *2016 Parents Resource Guide to Howard County* – activities CA offers for kids/youth; *Columbia Flier* – membership and Front Page Sticky Notes on CA memberships, Haven on the Lake and All Star Event; *Howard County Times* – membership; Holiday Gift Guide insert in the *Columbia Flier* and *Howard County Times*; CA Today Insert ad in *Howard Magazine* – membership, congratulated the CA winners of the 2015 Best of Howard County Awards; December *Washingtonian Magazine* – Haven. Promotion of the Chinese and Korean translation services will be promoted once a month in the *New World Times* (Chinese newspaper), *Korea Times* and *Korea Daily*, starting this month.

Digital Ads: ExploreHoward.com, BaltimoreSun.com and CountySportsZone.com) – link to our ColumbiaFit.org membership page.

Signage: Columbia Mall Directory Ad – summer camps; Columbia Art Center and CA memberships were featured in ads on Howard County Transit buses.

Broadcast: Golf Channel, ESPN, TNT: golf commercial featuring Hobbit's Glen and Fairway Hills, airing from January 2016-December 2016. The same video will be the pre-roll video on Xfinity.com; FoxNews.com; CNBC.com; CNN.com and other websites during the same time period. WTOP radio ad for Haven.

Internet: Living Social – deal for Wibits at Columbia Swim Center; Haven on the Lake

Direct Mail: (January) Join a PPP membership and get a free personal training session valued at \$80. (December) Supreme Sports Club memberships promoted to households in a 5-mile radius. A separate piece mailed to a list of businesses owners/presidents/HR executives in Columbia/Ellicott City with special offers for corporate memberships and corporate outings at Columbia SportsPark and Hobbit's Glen Golf Club.

Publications

CA Monthly: (January) Get Healthy – CA Wellness Programs; (December) winter activities

Howard Magazine: (Started January) Ice Rink, Cardio Dance, Creating a Fitness Routine & Tips from Personal Trainers, A Haven for Moms and Dads; KidSpace, CA's Snow and Ice, 5-10 Fun Things To Do This Winter, Dr. Harry Oken): Nutrition Supports Workout Progress.

Social Media

Post that received the most traffic: We're honored to be among the winners of this year's Best of Howard Awards! Thank You. (2,904 people reached)

Monthly Updates

Inner Arbor Plan and Organization

The Inner Arbor Trust Board of Directors held a meeting on January 7, 2016.

Upcoming Events

Columbia Art Center

In partnership with Columbia Festival of the Arts, **Columbia Art Center Galleries** will exhibit "Beyond The Blues: African American Music and Culture", February 6-28, 2016. This invitational theme exhibition will display two and three dimensional art works inspired by or reflecting African American music and culture. A variety of paintings, mixed media, photographs, drawings, and sculptures by more than 20 recognized artists in the Baltimore-Washington, DC region will be on exhibit. Three events will be held as part of the exhibition. A free meet-the-artist gallery reception will be held on Friday, February 12, 6-8pm. A Columbia Festival of the Arts ticketed art preview and concert with Blues guitarist Samuel James will be held on February 6, 6-8:30pm. (\$15 ticket available at www.columbiafestival.org). A free jazz and blues presentation with vocalist Denee Barr will be held on Monday, February 22, 7-8pm.



COMMITTEE RECOMMENDATIONS TO BOARD

Date: January 20, 2016
To: Columbia Association Board of Directors
From: Reginald Avery, Chair – Strategic Implementation Committee
Subject: Proposed Land Swap – Columbia Association and HRD – Tennis Facility

Issue:

At its January 14, 2016 meeting during the Board of Directors meeting, the Strategic Implementation Committee (SIC) reviewed and discussed the proposed conveyance of 0.4 acres of Town Center Lot 2 owned by CA to Howard Research and Development (HRD), in exchange for HRD turning over to CA two parcels in Long Reach, Parcel 96 and Lot 2 totaling approximately 11.8 acres. The parcels in Long Reach are the land to be used for developing the Long Reach Indoor Tennis Club site. The attached memo provides background information, describes the parcels more fully and includes the terms of the proposed transfers.

Discussion:

SIC members and other Board members reviewed and discussed the proposed land swap.

Recommendation of Committee:

By a vote of 3 For 0 Opposed 0 Abstain

☐

Has no recommendation.

☒

Recommends the following action be taken or motion be approved by the CA Board of Directors in regards to the issue described above.

Justification for Recommendation:

The discussion was extensive, with SIC and Board members thoroughly discussing the back-up materials and related matters. The discussion included information from CA staff about previous open space transfers from HRD, and HRD's current approach to these matters.

Motion: The recommendation must be written in the form of a motion or resolution.

The SIC moved to recommend that the Board of Directors approve the transfer of approximately 0.4 acres of Town Center open space lot 2 adjacent to and contiguous with Town Center Lot 12, which contains the Banneker Road Fire Station for furtherance of the affordable housing initiative under consideration by Howard County.

Additional Action recommended by committee in lieu of motion or in addition to motion:

None.

RESOLUTION AUTHORIZING PROPERTY TRANSFER

The Columbia Association (“CA”) Board of Directors (the “Board”) has considered whether to authorize a transfer to Howard Research and Development Corporation (“HRD”) of the property identified as the Banneker Road Annex Site in Exhibit B to the Land Swap Agreement dated December 9, 2015 between CA and HRD (the “Property Transfer”), a copy of which agreement is attached to this Resolution. The Board makes the following findings with respect to the Property Transfer:

1. The execution of the Property Transfer is taken exclusively for the promotion of the social welfare of the people of Columbia;
2. The Property Transfer is expected to produce civic betterments or social improvements consisting of 6 indoor tennis courts and associated spectator areas; and
3. The Property Transfer produces benefits for the people of Columbia that are necessary incidents to the accomplishment of CA’s purpose to promote the social welfare of the people of Columbia.

Having made these findings, the Board hereby authorizes the execution of the Property Transfer on behalf of CA.

BE IT SO RESOLVED

_____, 2016



January 8, 2016

To: CA Board of Directors
Milton Matthews, President and CEO
Susan Krabbe, Vice President and CFO

From: Dennis Matthey, Director of Open Space and Facility Services
Albert Edwards, Director of Construction

Re: Land Swap – Columbia Association and HRD - Long Reach Tennis Facility

Attached is a copy of a Land Swap Agreement between Columbia Association ("CA") and Howard Research and Development Company ("HRD") regarding the conditions under which the proposed Long Reach Tennis site will be transferred to CA. The Land Swap Agreement notes that this is subject to the approval of the CA Board of Directors.

The Land Swap Agreement creates the following obligations on the part of CA and HRD for transfer of two adjacent parcels in Long Reach, Parcel 96 (8.82 acres) and Lot 2 (2.97 acres) which land will be used for the development of the Long Reach Indoor Tennis Club site.

1. HRD is required to account for any loss of "credited" open space resulting from the development of the proposed Long Reach indoor tennis facility. All of Parcel 96 and a portion of Lot 2 are currently included in the credited open space calculation. Parking spaces cannot be included in the credited open space calculation and therefore any parking spaces constructed on Parcel 96 or Lot 2 must be accounted for in that calculation. HRD is responsible for any new credited open space that will be required to offset the new indoor tennis parking spaces to the extent that the credited open space calculation falls below the zoning required 36% minimum.
2. CA is responsible for preparing, processing and recording any final development plan amendments required to convert credited open space on Parcel 96 to non-credited open space to accommodate any parking on open space Parcel 96.
3. Subject to CA Board approval, CA will transfer approximately 0.4 acres of Town Center open space Lot 2 adjacent to and contiguous with Lot 12, which contains the Banneker Road Fire Station, to HRD or its designee for furtherance of the affordable housing initiative under consideration by Howard County. HRD is responsible for preparing, processing and recording the subdivision plat as well as accounting for any impact the use of the transferred property may have on the credited open space requirement.

4. CA, at its expense, will engage a consultant to work with HRD and HRD's consultant to study the use of Little Patuxent Parkway frontage lots owned by CA as it relates to furthering the downtown planning effort.
5. CA agrees to take title to two open space lots previously under review and scheduled for transfer to CA, subject to the standard CA open space acceptance procedures (see Exhibit D).
6. CA agrees to clear up any backlog of requested open space transfers from HRD promptly in accordance with CA's acceptance procedures.

Recommendation

The open space parcel Lot 2 in Town Center that is adjacent to and contiguous with Town Center Lot 12, the Banneker Fire Station site, is not useable by CA for any recreational or community service purpose. Lot 2 in Town Center is constrained by several factors including lack of direct connection to Little Patuxent Parkway, the grade drop is 16" over a 125' run and four water mains run through this lot and connect to a pumping station.

CA staff recommends that the CA Board approve the transfer of approximately 0.4 acres of Town Center open space Lot 2 adjacent to and contiguous with Town Center Lot 12, which contains the Banneker Road Fire Station for furtherance of the affordable housing initiative under consideration by Howard County.

Banneker Rd Fire Station

Pump Station

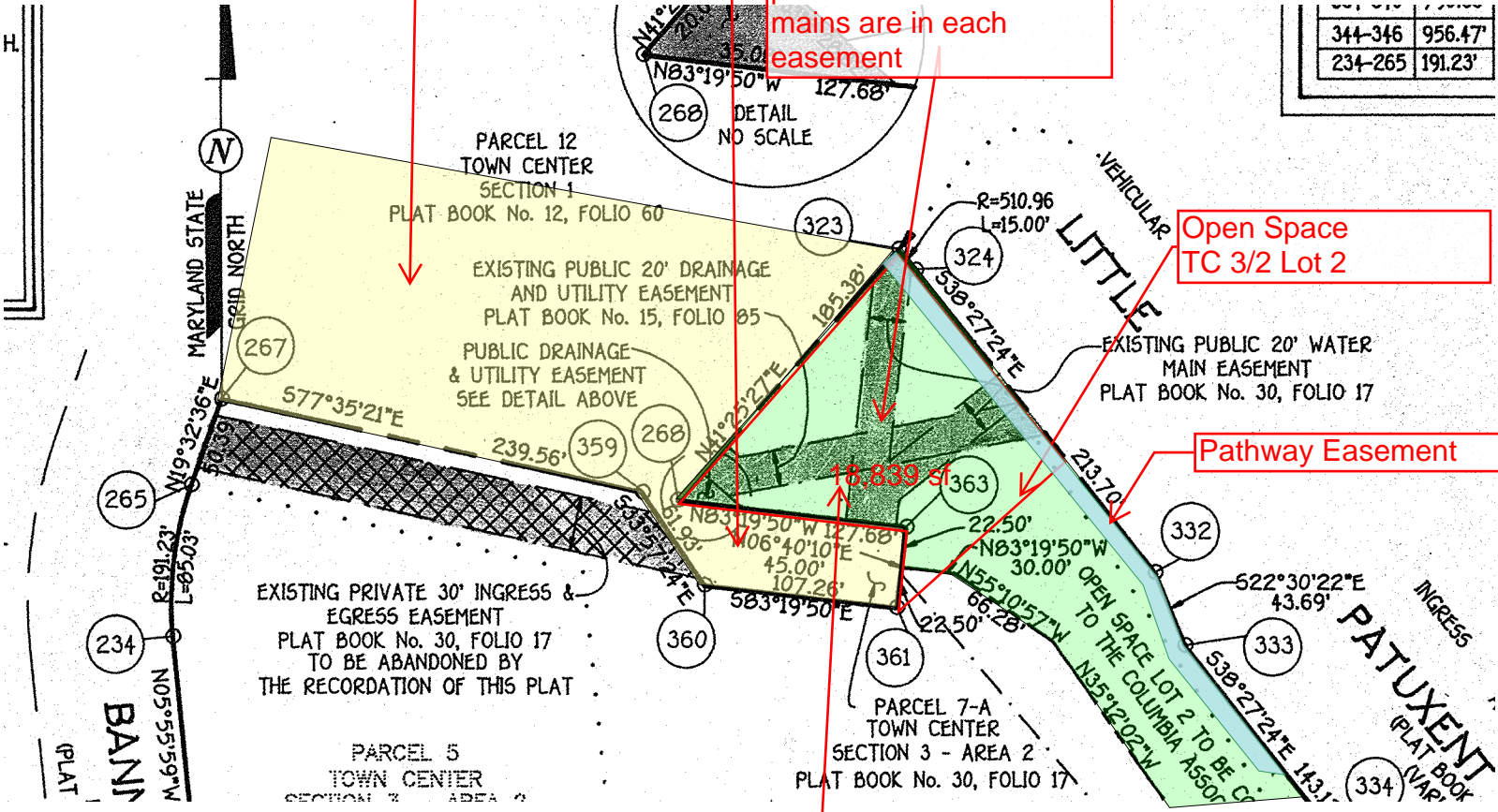
4 Large Main water easements are on this parcel and the water mains are in each easement

Open Space
TC 3/2 Lot 2

Pathway Easement

The red outline area is approximately the 0.4 acres requested for transfer

344-346	956.47'
234-265	191.23'



LAND SWAP AGREEMENT

THIS LAND SWAP AGREEMENT is made and entered into by and between **THE HOWARD RESEARCH AND DEVELOPMENT CORPORATION**, a Maryland corporation ("HRD") and **COLUMBIA ASSOCIATION, INC.**, a Maryland non-profit corporation ("CA") as of the 9th day of December, 2015 (the "Effective Date").

WHEREAS, HRD is the fee owner of the land described on Exhibit A ("HRD Parcels") and shown on Exhibit C; and

WHEREAS, CA is the fee owner of the land described on Exhibit B ("CA Parcels") and shown on Exhibit C; and

NOW, THEREFORE, in consideration of the covenants set forth herein, the sum of Ten and no/100 Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The HRD Transfers. Subject to CA obtaining Board approval of the conveyance contemplated in Section 2.A. below, HRD hereby agrees to convey and transfer to CA good and marketable fee simple title to the HRD Parcels VLR 3/2 Lots 96 and Rt 175 Commercial 1 / 2, Lot 2 (the "HRD Transfers") identified on Exhibit A in consideration of CA's covenants set forth in this Agreement and in accordance with the Open Space Acceptance Procedures described in Exhibit D (the "Acceptance Procedures"). Provided the above referenced approval is obtained, HRD shall deliver to CA a special warranty deed or deeds for the HRD Parcels within sixty (60) days following the date of this Agreement. Such deed shall convey title to the HRD Parcels unencumbered by any conditions, restrictions or obligations, other than matters of public record existing as of the date of this Agreement. CA shall promptly record the deeds among the Land Records of Howard County.

CA acknowledges that the portion of HRD's Parcels identified as "Open Space Lot 96," which CA intends to develop as a tennis facility, is "credited" Open Space for purposes of the New Town Zoning Regulations, and that so much of Open Space Lot 96 as is improved with parking lots will no longer qualify as "credited" open space under the New Town Zoning Regulations. If any loss of credited open space associated with the new tennis facility results in the amount of credited open space falling below the minimum 36% threshold under New Town Zoning, such loss will be made up by additional credited open space transferred by HRD to CA. CA will be responsible for preparing, processing and recording, at its expense, any Final Development Plan amendment required to convert credited open space to non-credited open space in order to accommodate any parking to be located on Open Space Lot 96. HRD agrees that it is responsible for approval and execution of the Final Development Plan amendment contemplated by this paragraph prior to processing it with Howard County and will cooperate in the application and County approval process without delay and without cost to HRD.

HRD hereby acknowledges that there exist on Lot 96 what appears to be an underground storage tank and a structure of unknown origin and purpose, which appears to consist of a sheet metal retaining wall with a grid of wires running from inside the wall into a

junction box (the "Structures"), as pictured and located on Exhibit E. Notwithstanding the Acceptance Procedures, CA will accept the transfer of title to Lot 96 from HRD with the Structures present on the property and shall then grant HRD a right of entry onto Lot 96 to demolish and dispose of the Structures. In the event that either or both of the Structures are determined to be an environmental hazard or cause any adverse environmental conditions on Lot 96, HRD hereby agrees that it shall be responsible, at its sole expense, for any needed environmental cleanup and remediation.

2. The CA Transfer and Covenants. In exchange for the HRD Transfers, CA agrees to the following transfer and other covenants (the "CA Transfer and Covenants"):

A. Given that the affordable housing initiative under consideration by the County for the existing site of the Banneker Road Fire Station ("Fire Station Site") is consistent with CA's mission, in the event the Fire Station Site is conveyed to HRD or its designee by Howard County for redevelopment as affordable housing, CA subject to the approval of the its Board of Directors, shall convey to HRD or its designee good and marketable fee simple title to a portion (0.4 acres more or less) of the CA Parcels identified as the Banneker Road Annex Site on Exhibit B immediately adjacent to the Fire Station Site (the "Fire Station Annex Site"). The size and configuration of the Fire Station Annex Site shall be as shown on a site development plan approved by Howard County for the affordable housing development on the Fire Station Site. HRD, at its expense, shall be responsible for preparing, processing and recording a resubdivision plat to legally describe the Fire Station Annex Site and for obtaining, with CA's cooperation but at no cost to CA, any necessary rezoning of the Fire Station Annex Site by Final Development Plan Amendment and/or zoning map amendment. CA shall deliver to HRD a special warranty deed for the Fire Station Annex Site within sixty (60) days following the recordation of the resubdivision plat. HRD or its appropriate affiliate shall be responsible for resolving any impact that its use of the Fire Station Annex site may have on the required percentage of credited open space.

B. CA and HRD shall each, at its own expense, engage a consultant to develop a planning study for the use of the portions of the CA Parcels identified in Exhibit B as the "LPP Frontage Lots" (the "Studies"); provided that the Studies shall cover only those portions of the LPP Frontage Lots extending from the south at Moore Circle, along the existing parking lot for Whole Foods to north at Governor Warfield Parkway along the existing parking lot adjacent to and north of Sterrett Place. The parties agree that these Studies will be part of a good faith, collaborative effort between HRD and CA with respect to Downtown Columbia development. CA's consultant will focus primarily on quality of life enhancements to the CA Parcels, including pedestrian and bicycle access and related enhancements as well as ways to promote views of the lakefront. HRD's consultant will focus primarily on: (a) consideration of desired easements for the extension of access roads and utilities across and/or the location of utilities within the LPP Frontage Lots to serve parcels lying easterly of the LPP Frontage Lots; (b) additional land exchanges between HRD and its affiliates and CA in order to implement mutually agreed upon improvements; and (c) identification of easements within the LPP Frontage Lots for setbacks and no-build areas in connection with development of adjacent parcels; among other things.

C. Subject to the Acceptance Procedures, CA agrees to accept title to the portions of the HRD Parcels identified as Open Space Lot 1, Parcel C-2, Lot 120 and Lot 2 on Exhibit A.

D. CA agrees to clear up any existing backlog of requested open space transfers from HRD promptly in accordance with the Acceptance Procedures.

3. Consideration. The parties hereto agree and acknowledge that the HRD Transfers and the CA Transfer and Covenants constitute a like-kind exchange of equally valued real property and covenants and no additional consideration is payable by either party hereto.

4. Default. For the purposes of this Agreement, a "Default" shall constitute a default by a party under any of the terms, conditions and provisions of this Agreement that continues for a period of ten (10) days (or such longer period if the nature of the default necessitates a longer cure period and the defaulting party immediately and diligently prosecutes such cure to completion) after the defaulting party receives written Notice, as hereafter defined, from the non-defaulting party detailing the default. In the event of a Default, the non-defaulting party's sole and exclusive remedies hereunder, at law and in equity, shall be (a) to seek specific performance or (b) to terminate this Agreement.

5. Notices. Each notice, request, demand, instruction or other document required or permitted to be given hereunder ("Notice") shall be in writing and shall be delivered personally (including messenger or courier service with evidence of receipt) or sent by depositing it with the United States Postal Service certified mail, return receipt requested, with adequate postage prepaid, addressed to the parties at their respective addresses set forth below and marked to the designated individual's attention. Each Notice shall be effective upon being so deposited, but the time period in which a response to any such Notice must be given or any action taken with respect thereto shall commence to run from the date of receipt of the Notice by the addressee thereof, if delivered personally, or two (2) business days after deposit in the mails, if mailed (the "Receipt Date"). Rejection or other refusal by the addressee to accept, or the inability of the United States Postal Service to deliver because of a changed address of which no Notice was given, shall be deemed to be the receipt of the Notice sent. Either party shall have the right, from time to time, to change the address to which Notices to it shall be sent by giving Notice to the other party of the changed address at least ten (10) days prior to such change.

HRD: The Howard Research And Development Corporation
10480 Little Patuxent Parkway
Suite 400
Columbia, MD 21044
Attn: Mr. Greg Fitchitt

with copy to: The Howard Hughes Corporation
13355 Noel Road, 22nd Floor
Dallas, TX 75420
Attn: General Counsel

CA: Columbia Association, Inc.
6310 Hillside Court, Suite 100
Columbia, MD 21046
Attn: Mr. Milton Matthews

with copy to: Columbia Association, Inc.
6310 Hillside Court, Suite 100
Columbia, MD 21046
Attn: General Counsel

6. Brokerage. CA and HRD each warrant and represent to the other that such party has not employed a real estate broker or agent in connection with the Exchange. CA and HRD covenant and agree, each to the other, to indemnify the other against any loss, liability, costs, claims, demands, damages, actions, causes of action, and suits arising out of or in any manner related to the alleged employment or use by the indemnifying party of any real estate broker or agent.

7. Time of Essence. Time is of the essence of this Agreement.

8. Entire Agreement. This Agreement constitutes the entire agreement of the parties and may not be amended except by written instrument executed by CA and HRD.

9. Headings. All paragraph headings are inserted for convenience only and are in no way intended to interpret, define or limit the scope or content of this Agreement or any provision hereof.

10. Surviving Clauses. All covenants, undertakings, representations, warranties and indemnities contained in this Agreement shall survive the Closing and shall not be merged in or extinguished by the exchange of deeds given in performance hereof or by termination of this Agreement.

11. Applicable Law. This Agreement shall be construed and interpreted in accordance with the laws of the State of Maryland.

12. Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of CA, HRD, and their respective successors and assigns and, so long as the Agreement is executory, shall run with the land to which it pertains.

13. Exhibits. The exhibits referred to in and attached to this Agreement are incorporated herein in full by reference.

14. Assignment. Neither this Agreement nor any interest therein may be assigned by either party without the prior written consent of the other party, which consent may not be unreasonably withheld, conditioned or delayed.

15. Severability. If any provision of this Agreement or the application of such provision to any person or circumstance shall be held invalid, then the remainder of this Agreement, or the application of such provision to persons or circumstances other than those to which it is held invalid, shall not be affected thereby and the parties shall thereupon

amend this Agreement to legally and most closely embody the spirit and intent of the invalid provisions.

16. Amendment. This Agreement may not be altered, amended, changed, waived or modified in any respect or particular unless the same shall be in writing and signed by both parties. A waiver by any party of a breach hereunder shall not be deemed a waiver of any other or subsequent breach.

17. Counterparts. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed original; and such counterparts together shall constitute but one agreement.

IN WITNESS WHEREOF, the parties have hereto set their hands and seals as of the date first above written.

THE HOWARD RESEARCH AND
DEVELOPMENT CORPORATION

By: _____

Authorized Officer

COLUMBIA ASSOCIATION, INC.

By: _____

Name: _____

Title: _____

EXHIBIT A

HRD PARCELS

Open Space Lots 96, as shown on the Plat entitled, "Columbia, Village of Longreach, Section 3, Area 2, Lots 95 thru 98, Being a Resubdivision of Village of Longreach, Section 3, Area 2, Open Space Lot 94, a shown on Plat No. 11273," recorded among the Land Records of Howard County ("Land Records") as Plat No. 14067;

Open Space Lot 2, as shown on the Plat entitled, "Columbia, Route 175 Commercial, Section 1, Area 2, Parcel 'A' & Lots 1 thru 3, Being in part a Resubdivision of Village of Longreach, Section 3, Area 2, Open Space Lot 95, as shown on Plat No. 14067, Sheet 1 of 1," recorded among the Land Records as Plat No. 14160;

Open Space Lot 1 as shown on the Plat entitled, "Columbia, Village of Oakland Mills, Section 1, Area 8, Open Space Lot 1," recorded among the Land Records as Plat No. 13504;

Lot 2 as shown on the Plat entitled, "Revision Plat, Columbia, Village of Harpers Choice, Section 1, Area 6, Lot 2 (A Revision of Lot 2, Columbia – Village of Harper's Choice Section 1, Area 6 – Plat No. 15369)," recorded among the Land Records as Plat No. 17161;

Lot 120 as shown on the Plat entitled, "Village of Longreach, Section 1, Area 10, Part 'A', Sheet 3 of 4," recorded among the Land Records as Plat No. 3999;

Parcel C-2, as shown on the Plat entitled, "Columbia, Village of Owen Brown, Section 1, Area 1, Parcels 'C-1', 'C-2' and 'C-3', A Resubdivision of Parcel C and Liber 2715, folio 57," recorded among the Land Records as Plat No. 10645.

EXHIBIT B
CA PARCELS

"Banneker Road Annex Site"

Open Space Lot 2 as shown on the Plat entitled, "Columbia Town Center, Section 3, Area 2, Parcel B and Lot 2 (A Resubdivision of Parcel Nos. 5, 6 and 7-B "Town Center – Section 3, Area 2 and Part of Liber No. 463 at folio 196")," recorded among the Land Records as Plat No. 10724.

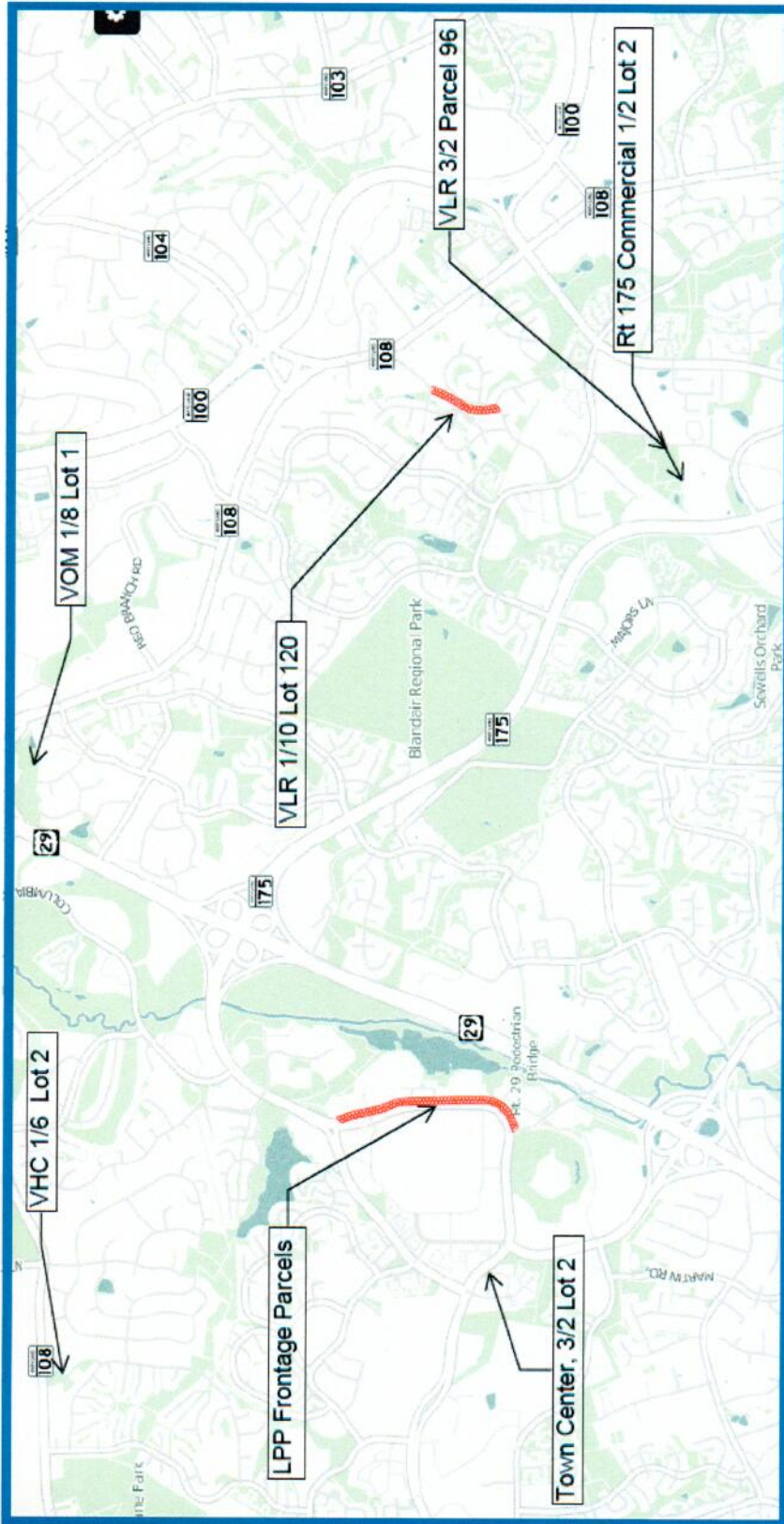
"LPP Frontage Lots"

Lot 1 as shown on the Plat entitled, "Columbia, Town Center, Section 7, Area 6, Resubdivision of Section 7, Areas 3 & 4, Section 7, Area 6," recorded among the Land Records in Plat Book 21, folio 56;

Open Space Lot 2 as shown on the Plat entitled, "Columbia Town Center, Section 7, Area 8," recorded among the Land Records as Plat No. 4355;

Lot No. 8 and **Lot No. 9A** as shown on the Plat entitled, "Columbia Town Center Subdivision - Section 1," recorded among the Land Records in Plat Book 12, folio 62.

EXHIBIT C



VOB 1/1 Parcel C-2



Parcel Location Exhibit

EXHIBIT D

OPEN SPACE ACCEPTANCE PROCEDURES

Open space property owned by Howard Research and Development Corporation, or its parent, subsidiary or affiliated entities, is offered to the Columbia Association for acceptance when the surrounding development parcels have been developed or have reached a stage of development whereby the open space property may be made available for dedication.

The procedure for open space dedication is described as follows:

1. HRD may notify the Columbia Association that certain open space parcels are available for dedication. The Columbia Association on the other hand may request the dedication of certain open space parcels.
2. Representatives of both CA and HRD jointly tour the lots scheduled for dedication, and CA prepares a punch list of repairs that may be necessary and encroachments that may need to be removed.
3. CA may require that HRD obtain (at HRD's sole expense) a title report and/or an environmental phase I assessment of the property depending on the conditions of the parcel.
4. HRD notifies CA when the repairs are complete and the encroachments are removed. CA staff again reviews the punch list and the property to confirm that the repairs and encroachments have been conclusively addressed.
5. HRD and CA then advise their respective counsels that dedication of the lots is acceptable to the Columbia Association, and the legal departments complete the property transfers and recordation of the lots with the County Recorder of Deeds.

Finally, as described in the December 10, 1981 Transition Agreement:

" . . . No open space shall be conveyed except by mutual consent of the parties, and, in particular, nothing in this paragraph 8 shall be construed as a commitment from CA to accept conveyance of any open space from HRD that does not meet CA's acceptance criteria."

EXHIBIT E



EXHIBIT E

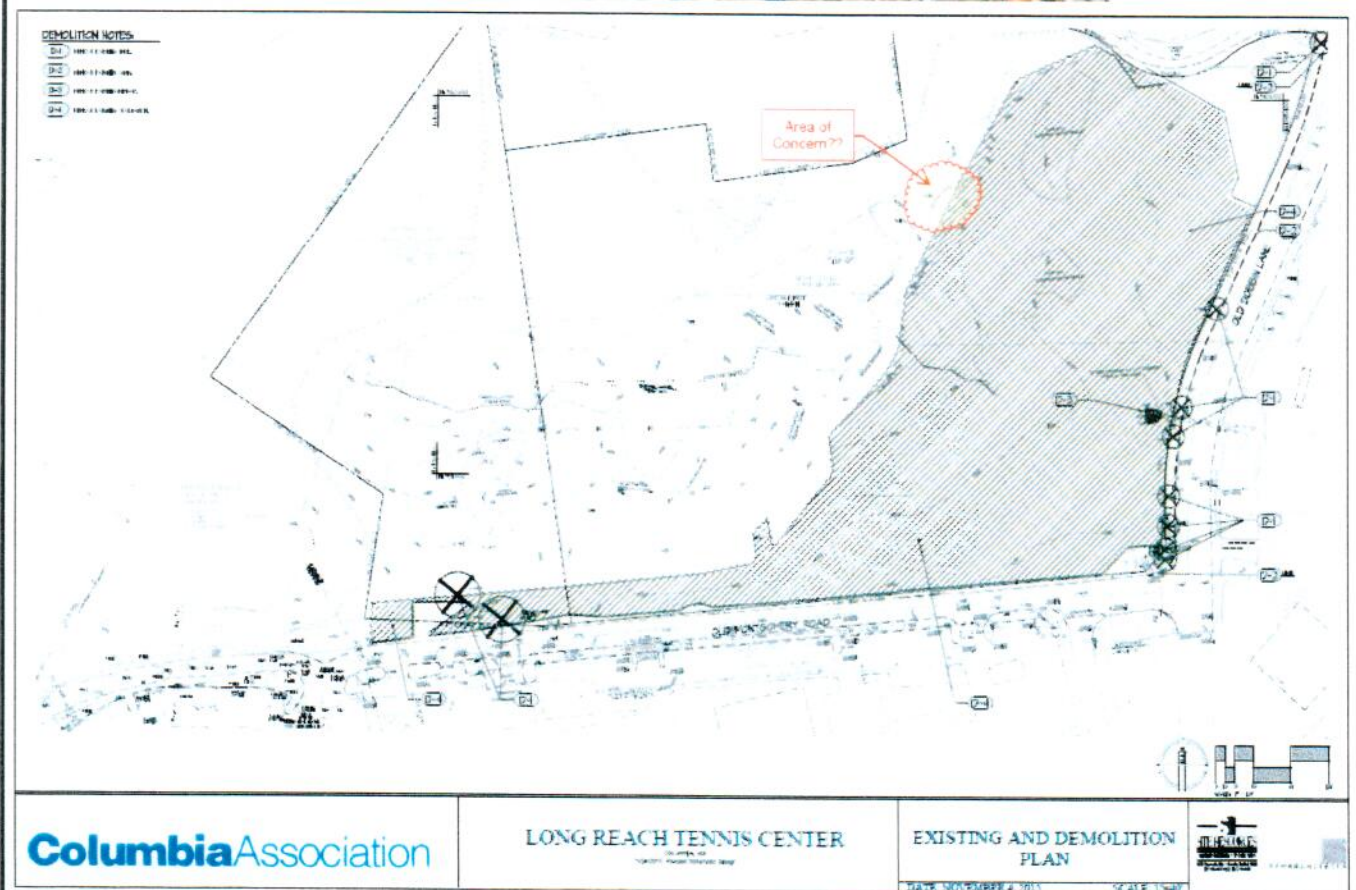


EXHIBIT E





January 14, 2016

To: Members, CA Board of Directors
Milton W. Matthews, President

From: Michelle Miller, Director, Community Services

CC: Marlys East, 50th Birthday Managing Director

Re: Columbia 50th Birthday Celebration progress

We are pleased to report that management and planning for Columbia's 50th Birthday Celebration continues to make significant progress. The goal is to enroll and mobilize as many community organizations and businesses as possible. Wilde Lake and Merriweather Post Pavilion will also share the half-century mark in Summer 2017.

- The current Board of Directors includes:
Victor Broccolino, Chair
Missy Matthey, Vice-Chair
Michelle Miller, President
Nancy Smith, Treasurer
Barbara Kellner, Recording Secretary

Board Members at large:

Jessica Feldmark, Howard County Council
Rob Goldman, Community Member
Bridget Graham, Howard County Tourism
Elizabeth Edsall Kromm, Howard County General Hospital
Barbara Lawson, Community Member
Milton Matthews, Columbia Association
Jean Moon, Jean Moon & Associates
Barb Nicklas, Downtown Columbia Partnership
Harry Oken, Community Member
Todd Olson, Columbia Festival of the Arts
Jean Parker, Merriweather Post Pavilion
Kelli Shimabukuro, Howard County Library System
Beverly White Seals, Community Foundation of Howard County
B. Diane Wilson, Howard County Executive Office

*The Mall in Columbia, waiting new General Manager to be designated
Howard County Public School, awaiting replacement*

- Managing Director is in place part-time (28 hours per week) as of September 14, 2015. Position will shift to full time May 2, 2016 through August 31, 2017 and then return to part-time for wrap up September 1, 2017 through October 31, 2017.
- The Birthday website www.columbiamd50.com went live September 1, 2015. Additional web content, enhancements and refinements will be ongoing.
- 50th Birthday positioning theme: **"Appreciate the past. Imagine the future."** is being applied to all messaging and part of the branding package.
- The Program Committee has determined a 2017 50th Birthday (twenty-six week) event structure:

<i>March 21-June 11</i>	<i>"Appreciating the Past"</i>
<i>June 18-25</i>	<i>"Birthday Week"</i>
<i>June 25-September 22</i>	<i>"Imagine the Future"</i>
- Major Celebration Events will be held at Merriweather Post Pavilion, The Lakefront and The Mall in Columbia. Elements for each are in discussion with consideration for previous birthday celebration traditions.

First 50th Birthday Community Information Meeting was held October 28, 2015 at Slayton House. Over forty organizations were present. Participation forms have been completed by 35 different groups. The range of activities includes music, dialogues on diversity, ballet, poetry and literature for all ages.

An additional Community Session will be held in early March 2016. Major institutions have expressed willingness to collaborate on special efforts: University of Maryland/Architecture; Historical Society (Maryland & Howard County); Howard County Public School System among the first to indicate interest.

Traditional community signature events are also being approached to consider incorporating the 50th milestone within their 2017 planning.

- Progress on Fundraising includes:
 - Awaiting approval formal request to Howard County for \$150,000 in Fiscal 2017.
 - Howard Hughes has agreed to contribute \$50,000 for general use.
 - A personal donation by Vic Broccolino.
 - Additional requests have been deployed.

The Fundraising Committee continues at work making personal contact for sponsorship and in-kind donations to support programming and administrative efforts.

- A comprehensive plan is in draft outlining public relations, marketing and calendar of events. A marketing committee will collaborate on developing the details.
- Souvenir memento items are being considered for sale on the website.
- A permanent piece of art or sculpture is being considered in commemoration of the 50th year. Resources are being investigated.



TO: CA BOARD OF DIRECTORS
FROM: SHERI FANAROFF
CC: JACKIE TUMA, SUSAN KRABBE, JANE DEMBNER
RE: COMMENTS RECEIVED REGARDING PROPOSED REVISIONS TO CA'S ETHICS POLICIES
DATE: DECEMBER 10, 2015

At the direction of the Board Operations Committee ("BOC") on November 2, 2015, I provided you in early November with the following proposed revised ethics policies (collectively the "revised policies"):

- Code of Business Conduct and Ethics (the "Ethics Code")
- Conflicts of Interest Policy for Directors, Officers and Senior Leadership Team (the "Conflicts Policy")
- Confidential Financial Disclosure Report (the "Disclosure Report")
- Policy for Reporting Violations of the Code of Business Conduct and Ethics and the Conflicts of Interest Policy for Directors, Officers and Senior Leadership Team (the "Reporting Policy")

I had earlier received comments from Jeanne Ketley, Andy Stack and Alan Klein with respect to those documents and provided the Board with a memo dated September 22, 2015 containing their comments and responses that our outside counsel, Michele Cohen, and I prepared. Dick Boulton did not provide comments on the revised policies, but instead presented to the BOC an ethics policy he drafted that he proposed be submitted to the Board in lieu of the revised policies. I provided the Board with a memo dated October 26, 2015 setting forth my concerns with Mr. Boulton's proposed policy. The BOC at its November 2nd meeting decided to send to the Board the revised policies rather than Mr. Boulton's policy.

In response to my November request that you provide any additional comments by Thanksgiving (November 26), I received comments from Janet Evans on November 30, 2015. I have not received any additional comments from any other Board members.

This memo is a revision of my September 22 memo in order to incorporate Janet Evans' comments. My responses to Board member comments are shown in italics.

General Comments

Comment (Ketley): "This suggested policy is an unwelcome departure from the existing ethics policy for CA Directors. The existing ethics policy has ethics complaints being

investigated by the Chair of the CA Board, thus acknowledging that CA Directors, as unpaid volunteers, are in a different category than CA staff. Moving to a more autocratic system with all the power being vested in one CA employee, the Principal Ethics Officer, suggests that the people of Columbia are totally controlled by the Columbia Association (CA) Corporation rather than community control by elected Columbia Council representatives. This thinking is reinforced by CA's reluctance to promote that it is a homeowner's association (HOA) under Maryland law in its written material. Given that the first page of the ethics policy states 'you must comply with the law,' it is disappointing that CA does not promote its role as an HOA. I recommend that a CA Board Ethics policy to [sic] be written solely for CA Board members and that it retain elements of the existing policy. In order to be understandable, this draft document should be shortened and simplified."

Response: *The proposed revisions have not altered the persons responsible for investigating ethics complaints. Pursuant to the Reporting Policy, the Chair of the Board, not the Principal Ethics Officer, is still the person responsible for investigating ethics complaints made against members of the board. The policies under review do not reference the Homeowners Association Act because that Act does not contain any provisions regarding the ethical obligations of or conflicts of interest involving association directors. When the ethics policies were originally implemented and at the time of subsequent revisions to the policies, the CA Board considered whether to create a separate ethics policy for the Board and consistently decided that there should be a uniform code of conduct governing team members, senior management and Board members.*

Comment (Stack): "I think we need specific language somewhere in the documents which states that breaking a valid contract entered into by CA is wrong, violation of ethics, maybe even illegal, etc. I don't have any specific language and am not sure where the language would go."

Response: *It is suggested that the following language be added to Section 10 of the Ethics Code: "Any contracts or similar agreements relating to CA operations, including acquisition of goods or services, must be in writing, approved in accordance with CA policies, and executed by an authorized officer. Once a contract is executed, it becomes legally binding upon CA and may only be terminated in accordance with the specific termination provisions contained within the contract. Any independent attempt to void or otherwise terminate an executed and binding contract creates legal liability to CA and is not permitted under any circumstances."*

Comment (Evans): "I would like to see these documents move in the direction of Dick's suggestion for plain language and shorter content. I suspect the same level of detail can be achieved to support the audit committee per Jackie's comments last meeting [the November 2, 2015 BOC meeting] with a shorter document and more concise wording."

Response: *The revised policies represent a reorganization of the existing policies in order to clarify them, make them more concise and incorporate other documents that had set forth certain guiding principles for CA directors. Much of the "plain" language in Mr. Boulton's policy is actually the same as the language in the revised policies, and Mr. Boulton to some extent was able to shorten the policies by omitting provisions that are essential to the policies.*

Specific Comments

Specific comments were made only with respect to the Ethics Code and the Reporting Policy. No specific comments were received regarding the Conflicts Policy or the Disclosure Form.

ETHICS CODE

General Comments on Ethics Code

Comment (Evans): “Can you be more specific about the origin of ‘certain leading policies’ that led to the revision of several sections? I’d like to have more insight into the best practices we are seeking to align with.”

Response: *As previously explained when the revised policies were first presented to the BOC, the revised policies include a general reorganization of the existing policies to make them more concise and to incorporate other CA-related documents. As such, many of the revisions are not substantive in nature but are made to create better alignment of all related CA policies. CA (with assistance from outside counsel) also reviewed policies generated by similarly situated associations, together with some general “best-practices” guidance from industry analysts, which we believe provided the most appropriate guidance as to the CA policies. Given the sheer volume of associations and similar boards throughout the United States, statutory considerations that play into the drafting of governance documents, and the different structural aspects and size/scope of these types of organizations, our goal was to view the CA documents against entities that were similar in size, scope, and jurisdiction. This allowed us to focus on issues of direct impact and relation to CA and its operations. Our research included review of recommendations by Altman Weil, Inc., a national management consulting firm that provides guidance on corporate governance issues to a variety of legal entities, including community and governmental in-house counsel and law firms representing these organizations. Due to the scope of Altman Weil’s business, it is well positioned to efficiently compile and aggregate information relating to ethics compliance on a large-scale and national basis. We also reviewed specific policy information gleaned from entities of a size, scope and/or jurisdiction similar to that of CA. These entities included such associations as Summerlin (Nevada), Montgomery Village (Maryland), and Reston Association (Virginia). Finally, we reviewed certain federal and state code provisions to determine whether the CA documents required revision to comply with changes in law. This review included review of the Maryland Corporations and Associations Code sections pertaining to director and officer fiduciary obligations and the Maryland Real Property Code sections relating to homeowners*

association boards, to verify that these code provisions did not impact the structure and content of the CA policies. We also made changes to the policies to address changes in the National Labor Relations Act (pertaining to communications issues). Based on our research, we believe that the proposed policies are consistent in structure and content with those of similar organizations and also meet legal requirements.

Comment (Evans): “Do I have access to the CA intranet? Is there any reason these documents can't also be made available on the CA website?”

Response: *The Board does not have access to the CA intranet, which is designed for use by CA employees. However, the ethics policies (current version) are already posted on the CA website under "Board Orientation Documents".*

Section 3

Comment (Klein): “Add (f): ‘Note that simply expressing disapproval of or engaging in efforts to reverse a previous CA decision does not constitute a conflict of interest or other ethics violation.’ ”

Response: *The addition of this language would appear to directly contradict section 14(e)(ii) of the Ethics Code. (See response below regarding that section.)*

Comment (Evans): “The term ‘private activities’ on pg 2, line 33 is incredibly vague and far-reaching - this could basically be used to cover just about anything someone wanted to make an issue out of, whether legitimate or not. This needs to be better defined.”

Response: *If a majority of the Board agrees, the phrase "private activities" can be deleted.*

Section 8

Comment (Ketley): “This section must be rewritten to allow for elected Columbia Council members/CA Board members to speak to the press.”

Comment (Stack): “How does this apply to Board members or stated differently, what should Board members do to avoid violating this section? Board members deal with the media and residents on a regular basis since they also serve as Columbia Council Representatives, the public expects to be able to ask Board members questions and have them answer, Board members write articles and some have blogs. In essence we do this because we are directors. I get asked regularly what did the CA Board do regarding x or y. I give my village board an overview on what happened at open Board meetings. To me it seems that a part of my duties as director is to answer questions from the public and let people know what is happening. I do understand that I need to be truthful in stating what the Board did. It just seems that dealing with the media and the public is part of the director's job in Columbia.”

Comment (Klein): “Delete ‘Whether or not you identify yourself as an employee of CA, you may not comment on or provide information relating to CA’s business (even if such information is not confidential) in an internet chat room, newsgroup, guest book, bulletin board, blog, social or business networking site or similar forum unless you are specifically authorized to do so or you are engaging in activity protected by the National Labor Relations Act. You should not comment in such a forum on any subject matter as to which you have knowledge or expertise by virtue of your duties with CA unless you are specifically authorized to do so or you are engaging in activity protected by the National Labor Relations Act. For additional rules regarding Proprietary Information, see Section 7 of this Code.’ ”

Response: *It is suggested that the following further revisions be made to section 8 to address board member communications with the press and with residents: “It is understood that Board Members may have the need to communicate with the public (including with media representatives) regarding matters brought before the Board. Additional guidance for Board Member public communications may be found in Section 14(e) below.”*

Section 9

Comment (Ketley): “This should be amended to specify it applies only to CA owned devices.”

Comment (Klein): “Delete ‘In addition,’. Substitute ‘On CA issued devices,’.”

Comment (Evans): “Pg 6, lines 24-27: I have no issue with CA monitoring data contained on or passing through a CA-issued device. I have a serious problem with CA monitoring ANY [emphasis in original] internet and electronic communications in whatever capacity without notice just by virtue of me being a board member. That's absurd. How would you anticipate such monitoring be carried out and under what circumstances?”

Response: *CA has a "Bring Your Own Device" policy pursuant to which team members are using their own personal telecommunication devices (cell phones, tablets) for CA business, and are paid a fixed monthly amount to help defray the costs of such devices. Consequently, this section cannot be limited to CA devices. CA does not have any interest in or intention of monitoring personal communications, but CA must have the ability to access any communications relating to CA.*

Section 12

Comment (Ketley): “This section is not relevant to the BOD and should be deleted from the BOD document.”

Response: *Although the first two paragraphs of section 12 relate primarily to certain CA team members, the remainder of the section has applicability to board members as well.*

Section 14(a)

Comment (Ketley): “Delete, not relevant to elected, unpaid volunteers like the CA BOD.”

Response: *The comment referred to page 9, section (a), but appears to actually be a reference to section 14(a). If that is correct, it is unclear on what basis this section would not be relevant to board members regardless whether they are paid or unpaid volunteers.*

Section 14(e)(ii)

Comment (Ketley): “Delete, too restrictive.”

Comment (Klein): “Delete ‘as long as such disagreement does not interfere with the execution of the action, and the Board Member does not solicit others to act in a manner or work toward the achievement of a result that is contrary to the Board of Directors’ action’.”

Response: *While a director may certainly disagree with a majority decision of the board, once the board has voted and determined the course of action to be taken, each director has a fiduciary obligation to act in accordance with that decision.*

Section 14(f)(ii)

Comment (Klein): “Delete.”

Response: *This subsection provides that a board member is acting as a representative of CA when attending a CA meeting or event sponsored by CA. It is unclear why this should be deleted since it would appear to be an accurate statement.*

Section 15(c)(ii)

Comment(Ketley): “Delete. Does not acknowledge that CA Directors also represent their village.”

Response: *This section simply states that CA board members should be informed regarding the purposes of CA. It is unclear why this is objectionable.*

Section 15(c)(v)

Comment (Klein): “Delete.”

Response: *This section states that the directors shall share equally in the work of the board. The intent is simply to make it clear that all directors should be active participants, and the work of the board should not be left to only a few board members. If a majority of the board agrees, however, this section can be deleted.*

Section 15(c)(xiii)

Comment (Klein): “Delete ‘Attend strategic planning sessions and’.”

Response: *The remainder of that sentence is that directors should participate in formulating the strategic plan. One of the essential components of that participation is attendance at strategic planning sessions since that is how the CA board formulates the strategic plan. However, since the remainder of the sentence would appear to be sufficiently broad to encompass attendance at those meetings, if a majority of the board agrees, that phrase can be deleted.*

Section 15(c)(xiv)

Comment (Ketley): “Delete. Implies a CA Director can be removed for not attending a community event.”

Comment (Klein): “Delete.”

Response: *If a majority of the board agrees, this section can be deleted.*

REPORTING POLICY

General Comments on Reporting Policy

Comment (Evans): “I thought the point of a whistleblower policy is to protect the person reporting the activity from retaliation. As such, why does the person have to request confidentiality or do it anonymously? By its very nature the policy should assume confidentiality for someone reporting a concern, even more so if the concern is regarding anyone in the chain of reporting.”

Response: *Although one component of the Reporting Policy is to provide protection against retaliation with respect to the individual reporting the alleged violation, the intent of the Policy is to protect CA’s reputation and work environment and to ensure both legal compliance and ethical behavior generally. This comment seems to assume that confidentiality and protection against retaliation are synonymous, which is not the case. The person reporting an alleged violation does have the option of remaining completely anonymous by calling the ethics hotline or making a complaint online at MySafeWorkplace.com. (As noted in section 2(a), however, this may result in a circumstance where the allegations are not sufficiently specific to allow for investigation.) If the reporting party elects to come forward, there are circumstances when, as pointed out in section 2(f), it may not be possible to maintain confidentiality if an adequate investigation is to be conducted and appropriate action taken.*

Comment (Evans): “Is there a protocol outlining steps as to what these types of investigations look like? It would be helpful to have a reference to the steps involved to understand what happens if someone makes a complaint and to ensure a complaint is handled consistently.”

Response: *The policy provides a framework in which the PEO (or other designated investigator) must operate but is sufficiently flexible to permit the PEO to develop the investigation to fit the specifics of the complaint lodged. This flexibility is needed because the policy is designed to cover a multitude of possible concerns and matters that may or may not result in legal liability, including civil or criminal charges. A complaint may relate to matters that do not rise to the level of “illegal” activity (which would be handled in a formal legal proceeding and subject to the Maryland rules of evidence and procedure), but which still result in a breach of the Ethics Code and must be addressed. Typically, an investigation may include interviews of the reporting party (if known), the person about whom the report is made, and others who may have knowledge of the matter reported, and review of any relevant documents.*

Section 2(b)

Comment (Evans): “On page 5 [sic - correct page is 4]: The **PEO** [emphasis in original] or other person designated in Section 1 will determine the manner in which the investigation will be conducted, and the extent of any communications with the person reporting the violation and any person whose conduct or actions are the subject of the report. The investigators shall not be governed or bound by technical rules of evidence or procedure [highlighting in original].

- What protections are in place to ensure a fair and equal investigation?
- What does the blue highlighted part mean this mean [sic]? That there is no standard procedure for this type of investigation or am I misunderstanding?”

Response: *The PEO is not governed or bound by the technical legal rules of evidence or procedure because the investigation is not in the context of a formal legal proceeding – the purpose of the investigation is to discover whether a claim has merit and then act in accordance with CA's policies. Of course, should a matter lead to formal legal proceedings, these rules would come into play and govern the use of information obtained during the course of the investigation. In terms of “standards,” the policy does include guidelines on how an investigation must be conducted and how the results are to be reported and handled. The guidelines for the investigation are, by their terms, designed to result in a fair and equal investigation, by for example, providing the reporting party with different options for filing a report, creating a consistent process for assigning the handling of an investigation, outlining the process for investigating and ultimately addressing the disposition of the claim, and requiring reports to the Board's Audit Committee on matters reported under the Ethics Code and Conflicts Policy.*

1 **COLUMBIA ASSOCIATION, INC.**

2
3 **CODE OF BUSINESS CONDUCT AND ETHICS**

4
5 **Introduction**

6
7 This Code of Business Conduct and Ethics (this “**Code**”) covers a wide range of business
8 practices and procedures. While this Code cannot cover every conceivable issue that may arise, it
9 does set out basic principles to guide all team members, team leaders, officers and directors
10 (collectively, “**CA Personnel**” or “you”) of Columbia Association, Inc. (“**CA**”) in their day-to-
11 day business activities on behalf of CA. Some of these principles are also set forth, in more
12 detail, in CA’s **Team Member Handbook** and CA’s **Purchasing Policy**. CA Personnel are
13 expected to conduct themselves in accordance with this Code and the underlying policies and
14 procedures, so as to avoid even the appearance of improper behavior. This Code should also be
15 provided to CA’s agents and representatives, including consultants, who are expected to apply
16 the same high standards while working on CA business.

17
18 Note that if you are serving on the Board of Directors of CA (each, a “**Board Member**”
19 and collectively, the “**Board Members**”) or as an officer or member of the Senior Leadership
20 Team (each, a “**Senior Management Member**” and collectively, the “**Senior Management**
21 **Members**”), your conduct also is governed by CA’s **Conflicts of Interest Policy for Directors,**
22 **Officers and Senior Leadership Team.**

23
24 If a law conflicts with a policy in this Code, you must comply with the law. Where a
25 custom conflicts with this Code, however, you are expected to comply with this Code. Questions
26 about any such conflicts should be directed to CA’s principal ethics officer (the “**PEO**”), who is
27 currently CA’s General Counsel. You may also contact your immediate supervisor, team leader
28 or the director of human resources.

29
30 If you violate the standards in this Code, you will be subject to disciplinary action (up to
31 and including the termination of your service with CA). If you are in a situation which you
32 believe may violate or lead to a violation of this Code, follow the procedures described in
33 Sections 17 and 18 of this Code.

34
35 **1. Principal Ethics Officer**

36
37 The PEO has the responsibility for providing oversight of this Code and assisting CA
38 Personnel regarding this Code and related laws, regulations, policies and procedures. The PEO
39 can be reached at 410-715-3115.

40
41 **¹2. Compliance with Laws, Rules and Regulations; Equal Opportunity and Drug-Free**
42 **Workplace**

43
44 Obeying the law, both in letter and in spirit, is the foundation of CA’s ethical standards.
45 CA Personnel are expected to respect and obey the laws, rules and regulations of the jurisdictions

¹ NOTE TO DRAFT: Deleted text covered by Whistleblower Policy.

1 in which CA operates. While it is no small task to know the details of those laws, rules and
2 regulations that may affect the daily business operations of CA, the policies of CA provide
3 important guidance in making decisions. When there is any doubt as to the lawfulness of any
4 proposed activity, you should seek advice from the PEO.

5
6 CA is committed to providing equal employment opportunities and requires that its
7 workplace be free of discrimination, harassment and intimidation based on factors such as race,
8 sex, religion, color, age, national origin, pregnancy, gender identity, and other factors protected
9 by federal, state and local laws. CA makes reasonable job-related accommodations for any
10 qualified CA Personnel with a disability when notified by such CA Personnel that he/she needs
11 an accommodation.² CA is also committed to prohibiting the inappropriate or illegal use of drugs
12 and alcohol, and to maintaining a work environment that is free of offensive conduct,
13 unreasonable interference and intimidation or hostility. The illegal possession, distribution, or
14 use of any controlled substances on CA's premises or at CA functions is strictly prohibited.
15 Similarly, reporting to work under the influence of any illegal drug or alcohol and the abuse of
16 alcohol or medications in the workplace is not in CA's best interest and violates this Code.³
17 While federal and state laws provide guidance in this area, CA internal policies provide specific
18 guidance to CA Personnel. These policies, including without limitation, CA's *Employment of*
19 *Family Members Policy*, *Drug and Alcohol Policy*, *Equal Opportunity and Sexual Harassment*
20 *Policy*, *Workplace Violence Prevention Policy*, and *Team Member Dating Policy*, can be found
21 on CA's team member intranet in the folder titled "HR Policies and Forms." CA Personnel
22 needing information related to employee relations and work environment issues should contact
23 their immediate supervisor, a team leader or the director of human resources. CA Personnel who
24 believe they have been subjected to (or who observe others being subjected to) unlawful
25 discrimination, harassment or intimidation by other CA Personnel, or contractors, vendors,
26 customers or other individuals with whom CA has or expects to have a business relationship, are
27 expected to report such conduct in accordance with the procedures described in Sections 17 and
28 18 of this Code and in CA's *Policy for Reporting Violations of the Code of Business Conduct*
29 *and Ethics* (the "*Policy for Reporting Violations*").

30 31 **3. Conflicts of Interest**

32
33 A conflict of interest exists when a person's private activities, agreements, business
34 investments or interests or other situations, whether paid or unpaid, could reasonably be expected
35 to interfere with the person's objectivity, job performance, judgment or diligence in protecting
36 and promoting the interests of CA to the extent that such person would place his or her personal
37 interests, or those of another, above the interests of CA. While it is not possible to describe or
38 anticipate all the circumstances that might involve a conflict of interest, a conflict of interest is
39 likely to arise when:

40
41 (a) CA Personnel have a financial or personal interest in a contract or transaction to
42 which CA is a party;

² NOTE TO CA: We have added this provision to bring CA's policies in line with certain leading policies we reviewed.

³ NOTE TO CA: Again, we have added this provision to bring CA's policies in line with certain leading policies we reviewed.

1
2 (b) CA Personnel, or family members of CA Personnel, receive improper personal
3 benefits as a result of their position or a family member's position in CA;
4

5 (c) CA Personnel work simultaneously for CA and a competitor of or vendor to CA.
6 The best policy is to avoid any direct or indirect business connection with CA's competitors or
7 vendors, except on CA's behalf, as such connections almost always constitute a conflict of
8 interest;
9

10 (d) CA purchases property, materials, supplies, equipment or services from CA
11 Personnel or from any business or company that is owned or controlled by CA Personnel; or
12

13 (e) CA makes any personal loans to CA Personnel.
14

15 An actual or perceived conflict of interest may not always be obvious. Care should be
16 taken about the appearance of a conflict of interest since such appearance might impair
17 confidence in, or the reputation of CA even if there is no actual conflict and no wrongdoing.⁴ All
18 CA Personnel have an obligation to avoid any conflict of interest, and, where avoidance is not
19 feasible, to disclose a conflict of interest to their immediate supervisor, a team leader, the
20 director of human resources, the PEO, the Chair of the Board of Directors or the Chair of the
21 Audit Committee of the Board of Directors, as applicable.⁵ If you have a question, you should
22 consult with one of these parties, as applicable. If you become aware of any potential, actual or
23 apparent conflict of interest, whether involving you or any other party, you must follow the
24 procedures described in Sections 17 and 18 of this Code and in the Policy for Reporting
25 Violations.
26

27 **4. Gifts, Gratuities and Entertainment; Illegal Payments** 28

29 The purpose of business entertainment and gifts in a commercial setting is to create good
30 will and sound working relationships, not to gain unfair advantage. Except for Tokens of Respect
31 (as defined below), CA Personnel, family members of CA Personnel and agents of CA are
32 prohibited from accepting, offering or providing gifts, entertainment or gratuities. CA Personnel
33 who receive a request for such a gift or gratuity must report it to the PEO. Anyone with questions
34 about whether accepting, offering or providing gifts, entertainment or gratuities is prohibited in
35 any particular situation should contact their immediate supervisor, a team leader, the director of
36 human resources or the PEO.
37

38 For purposes of this Code, a "Token of Respect": (a) is not a cash gift, (b) is consistent
39 with customary business practices, (c) is not excessive in value, (d) cannot be construed as a
40 bribe or payoff, (e) does not violate any laws or regulations, and (f) is not accepted, offered, or
41 provided with the intent (and could not reasonably be perceived as being accepted, offered, or
42 provided with the intent) to influence the recipient to make a decision they would not otherwise

⁴ NOTE TO CA: Again, we have added this provision to bring CA's policies in line with certain leading policies we reviewed.

⁵ NOTE TO CA: We have added this provision to make clear that all CA Personnel are obligated to avoid/disclose conflicts of interest.

1 make. Any gift with a value exceeding \$25.00 or a series of gifts with a total value exceeding
2 \$100.00 in a one (1) year period from any one person (1) or entity is deemed excessive in value.⁶
3

4 No illegal payments of any kind are to be made to any local, state or Federal Government
5 officials of the United States, or to government officials of any other country, territory or
6 municipality at any time or under any circumstances. Moreover, no funds or other assets of CA
7 are to be paid, directly or indirectly, to government officials or persons acting on their behalf or
8 to representatives of other businesses for the purpose of influencing decisions or actions with
9 respect to CA's activities. Kickbacks to or from any person are prohibited.⁷
10

11 You may not use agents, consultants, independent contractors or other representatives to
12 do indirectly what you could not do directly under this Code or applicable law, rules and
13 regulations.⁸
14

15 **5. Contest Awards**

16

17 CA Personnel and family members of CA Personnel are not eligible to win any type of
18 prize or award associated with any contest, drawing, raffle, sweepstakes or other competition
19 open to the public that is sponsored or run by CA. Notwithstanding the foregoing, part-time and
20 seasonal CA team members (excluding family members of Board Members and Senior
21 Management Members), are eligible to apply for the Spirit of Columbia Scholarship and to be
22 awarded such Scholarship if they are determined to meet the criteria for such award.
23

24 **6. Corporate Opportunities; Misuse of Assets**

25

26 CA Personnel owe a duty to CA to advance its legitimate interests when the opportunity
27 to do so arises. CA Personnel are prohibited from taking for themselves personally, or directing
28 to others, business opportunities that are made known to them or obtained through the use of
29 corporate property, information or their position without the consent of CA's Board of Directors.
30 CA Personnel should endeavor to protect CA's assets and ensure their efficient use. CA
31 Personnel may not use corporate property, information, or their position for personal gain⁹. CA
32 Personnel may not remove, dispose of, or destroy anything of value belonging to CA without
33 CA's express written consent, including both physical items and electronic information. Any
34 suspected incident of fraud or theft should be immediately reported for investigation pursuant to
35 the procedures described in Sections 17 and 18 of this Code and in the Policy for Reporting
36 Violations.
37

38 **7. Sensitive and Proprietary Information**

39

⁶ NOTE TO DRAFT: Deleted text duplicative of previous paragraph.

⁷ NOTE TO CA: Again, we have added this provision to bring CA's policies in line with certain leading policies we reviewed.

⁸ NOTE TO CA: Again, we have added this provision to bring CA's policies in line with certain leading policies we reviewed.

⁹ NOTE TO DRAFT: Deleted text covered by Section 3(b).

1 CA Personnel may come in contact with information regarding CA of a confidential,
2 proprietary, restricted or otherwise sensitive nature (“**Proprietary Information**”). Proprietary
3 Information includes but is not limited to intellectual property such as trade secrets, patents,
4 trademarks and copyrights, as well as business, marketing and service plans, engineering and
5 manufacturing ideas, designs, databases, records, and any unpublished financial data and
6 reports¹⁰. Proprietary Information may be encountered in many forms, such as documents,
7 electronic media or even business conversations. Proprietary Information does not include
8 information that (a) is or becomes publicly available without breach of this Code; (b) is or
9 becomes known or available to CA Personnel from a third party who did not acquire or disclose
10 such information or materials by breach of a duty of confidentiality, or by a wrongful or tortious
11 act; (c) is subject to disclosure under the Maryland Homeowners Association Act; (d) is
12 independently developed by CA Personnel without reference to Proprietary Information, or (e) is
13 part of a protected activity or communication under Section 7 of the National Labor Relations
14 Act (29 U.S.C. § 157).

15
16 Unauthorized use or distribution of Proprietary Information may be illegal and result in
17 civil or criminal penalties. In general, Proprietary Information shall not be used for the personal
18 benefit of any CA Personnel and shall be distributed within CA on the basis of business
19 necessity. Proprietary Information may not be disclosed outside CA unless required by law or
20 specifically authorized by the appropriate team leader, or officer, and only after the recipient
21 executes a non-disclosure agreement in form and substance acceptable to CA. CA Personnel are
22 expected to take reasonable measures to protect Proprietary Information from being disclosed
23 outside CA. Where third parties seek to compel disclosure of Proprietary Information, CA’s
24 General Counsel must be notified. Proprietary Information that belongs to a third party and is
25 covered by a non-disclosure agreement or similar agreement also must be protected in
26 accordance with the terms of such agreement.

27
28 Additionally, CA Personnel are required to protect the confidentiality of all Proprietary
29 Information after their relationship with CA is terminated. CA Personnel shall not retain any
30 Proprietary Information after termination and shall not disclose any Proprietary Information or
31 use it for any purpose at any time thereafter. CA Personnel shall cooperate with CA after
32 termination in any effort to control disclosure of Proprietary Information or to retrieve
33 information from others and to enforce the terms of any nondisclosure agreement or similar
34 agreement against third parties.

35
36 Questions about the proprietary nature of any information should be directed to your
37 immediate supervisor, a team leader, the director of human resources or the PEO.

38 39 **8. Outside Communication**¹¹

40
41 CA is committed to providing full, fair and accurate disclosure in all public
42 communications and in compliance with all applicable law, regulations and rules. Consistent
43 with this commitment, CA Personnel may not answer questions from the media or any other

¹⁰ NOTE TO DRAFT: Deleted text duplicative of clause (c) of the carve outs from “Proprietary Information.”

¹¹ NOTE TO CA: Again, we have added this provision to bring CA’s policies in line with certain leading policies we reviewed.

1 members of the public unless such CA Personnel are speaking solely as individuals without any
2 appearance of speaking or acting on CA's behalf or are specifically authorized to do so. If you
3 should receive such an inquiry, you should obtain the name of the person and their contact
4 information if possible and immediately notify CA's Director of Communications and Marketing
5 and CA's Media Relations Specialist. As individuals, you have rights to speak out on issues
6 including in a public forum, whether at your town hall or on a social networking media
7 application or website. However, when you speak as an individual it is critical that you do not
8 give the appearance of speaking or acting on CA's behalf. You should be especially aware of the
9 broad reach of social networking media applications and websites, and that such media is
10 increasingly being monitored by customers, regulators and colleagues. Your comments may be
11 attributed to CA, even though you did not intend for your comments to be attributed that way.
12 Whether or not you identify yourself as an employee of CA, you may not comment on or provide
13 information relating to CA's business (even if such information is not confidential) in an internet
14 chat room, newsgroup, guest book, bulletin board, blog, social or business networking site or
15 similar forum unless you are specifically authorized to do so or you are engaging in activity
16 protected by the National Labor Relations Act. You should not comment in such a forum on any
17 subject matter as to which you have knowledge or expertise by virtue of your duties with CA
18 unless you are specifically authorized to do so or you are engaging in activity protected by the
19 National Labor Relations Act. For additional rules regarding Proprietary Information, see
20 Section 7 of this Code.

21 22 **9. Network Use, Integrity & Security¹²**

23
24 CA reserves the right to monitor or review any and all data and information contained on
25 any CA Personnel's computer or other electronic device issued by CA. In addition, CA reserves
26 the right to monitor or review any CA Personnel's use of the internet and CA e-mail or any other
27 electronic communications without prior notice. Access to CA systems will be revoked and
28 disciplinary action may be taken in the event that such systems are used to commit illegal acts, or
29 to violate the nondiscrimination, harassment, solicitation or proprietary information terms of this
30 Code, or any other terms of this Code.

31
32 In order to maintain systems integrity and protect CA's network, no CA Personnel should
33 divulge any passwords used to access any CA computer or database. Any suspected breach of
34 CA's network security systems should be reported pursuant to the procedures described in
35 Sections 17 and 18 of this Code and in the Policy for Reporting Violations

36
37 CA Personnel should refrain from using or distributing software that may damage or
38 disrupt CA's work environment by transmitting a virus or conflicting with CA systems. No CA
39 Personnel should engage in the unauthorized use, copying, distribution or alteration of computer
40 software whether obtained from outside sources or developed internally. All software, including
41 "shareware," contains terms of use that must be adhered to.

¹² NOTE TO CA: Again, we have added this provision to bring CA's policies in line with certain leading policies we reviewed.

10. Competition and Fair Dealing

CA seeks to provide its services to the Columbia community fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Theft or unauthorized use or disclosure of confidential or proprietary information, or the possession of trade secret information that was obtained without the owner's consent, is prohibited. CA Personnel should endeavor to respect the rights of and deal fairly with the residents and businesses of Columbia, and CA's customers, vendors, competitors and personnel. No CA Personnel should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

11. Health and Safety

CA strives to provide a safe and healthful work environment. CA Personnel have responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. CA has established a safety hotline, 410-715-3101, that CA Personnel may utilize to report any safety concerns.

12. Financial Management and Record-Keeping

Public disclosure of certain CA information is part of CA's policies and may be required by law. It is CA's policy to make full, fair, accurate, timely and understandable disclosures in its periodic reports, and in public statements, such as press releases. CA requires honest, timely and accurate recording and reporting of information (including CA accounts, payroll, business expenses as well as time recordation) in order to make the aforementioned public disclosures as well as responsible business decisions. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action and/or disciplinary action up to and including termination of your service with CA. If you are authorized to make expenditures or enter into transactions on behalf of CA, you must ensure that all transactions are recorded properly.

All of CA's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect CA's transactions and must conform both to applicable legal requirements and to CA's system of internal controls. All records are to fairly and accurately reflect, in reasonable detail, CA's assets, liabilities, revenues and expenses. All transactions are to be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period. No transactions should be intentionally misclassified as to accounts, departments or accounting periods. No information should be concealed from CA's internal auditors or the independent auditors. CA Personnel involved in the preparation, accumulation, summarization and reporting of financial information must ensure there are no false or misleading entries, material misstatements or fraudulent activities that would directly or indirectly impact the financial statements or business operations of CA. CA Personnel involved in systems, processes and reporting mechanisms, both financial and non-financial in nature, have a responsibility to ascertain that they are operating effectively.

Any CA Personnel aware of any significant issue(s) that might impact the financial statements or business operations of CA must make full disclosure to their immediate supervisor, a team leader, the director of human resources or the PEO. CA Personnel involved in establishing or maintaining internal controls must make sure such internal controls are operating effectively and are reasonably sufficient to ensure that information generated is accurately recorded and reported on a timely basis. As requested by team leaders or officers, CA Personnel may be required to certify on a periodic basis to the integrity of financial reports.

Business records and communications often become public, so exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies should be avoided. This applies equally to e-mail, internal memos, website and social media postings and blogs, and formal reports. Records should always be retained or destroyed in accordance with CA's ***Record Retention and Disposal Policy*** (the "***Retention Policy***"). Destroying or altering a document with the intent to impair the document's integrity or availability for use in any potential official proceeding is a crime. Documents relevant to any pending, threatened, or anticipated litigation, investigation, or audit shall not be destroyed for any reason. In accordance with the Retention Policy, in the event of litigation or governmental investigation, consult CA's General Counsel. If you believe that CA records are being improperly altered or destroyed, you should report it pursuant to the procedures described in Sections 17 and 18 of this Code and in the Policy for Reporting Violations.

Many CA Personnel incur business expenses, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your immediate supervisor, a team leader, the director of human resources or the PEO. Rules and guidelines are set forth in CA's ***Procurement Card Policy and Travel Policy*** and are available from the Accounting Department.

13. Audits/Investigations

CA Personnel are expected to cooperate with CA representatives and all competent authorities in matters of internal and external audits, government investigations and other activities relating to this Code to the fullest extent of the law. On occasion, government auditors or investigators may contact individual CA Personnel directly. If you are in doubt about how to proceed, contact CA's General Counsel. Any request for information, complaint or other inquiry from a governmental organization should be forwarded directly to CA's General Counsel. Failure to cooperate fully in a company investigation or audit shall be grounds for discipline (up to and including the termination of your service with CA).

14. Additional Guidance and Provisions for Board Members and Senior Management Members

While all CA Personnel are required to uphold this Code, Board Members and Senior Management Members owe additional duties to CA by virtue of their role as a Board Member and/or Senior Management Member. This Section 14 contains additional guidance and provisions specifically applicable to Board Members and Senior Management Members (the "***Additional Guidance***"). In the event of a conflict between the Additional Guidance and any

1 other provision of this Code, the Additional Guidance shall control with respect to Board
2 Members and/or Senior Management Members.

3
4 (a) The Additional Guidance has several purposes:

5
6 (i) It defines what CA means when it holds Board Members and Senior
7 Management Members to the highest possible ethical standards – it details
8 the fundamental maxim – do the right thing, by defining right and wrong
9 in some detail.

10
11 (ii) It has official standing, in that the standards articulated here become
12 concrete evidence of CA's expectations and intentions, with respect to the
13 behavior of Board Members and Senior Management Members.

14
15 (iii) It is pragmatic in that it provides an agreed-to description of both
16 organizational values and the behaviors that those values prescribe.

17
18 (iv) It is intended to remind Board Members and Senior Management
19 Members that although their primary duty is to CA itself, the vested
20 interest of the residents and businesses of Columbia and its environs are
21 impacted by the decisions of CA.

22
23 (v) It is intended to be used in concert with CA's governing documents
24 including its Charter, Bylaws and such policies as the Board of Directors
25 may adopt as well as applicable Maryland law.

26
27 (vi) It outlines a set of fundamental principles, whether or not they are the
28 basis for certain operational or legal requirements or prohibitions.

29
30 (vii) It is intended to help Board Members and Senior Management Members
31 understand why CA's documents direct behavior in certain ways, why the
32 laws require or prohibit certain actions and what is to be done when the
33 governing documents and legal strictures are ambiguous or subject to
34 interpretation.

35
36 (viii) It is intended to help Board Members and Senior Management Members
37 define what is right, fair, just and good in those cases where it may be less
38 than obvious which path constitutes the high road.

39
40 (b) Personal Ethics. Board Members and Senior Management Members are expected
41 to behave morally according to general expectations of any person in any society,
42 acting in any capacity. The principles of personal ethics include:

43
44 (i) Concern for the well-being of others.

45
46 (ii) Respect for the autonomy of others.

- 1
2 (iii) Trustworthiness and honesty.
3
4 (iv) Compliance with the law.
5
6 (v) Basic justice: being fair.
7
8 (vi) Refusal to take unfair advantage.
9
10 (vii) Benevolence: doing good.
11
12 (viii) Prevention of harm.
13
14 (c) Professional Ethics. An individual acting as a Board Member or Senior
15 Management Member takes on an additional burden of professional ethical
16 responsibility. The principles of professional ethics include:
17
18 (i) Impartiality.
19
20 (ii) Openness and full disclosure.
21
22 (iii) Confidentiality.
23
24 (iv) Due diligence and duty of care.
25
26 (v) Fidelity to professional responsibilities.
27
28 (vi) Avoiding potential or apparent conflict of interest.
29
30 (d) Rights of Board Members and Senior Management Members. Each Board or
31 Senior Management Member has a right to:
32
33 (i) Be reliably informed about CA's finances and operations; and
34
35 (ii) The cooperation of CA's team members, Board Members and Senior
36 Management Members.
37
38 (e) Additional Rights of Board Members. Each Board Member also has a right to:
39
40 (i) Speak publicly on issues that affect those the Board Member serves,
41 provided that the Board Member unequivocally states that he/she is
42 speaking solely as an individual and not as a representative of CA or the
43 CA Board of Directors;
44
45 (ii) State publicly that the Board of Directors has taken action on a matter
46 (provided that such action was taken in an open meeting of the Board of

1 Directors) or that the Board of Directors has not taken action and to state
2 individual disagreement with such action or inaction as long as such
3 disagreement does not interfere with the execution of the action, and the
4 Board Member does not solicit others to act in a manner or work toward
5 the achievement of a result that is contrary to the Board of Directors'
6 action; and
7

8 (iii) Act in reliance on information and reports received from regular sources
9 that the Board Member reasonably regards as trustworthy.
10

11 (f) Political Activity. A Board Member or Senior Management Member is free to
12 engage in political activity, including endorsement of candidates for political
13 office, when the member is acting in his/her individual capacity. In no way,
14 however, should the activities of a Board Member or Senior Management
15 Member be performed in such a manner as to indicate that CA supports a specific
16 candidate. All political activities must be carried out on a strictly personal basis
17 and supported only by personal, not CA, resources. A Board Member or Senior
18 Management Member may not endorse candidates for political office while the
19 member is acting as a representative of CA and shall not use his or her CA title in
20 connection with any political endorsement. A Board Member or Senior
21 Management Member will be considered to be acting as a representative of CA
22 when he/she is:
23

24 (i) Carrying out work or volunteer duties on behalf of CA,
25

26 (ii) Attending a CA meeting or event sponsored by CA,
27

28 (iii) Attending a meeting as a representative of CA, or
29

30 (iv) Wearing a name badge or clothing designating him/her as a representative
31 of CA.
32

33 **15. Additional Duties and Obligations of Board Members** 34

35 In addition to the other provisions of this Code, Board Members are expected to
36 understand and comply with the following legal strictures governing their behavior.
37

38 (a) The Standard of Care. Compliance with a standard of care is required by the
39 Annotated Code of Maryland, Corporation and Associations Article, Section 2-
40 405.1. The standard of care encompasses two principal elements: the Duty of Care
41 and the Duty of Loyalty.
42

43 (i) *The Duty of Care*. The satisfaction of the duty of care requires Board
44 Members to act in good faith, with the care an ordinarily reasonable and
45 prudent person in a like position would exercise under similar
46 circumstances.

(ii) *The Duty of Loyalty.* The duty of loyalty requires Board Members to exercise their powers in good faith and in the best interests of CA rather than in their own interest or the interest of another entity or person.

(b) The Best Interests of CA. Each Board Member must act in the best interests of the whole community of Columbia and not simply as a representative of a particular village or constituency. Once all constituent perspectives are established and acknowledged, they must be considered in relation to the perspective of the entire community of Columbia. Board Members shall also bear in mind CA's purposes as stated in CA's Charter. When determining the best interests of CA each Board Member must consider the following:

(i) The purpose of CA to operate exclusively for the common good and social welfare of the people of Columbia and its environs.

(ii) The CA mission to enhance the quality of life for those living or working in Columbia and to remain an open, integrated and caring community.

(iii) CA's financial ability to remain viable and to continue to achieve its purpose and mission.

(c) Responsibilities of Board Members. In addition to the other requirements of this Code, each Board Member shall:

(i) Be informed regarding CA's governing documents including its Charter, Bylaws and such policies as the Board of Directors may adopt as well as applicable Maryland law, so that each Board Member can assist the Board of Directors in the procedural and substantive decision-making process.

(ii) Be informed regarding the purposes of CA, a copy of which are attached hereto as Exhibit A.

(iii) Be informed regarding the aspirational values of CA's Board of Directors, a copy of which are attached hereto as Exhibit B.¹³

(iv) Be informed about the services and programs provided by CA.

(v) Share equally in the work of the Board of Directors.

(vi) Formulate CA strategic policies.

¹³ NOTE TO CA: To avoid confusion regarding "mandatory" restrictions on Board Members as opposed to "aspirational" goals, we have clarified that CA values are "aspirational" in nature and included them in an Exhibit to this Code. While Board Members must be informed concerning these values, they are not separate or additional obligations of the Board Members.

- 1 (vii) Exercise independent and informed judgment on all corporate decisions.
- 2
- 3 (viii) Carry out fiduciary responsibilities of the Board of Directors, including
- 4 oversight and approval of the CA budget and review of CA financial
- 5 statements.
- 6
- 7 (ix) Serve on committees of the Board of Directors.
- 8
- 9 (x) Regularly attend meetings of the Board of Directors and applicable
- 10 committees thereof.
- 11
- 12 (xi) Review agenda, supporting materials, and prior meeting minutes before
- 13 meetings of the Board of Directors and applicable committees thereof, and
- 14 otherwise prepare for such meetings.
- 15
- 16 (xii) Take responsibility for and follow through on assignments arising from
- 17 meetings of the Board of Directors and applicable committees thereof.
- 18
- 19 (xiii) Attend strategic planning sessions and participate in formulating the
- 20 strategic plan for CA, including review of data.
- 21
- 22 (xiv) Attend special events and functions of the Board of Directors and
- 23 individual Village Community Associations as well as community-wide
- 24 CA events.
- 25
- 26 (xv) Present reports of actions of the Board of Directors at village board
- 27 meetings.
- 28
- 29 (xvi) Work with CA's President to establish performance objectives.
- 30
- 31 (xvii) Evaluate the performance of CA's President, while providing the
- 32 necessary support for CA's President to further CA's goals.
- 33
- 34 (xviii) Remain in good standing with respect to all financial obligations,
- 35 covenants and regulations contained in CA's Declaration (as defined in
- 36 Exhibit A) and in the governing documents of the Village Community
- 37 Association that elected the Board Member as a Columbia Counsel
- 38 Representative.
- 39
- 40 (d) Restrictions on Board Member Activity. In addition to the other requirements of
- 41 this Code, no Board Member shall:
- 42
- 43 (i) Engage in any writing, publishing or speech-making on behalf of CA that
- 44 defames any other Board Member or Senior Management Member.
- 45

- 1 (ii) Discuss the confidential proceedings of the Board of Directors or release
2 confidential information not previously available to the public.
3
4 (iii) Act in a way that is intended to intimidate another person in the conduct of
5 their office or which a reasonable person would conclude had such intent
6 and which, in fact, did intimidate.
7
8 (iv) Undermine the authority of the Board of Directors, the Chair of the Board
9 of Directors or CA's President to perform his/her duties, or interfere with
10 the duties of CA's management and staff.
11
12 (v) Knowingly misrepresent facts or the Board of Director's position on an
13 issue to a resident or property owner in the Columbia community for the
14 purpose of advancing the Board Member's personal cause or influencing
15 the Columbia community to place pressure on the Board of Directors to
16 advance the Board Member's personal cause.
17
18 (vi) Speak for or act on behalf of CA unless specifically authorized to do so by
19 the Board.
20
21 (vii) Conduct themselves in a manner that assumes any greater rights and
22 privileges than any other resident in the Columbia community.
23

14

24 **16. Special Circumstances; Waivers of the Code of Business Conduct and Ethics**

25

26 CA's President or the Board of Directors may waive application of the policies set forth
27 in this Code only when special circumstances warrant granting a waiver, and then only in
28 conjunction with any appropriate monitoring of the particular situation. Any waivers of this Code
29 may be made only by CA's President or the Board of Directors, must be in a writing stating the
30 rationale for the waiver and will be promptly disclosed as required by law. Any amendments to
31 this Code may be made only by a majority vote of the Board of Directors.
32

33 **17. Reporting any Illegal or Unethical Behavior**

34

35 CA Personnel are required to report any circumstance that such person believes in good
36 faith may constitute a violation of this Code or any other CA policy, or applicable law,
37 regulations or rules according to the procedures described in the Policy for Reporting Violations.
38 If you are in a situation that you believe may involve or lead to a violation of this Code, you have
39 an affirmative duty to disclose to, and seek guidance from your immediate supervisor, a team
40 leader, the director of human resources or the PEO.
41

42 It is CA's policy to encourage the communication of bona fide concerns relating to the
43 lawful and ethical conduct of business, and audit and accounting procedures or related matters. It
44 is also the policy of CA to protect those who communicate bona fide concerns from any
45 retaliation for such reporting. Pursuant to, among other things, the Policy for Reporting

¹⁴ NOTE TO DRAFT: Deleted text duplicative of Section 6.

Violations, CA does not permit retaliation of any kind against CA Personnel for good faith reports of misconduct by others. CA Personnel are expected to cooperate in internal investigations of misconduct.

18. Compliance Procedures

While everyone must work to ensure prompt and consistent action against violations of this Code, a lack of information or background may make it difficult to determine whether a violation of this Code has occurred. Every situation that may arise cannot be anticipated, so it is important to have a way to objectively approach a new question or problem. These are the steps to keep in mind:

- (a) Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- (b) Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- (c) Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- (d) Discuss the problem. This is the basic guidance for all situations. In many cases, a supervisor or team leader will be more knowledgeable about the question, and will appreciate being brought into the decision-making process.
- (e) Seek help from CA resources. In the rare case where it may not be appropriate to discuss an issue with your immediate supervisor or team leader, or where you do not feel comfortable approaching them with your question, discuss it with the director of human resources, the PEO or any team leader with whom you feel comfortable. If you prefer to write, address your concerns to the PEO at the address of CA's corporate headquarters. You may also make an anonymous report by contacting the MySafeWorkplace ethics hotline at 800-461-9330 or www.MySafeWorkplace.com.
- (f) You may report ethical violations in confidence and without fear of retaliation. Pursuant to, among other things, the Policy for Reporting Violations, CA does not permit retaliation of any kind against CA Personnel for good faith reports of misconduct by others.
- (g) Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

1 **19. Violations of this Code**

2
3 CA Personnel who fail to comply with this Code will be subject to disciplinary action, up
4 to and including termination of your service with CA. In circumstances deemed warranted by
5 CA, misconduct by CA Personnel may also be reported to the appropriate law enforcement
6 authorities.

7
8 **20. Commitment and Certification**

9
10 Your commitment to conduct yourself in accordance with this Code is essential to its
11 success.¹⁵ CA requires that each of the CA Personnel certify that he/she has received and read
12 this Code and understand its contents.

13
14 ¹⁶

15
16 **Approved by the CA Board of Directors on October 26, 2006**
17 **Revised and approved by the CA Board of Directors on July 7, 2011**
18 **Revised and approved by the CA Board of Directors on [_____,] 2015**
19

¹⁵ NOTE TO DRAFT: Deleted text duplicative of Section 17.

¹⁶ NOTE TO DRAFT: Deleted text moved to new Section 19.

ACKNOWLEDGEMENT OF RECEIPT

COLUMBIA ASSOCIATION, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

I, _____, acknowledge and confirm that I have received a copy of the Columbia Association, Inc. Code of Business Conduct and Ethics, as revised and approved by the CA Board of Directors on [_____ __,] 2015, and have read and understand those standards. I agree that I will conduct myself in accordance with those standards.

Witness

Signature

Title/Position

Date

EXHIBIT A

Purposes

(See Attached)

Columbia Association Purposes¹⁷

The purposes for which CA is formed are as follows:

1. To organize and operate a civic organization which shall not be organized or operated for profit, but which shall be organized and operated exclusively for the promotion of the common good and social welfare of the people of the community of Columbia and its environs (“**Columbia**” being defined as the community developed and to be developed on that tract of land in Howard County, Maryland (the “**County**”), presently consisting of 14,744.382 acres of land, more or less, the fee of which, or the leasehold interest in which is presently subjected to the “Declaration,” as hereinafter defined. Said tract of land, together with any additional land in the County which may hereafter be subjected to the Declaration by any amendment or supplement thereto filed among the Land Records of Howard County, Maryland, being sometimes hereinafter referred to as (“**the Property**”).
2. CA shall have no members other than the Columbia Council Representatives, as hereinafter defined, and no part of the net earnings of CA shall at any time in any manner inure to the benefit of any member, director or individual. No substantial part of the activities of CA shall consist of carrying on propaganda or otherwise attempting to influence legislation, provided that CA may elect to have its allowable expenditures for such purpose determined in accordance with the provisions of section 501(h) of the Internal Revenue Code of 1954, as amended; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall CA engage in any activities that are unlawful under applicable Federal, state or local laws.

For the general purpose aforesaid, and limited to that purpose (hereinafter sometimes referred to as the “**Purpose**”), CA shall have the following specific purposes:

1. To aid, promote, and provide for the establishment, advancement and perpetuation of any and all utilities, systems, services and facilities within Columbia which tend to promote the general welfare of its people with regard to health, safety, education, culture, recreation, comfort or convenience to the extent and in the manner deemed desirable by the Board of Directors;
2. To exercise all the rights, powers and privileges and to perform all of the duties and obligations of CA as set forth and undertaken in the Deed, Agreement and Declaration of Covenants, Easements, Charges and Liens (the “**Declaration**”) dated December 13, 1966 between CA as grantor and C. Aileen Ames as grantee and filed among the Land Records of Howard County, Maryland, at Liber 463, Folio 158, as heretofore modified and supplemented or as may be modified or supplemented from time to time as therein provided;
3. To operate and maintain, or provide for the operation and maintenance of, any properties which may from time to time be designated or conveyed to CA for operation and maintenance as areas serving the general welfare of Columbia and the people thereof with regard to health,

¹⁷ NOTE TO DRAFT: Listing of purposes duplicated from CA Charter for easy reference.

safety, education, culture, recreation, comfort and convenience, all pursuant to the Declaration and subject to the provisions thereof;

4. To enforce all covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements, and liens provided in the Declaration, and to assess, collect, and disburse the charges created under such Declaration and to use the proceeds of such charges for the promotion of any and all of the purposes heretofore mentioned in any lawful manner determined by the Board of Directors, pursuant to and subject to the provisions of the Declaration; and

5. To do any and all lawful things and acts that CA may from time to time, in its discretion, deem to be for the benefit of Columbia and the inhabitants thereof or advisable, proper or convenient for the promotion of the interests of said inhabitants with regard to health, safety, education, culture, recreation, comfort or convenience.

EXHIBIT B

Values

(See Attached)

Columbia Association Board of Directors Values¹⁸

1. Represent constituent interests assertively and make decisions based on the welfare of the entire community.
 - Recognize diverse perspectives, such as ethnicity, age, economic circumstances, differing village life cycles, and varying tenures of Columbia residents.
 - Once all constituent perspectives are established and acknowledged, weigh them in relation to the perspective of the entire community.
2. Engage in open discussions that encourage and respect differing positions.
 - “Seek first to understand, then to be understood.”
 - When differing with someone’s position, first acknowledge it by summarizing his or her point of view. (Or, ask for such a summary if someone differs with you. “Did you understand my intention? What was it?”)
3. Strive for consensus, but agree to disagree based on the merits.
 - Argue to seek a better understanding, not to win the argument. Use inquiry to probe positions with which you may not agree. Call the question after points have been established.
4. Speak as a Board of Directors through unified messages that present both majority and minority positions.
 - If consensus cannot be reached, end the discussions by summarizing both sides to their mutual satisfaction.
 - When speaking outside of meetings of the Board of Directors, identify whose opinion you are discussing (your own or the Board of Directors’).
5. Cultivate trust by showing respect for others, by accepting responsibility for your role in the process.
 - When discussing issues focus on the issues not the people with whom you are discussing the issue.

¹⁸ NOTE TO DRAFT: Listing of values consolidated from separate document for easy reference.

1 **COLUMBIA ASSOCIATION, INC.**

2
3 **CONFLICTS OF INTEREST POLICY**
4 **FOR DIRECTORS, OFFICERS AND SENIOR LEADERSHIP TEAM**
5

6 **Introduction**
7

8 Columbia Association, Inc. (“CA”) demands the highest possible ethical conduct from
9 individuals serving on its Board of Directors (each, a “**Board Member**” and collectively, the
10 “**Board Members**”) or as officers or members of the Senior Leadership Team (each, a “**Senior**
11 **Management Member**” and collectively, the “**Senior Management Members**”). The purpose of
12 this Conflicts of Interest Policy for Directors, Officers and Senior Leadership Team (this
13 “**Policy**”) is to set forth procedures for monitoring, reporting, review and oversight of, and
14 review, approval or ratification of any action taken in connection with, conflicts of interest and
15 related party transactions. Full compliance with this Policy is mandatory.
16

17 **1. Construction and Implementation**
18

19 The provisions of this Policy are intended to be broadly construed in accordance with the
20 purpose of this Policy. With respect to Board Members, the CA Board of Directors shall be the
21 body responsible for implementing these provisions and advising persons as to their application.
22 With respect to Senior Management Members, CA’s principal ethics officer (the “**PEO**”), who is
23 currently CA’s General Counsel, shall be the person responsible for implementing these
24 provisions and advising persons as to their application.
25

26 **2. Compliance**
27

28 Board Members and Senior Management Members are expected to comply with this
29 Policy, CA’s *Code of Business Conduct and Ethics*, CA’s *Policy for Reporting Violations of*
30 *the Code of Business Conduct and Ethics*, and CA’s *Financial Disclosure Requirements*, as
31 well as both the letter and spirit of all applicable governmental laws, rules, and regulations.
32

33 If a Senior Management Member fails to comply with this Policy, CA’s *Code of*
34 *Business Conduct and Ethics*, CA’s *Policy for Reporting Violations of the Code of Business*
35 *Conduct and Ethics*, any other relevant CA policies or with any applicable laws, such person
36 will be subject to disciplinary measures, up to and including immediate discharge. If a Board
37 Member fails to comply with any of the foregoing codes, policies or applicable law, the Board
38 Member will be subject to reprimand or removal consistent with CA’s Charter and Bylaws.
39

40 **3. Conflicts of Interest**
41

42 Section 3 of CA’s *Code of Business Conduct and Ethics* provides that: “A conflict of
43 interest exists when a person’s private activities, agreements, business investments or interests or
44 other situations, whether paid or unpaid, could reasonably be expected to interfere with the

¹ NOTE TO DRAFT: Deleted text moved to unified Code of Ethics.

² NOTE TO DRAFT: Deleted text incorporated into corresponding provisions of unified Code of Ethics.

1 person's objectivity, job performance, judgment or diligence in protecting and promoting the
2 interests of CA to the extent that such person would place his or her personal interests, or those
3 of another, above the interests of CA." In addition to the provisions of Section 3 of CA's **Code of**
4 **Business Conduct and Ethics**, all Board Members and Senior Management Members must
5 comply with this Policy. Specifically, all Interested Persons (as defined below – i.e., any Board
6 Member and any Senior Management Member) must use reasonable efforts to avoid Conflicts of
7 Interest (as defined below), but where such Conflicts of Interest arise, disclose them in
8 accordance with the procedures described in Section 3(c) below. Disclosures should be made in
9 advance, before any action is taken on the matter that is the subject of a Conflict of Interest (as
10 defined below). Conflict identification and analysis can be difficult and, therefore, Interested
11 Persons are expected to err on the side of caution and disclose all instances where a Conflict of
12 Interest or the appearance of same might be present. In this regard, CA acknowledges the
13 importance of having a comprehensive policy for identifying and effectively handling potential
14 Conflicts of Interest that may arise between CA and Interested Persons. The adoption of this
15 Policy is an important measure to assure that Board Members and Senior Management Members
16 act in accordance with their fiduciary duties under Maryland law, that rules applicable to tax-
17 exempt organizations are not violated, and that Board Members and Senior Management
18 Members avoid sanctions for "excess benefit transactions" under Section 4958 of the Internal
19 Revenue Code. For the same reason, Board Members and Senior Management Members are
20 required to submit to the PEO at least once per year (and updated as appropriate) a questionnaire
21 substantially in the form of CA's **Confidential Financial Disclosure Report** attached as
22 Exhibit A to this Policy. The PEO shall provide copies of all completed Confidential Financial
23 Disclosure Reports to the Chair of the Audit Committee.

24
25 (a) Conflict of Interest Defined. A "**Conflict of Interest**" exists in the case of (i) any
26 proposed contract or business dealings between CA and (A) an Interested Person or (B) a party
27 with which an Interested Person has a direct or indirect family or social³ relationship, and (ii) any
28 other contract or business dealing of CA in which an Interested Person has a Financial Interest.
29 The term "**Interested Person**" shall mean any Board Member and any Senior Management
30 Member. For purposes of this Policy, a person is deemed to have a "**Financial Interest**" in a
31 contract or business dealing if he or she is a director, trustee, officer, employee or agent of, or
32 has a financial interest in, or an ability to control or otherwise direct the actions of, the Entity
33 contracting or dealing with CA (other than the ten Columbia Village Community Associations
34 and Friends of Columbia, Inc.). The term "**Entity**" includes any entity whether private, public or
35 governmental and regardless of form. While it is not possible to describe or anticipate all the
36 circumstances that might involve a Conflict of Interest, a Conflict of Interest is likely to arise
37 whenever an Interested Person has (directly or indirectly): (1) a compensation arrangement or
38 other interest in a transaction with CA; (2) a compensation arrangement or other interest in or
39 affiliation with any entity or individual that: (x) sells goods or services to, or purchases goods or
40 services from, CA, (y) competes with CA, or (z) CA has, or is negotiating, or contemplating
41 negotiating, any other transaction or arrangement with; (3) the ability to use his or her position,
42 or confidential information or the assets of CA, to his or her (or an affiliated party's) personal
43 advantage or for an improper or illegal purpose; (4) acquired any property or other rights in
44 which CA has, or the Interested Person knows or has reason to believe at the time of acquisition

³ NOTE TO DRAFT: "Business or employment" relationship conflicts are covered by of the definition of "financial interest."

1 that CA is likely to have, an interest; (5) an opportunity related to the activities of CA that is
2 available to CA or to the Interested Person, unless the Board of Directors has made an informed
3 decision that CA will not pursue that opportunity; or (6) been indebted to CA, other than for
4 amounts due for ordinary travel and expense advances. Notwithstanding the foregoing, mere
5 service without compensation as a director or officer of a non-profit 501(c)(3) charitable
6 corporation or volunteer service as a member of a governmental task force or committee does not
7 constitute a Financial Interest engendering a Conflict of Interest for purposes of this Policy.⁴
8

9 (b) General Policy. All Interested Persons shall exercise good faith in all transactions
10 relating to their duties to CA and shall not use their positions in any manner that is contrary to
11 the best interests of CA or to promote their own business interests or those of family, friends or
12 business partners.⁵ Any doubts on the part of any Interested Person as to the existence of, or
13 proper conduct in light of, any perceived Conflict of Interest should be directed to the PEO and
14 the Chair of the Board of Directors for resolution.
15

16 (c) Procedure Regarding Disclosure, Review, and Approval of Conflicts of Interest.
17

18 (i) Each Interested Person shall (A) promptly and fully disclose all known
19 and potential Conflicts of Interest to the PEO and the Board of Directors
20 who will consider the contract, transaction or arrangement to which a
21 known or potential Conflict of Interest relates (a “**Contract**”), including
22 any relevant facts known to such Interested Person regarding said existing
23 or potential Conflict of Interest, (B) refrain from influencing, participating
24 in, or acting on, the decision on any matter in which a Conflict of Interest,
25 or the appearance of a Conflict of Interest, is present with respect to such
26 Interested Person, and (C) remove himself or herself from any meeting or
27 deliberations on said matter.
28

29 (ii) In the context of approval of a Contract, the Board of Directors shall
30 determine, after receiving a disclosure, whether a Conflict of Interest
31 exists or can reasonably be construed to exist. If a Conflict of Interest is
32 known or deemed to exist after disclosure, the Board of Directors shall not
33 approve the Contract with the Interested Person unless it is determined
34 that (A) entering into such Contract is in the best interests of CA and
35 consistent with the mission and resources of CA, (B) the Contract is fair
36 and reasonable to CA, (C) the Contract would not result in creating an
37 appearance of impropriety that might impair the confidence in, or the
38 reputation of, CA, and (D) a more advantageous Contract cannot be
39 obtained under the circumstances. Additionally, the Board of Directors
40 shall take any action required or prudent to avoid imposition of an excise
41 tax under Internal Revenue Code Section 4958 in connection with
42 considering such Contract. A determination by the Board of Directors
43 regarding a Conflict of Interest shall be made by majority vote in
44 accordance with the voting procedure stated in the Bylaws of CA.

⁴ NOTE TO DRAFT: Deleted text addressed in introductory paragraph to Section 3 of this Policy.

⁵ NOTE TO DRAFT: Deleted text addressed in Section 3(d) of this Policy.

1
2 (iii) Meetings of the Board of Directors pursuant to this Policy shall be held in
3 closed session in accordance with the provisions of the Maryland
4 Homeowners Association Act, all other applicable laws and CA's Charter
5 and Bylaws. Information, documents and records obtained by the Board of
6 Directors shall be withheld from public disclosure in accordance with the
7 Maryland Homeowners Association Act and all applicable laws. The PEO
8 shall participate as an advisor in meetings of the Board of Directors under
9 this Policy, unless the PEO is the subject of such meeting. The Board of
10 Directors may also retain outside counsel to attend such meetings.
11

12 ⁶(d) Record Keeping. The Board of Directors considering a known or potential
13 Conflict of Interest matter shall maintain detailed minutes and records regarding the matter. Such
14 minutes shall reflect the name of the Interested Person and any disclosure made, the vote on
15 whether a Conflict of Interest is present, the names of the persons participating in any
16 discussions and deliberations with regard to approving or rejecting a Contract involving the
17 Interested Person, the substance of such discussions and deliberations, adherence with the
18 procedures described above, the abstention from voting and participation by the Interested
19 Person, and that a quorum was present. The PEO or President considering a complaint alleging a
20 violation of this Policy and/or a request for an advisory opinion regarding interpretation of the
21 provisions of this Policy and its application also shall maintain detailed records regarding the
22 matter.
23

24 (e) Corrective Action. In the event an Interested Person fails to act in accordance with
25 this Policy, the PEO may recommend corrective action to the President in the case of a Senior
26 Management Member or the Board of Directors may recommend action to the members of the
27 Incorporated Associations (as described in CA's Charter) in the case of a Board Member;
28 provided, however, that the Board of Directors may issue a formal reprimand in the case of a
29 Board Member without consultation with the Incorporated Associations. The Board of Directors
30 may take corrective action if the Interested Person is the President. In the event that a formal
31 reprimand, or in an extreme case, the removal of such Interested Person from his or her
32 position(s), is proposed, such recommendation must be presented with supporting
33 documentation. The Interested Person involved shall be given an opportunity to be heard prior to
34 the final decision on the matter.
35

36 (f) Additional Conflicts Provisions for Board Members. Board Members may not:
37

38 (i) Within one (1) year following termination of their term on the Board of
39 Directors assist or represent another party for compensation in a case,
40 contract or other specific matter involving CA if that matter is one in
41 which the member participated while affiliated with CA.⁷
42

43 (ii) While serving on the Board and within one (1) year following termination
44 of their term on the Board of Directors be employed by or enter into any

⁶ NOTE TO DRAFT: Deleted text moved to Section 3(d) of this Policy.

⁷ NOTE TO DRAFT: Duplicative of unified Code of Ethics.

1 contract for compensation in excess of \$2,500 with CA either personally
2 or in a manner from which they would so benefit directly.

3
4 (iii) Simultaneously serve on the Board of Directors and as a sworn partisan
5 public officer.

6
7 (iv) Allow any family member to receive any remuneration for any work
8 performed for CA with the exception of dependent children employed on a
9 part time or seasonal basis.

10
11 (g) Board Compensation. Any action by the Board of Directors to provide for or
12 increase the compensation for Board Members for expenses incurred for attendance at meetings
13 of the Board of Directors or for other expenses associated with the performance of the duties of a
14 Board Member shall not become effective until two (2) years after the date of the public meeting
15 at which such action was approved. Board Members are entitled, however, to receive without
16 such passage of time such indirect benefits as attendance at relevant conferences and meetings,
17 travel in CA's *Sister City Program* to accompany youth participants, and other such benefits as
18 are reasonably related to the conduct of CA's affairs and activities as shall be approved in a
19 public meeting in accordance with federal and state laws and regulations.^{8 9}

20
21 **4. Special Circumstances; Amendments and Waivers of the Policy**

22
23 CA's President or the Board of Directors may waive application of the policies set forth
24 in this Policy only when special circumstances warrant granting a waiver, and then only in
25 conjunction with any appropriate monitoring of the particular situation. Any waivers of this
26 Policy may be made only by CA's President or the Board of Directors, must be in a writing
27 stating the rationale for the waiver and will be promptly disclosed as required by law. Any
28 amendments to this Policy may be made only by a majority vote of the Board of Directors.

29
30
31
32 **Approved by the CA Board of Directors on February 22, 2007**
33 **Revised and Approved by the CA Board of Directors on July 7, 2011**
34 **Revised and Approved by the CA Board of Directors on December 12, 2013**
35 **Revised and Approved by the CA Board of Directors on May 8, 2014**
36 **Revised and Approved by the CA Board of Directors on [_____,] 2015**

⁸ NOTE TO DRAFT: Deleted text moved to unified Code of Ethics.

⁹ NOTE TO DRAFT: Deleted text moved to unified Code of Ethics.

ACKNOWLEDGEMENT OF RECEIPT

COLUMBIA ASSOCIATION, INC.

**CONFLICTS OF INTEREST POLICY
FOR DIRECTORS, OFFICERS AND SENIOR LEADERSHIP TEAM**

I, _____, acknowledge and confirm that I have received a copy of the Columbia Association, Inc. Conflicts of Interest Policy for Directors, Officers and Senior Leadership Team, as revised and approved by the CA Board of Directors on [_____ __,] 2015, and have read and understand those standards. I agree that I will conduct myself in accordance with those standards.

Witness

Signature

Title/Position

Date

EXHIBIT A

Form of Confidential Financial Disclosure Report

(See Attached)

INSTRUCTIONS FOR COLUMBIA ASSOCIATION CONFIDENTIAL FINANCIAL DISCLOSURE REPORT

A. Why You Must File

This report is a safeguard for you as well as the Columbia Association (“CA”). It provides a mechanism for determining actual or potential conflicts between your CA responsibilities and your private interests and activities. This allows you and CA to fashion appropriate protections against such conflicts and to ensure compliance with CA’s ethics policies.

B. Who Must File

The following persons must file this report:

- Members of CA’s Board of Directors
- President
- General Counsel/Principal Ethics Officer
- Director of Human Resources
- Senior Leadership Team Members
- Division Directors
- Assistant Division Directors
- Members of Purchasing Division
- Members of Office of Internal Audit
- Treasurer

C. When To File

New entrant reports: Due within 30 days of assuming a position listed in section B above.

Annual reports: Due not later than June 30th each year.

D. Reporting Periods

The reporting period covers the preceding twelve months from the date of filing.

E. Where To File

With the Office of the General Counsel.

F. Definitions

Dependent Child - means your son, daughter, stepson, or stepdaughter if such person is either:

- (1) unmarried, under age 21, and living in your household;
or
- (2) a “dependent” of yours for Federal income tax purposes.

Honoraria - means payments (direct or indirect) of money or anything of value to you or your spouse for an appearance, speech or article, excluding necessary travel expenses.

G. General Instructions

1. Provide sufficient information about outside interests and activities so that the applicable ethics official under CA’s ethics policies can make an informed judgment as to compliance with those policies.

2. This form consists of four parts, which require identification of certain specific financial interests and activities. **NO DISCLOSURE OF AMOUNTS OR VALUES IS REQUESTED OR REQUIRED.** Complete each part and sign the report. If you have no information to report in any part or do not meet the threshold values for reporting, check the “None” box for that part.

3. Include information applicable to yourself, your spouse, and dependent children. This is required because their financial interests are attributed to you under ethics rules in determining conflicts of interest. Information about your spouse is not required in the case of divorce, permanent separation, or temporary separation with the intention of terminating the marriage or permanently separating.

4. You may distinguish any entry for a family member by preceding it with S for spouse, C for dependent child, or J for jointly held.

Part I: Assets and Income

Investment Income:

1. Report all investments or partnership interests in any **non-public** entity held by **you, your spouse, and dependent children**, with a value greater than \$1,000 at the end of the reporting period or which produced more than \$200 in income during the reporting period.
2. Report any financial interest that would give rise to a potential conflict of interest such as investments in or business transactions with entities that you are aware do business with CA or entities that compete directly with CA.

Salary and Earned Income:

1. **For yourself:** report all sources of salary and earned income greater than \$200 during the reporting period.
2. **For your spouse and dependent children:** report all sources of salary and earned income greater than \$1,000 during the reporting period.

Notes:

1. Investment income includes profit shares, rents, royalties, and

interest.

2. Earned income includes fees, salaries, commissions, and honoraria.
3. For each entity, report its name, location, and description of activity.

Do Not Report:

1. Your personal residence, unless you rent it out;
2. Social Security or disability benefits or retirement investment accounts; and
3. Money owed to you, your spouse, or dependent child by a spouse, parent, sibling or child.

Part II: Liabilities

Report:

1. Liabilities over \$10,000 owed to any person or non-publicly traded entity at any time during the reporting period.

Do Not Report:

1. Mortgages on your personal residence unless you rent it out;
2. Personal liabilities owed to a spouse, or the parent, sibling, or child of you, your spouse, or dependent child;
3. Loans for personal automobiles, household furnishings, or appliances;
4. Revolving charge accounts; and
5. Loans taken on personal retirement accounts such as 401(k)s.

Part III: Outside Positions

Report:

1. All positions held at any time during the reporting period (including positions no longer held), whether or not paid.

Positions include an officer, director, trustee, partner, proprietor, representative, employee, or consultant of any of the following:

1. A corporation, company, firm, partnership, trust, or other business enterprise;
2. A non-profit organization; and
3. An educational or other institution.

Do Not Report:

1. Positions held in any religious, social, fraternal, or political entity; and
2. Positions solely of an honorary nature.

Part IV: Agreements and Arrangements

Report Agreements or Arrangements for:

1. Current or future employment; and
2. Continuation of payment by a former employer (including severance payments).

Confidentiality

The primary use of the information on this form is to determine compliance with the conflict of interest provisions of CA's ethics policies. Additional disclosures of the information on this report may be made: (1) to a Federal, State or local law enforcement agency if CA becomes aware of a violation or potential violation of law or regulation; (2) to a court or party in a court proceeding in order to comply with a judge-issued subpoena; (3) to a source when necessary to obtain information relevant to a conflict of interest investigation or decision; (4) in a judicial or administrative proceeding, if the information is relevant to the subject matter or (5) as required by the Maryland Homeowners Association Act, Annotated Code of Maryland, Real Property Article, Section 11B – 101, et seq. This confidential report will not otherwise be disclosed to any requesting person unless authorized by law.

Penalties

Falsification of information or failure to file or report information required to be reported may subject you to disciplinary action by CA.

If you need assistance in completing this form, contact the General Counsel/Principal Ethics Officer at 410-715-3115.

**COLUMBIA ASSOCIATION CONFIDENTIAL FINANCIAL
DISCLOSURE REPORT**

(Last, first, middle initial)	Position/Title	Reporting Status:	
		New entrant	Annual
Work Phone	If New Entrant, Date Joined CA		
I certify that the statements I have made on this form and all attached statements are true, complete and correct to the best of my knowledge.		Signature	Date

Part I: Assets and Income

None ☐

Identify for you, your spouse, and dependent children: 1) non-public investments with a fair market value greater than \$1,000 at the end of the reporting period or producing investment income over \$200; and 2) sources of earned income such as salaries, fees, commissions or honoraria, which generated over \$200 in income for you or \$1,000 in income for your spouse or dependent child during the reporting period (see instructions).

Income Sources (<i>Identify employer or business.</i>)		(X) if no longer held	Nature of Income (<i>Rent, interest, salary, etc.</i>)
Examples	Bob Jones Construction, Pretty City, MD		Profit Share
	Dee, Jones & Smith, Hometown, MD	X	Salary
	(S) Doe Medical Clinic, Beachburg, MD		Salary
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Last, first, middle initial)

Phone

Part II: Liabilities

None

☐

Liabilities over \$10,000 owed at any time during the reporting period. Exclude a mortgage on your personal residence unless it is rented out; loans for autos, household furniture or appliances; revolving charge accounts; liabilities owed to certain family members; and loans on retirement accounts. (see instructions)

Creditors (<i>Name and address</i>)		Type of Liability (<i>Mortgage on rental property, promissory note, etc.</i>)
Example	Bob Jones, Pretty City, MD	Promissory note
1		
2		
3		
4		
5		
6		

Part III: Outside Positions

None

☐

Report any positions, whether or not compensated, held during the reporting period. Positions include an employee, officer, director, trustee, partner, proprietor, representative, or consultant for a business, non-profit, or educational institution. Exclude positions with religious, social, fraternal, or political entities or those solely of an honorary nature.

Organization (<i>Name and address</i>)		Type of Organization	Position	(X) If no longer held
Example	Dee, Jones & Smith, Hometown, MD	Realtor	Agent	X
1				
2				
3				
4				
5				
6				

<i>Last, first, middle initial)</i>	Phone
-------------------------------------	-------

Part IV: Agreements and Arrangements

None ☐

Report agreements or arrangements for current or future employment, and continuation of payment by a former employer (including severance payments).

Terms of Any Agreement or Arrangement		Parties
Example	Separation agreement	Dee, Jones & Smith, Hometown, MD
1		
2		
3		
4		
5		
6		

Use a blank page, if necessary, to continue the list in any part.

1 **COLUMBIA ASSOCIATION, INC.**

2
3 **POLICY FOR REPORTING VIOLATIONS**
4 **OF**
5 **THE CODE OF BUSINESS CONDUCT AND ETHICS**
6 **AND**
7 **THE CONFLICTS OF INTEREST POLICY FOR**
8 **DIRECTORS, OFFICERS, AND SENIOR LEADERSHIP TEAM**
9

10 **Introduction**
11

12 Columbia Association, Inc. (“CA”) is committed to maintaining a work environment
13 conducive to ethical conduct, open communication and integrity with respect to its business
14 practices. Further, CA is committed to compliance with the laws and regulations to which it is
15 subject and to promulgating policies to promote adherence to these laws and regulations. Laws,
16 regulations, policies and practices strengthen and promote ethical practices and ethical treatment
17 of members of the CA community and those to whom CA provides services.
18

19 In order to further CA’s commitment in this regard, this Policy for Reporting Violations
20 of the Code of Business Conduct and Ethics and the Conflicts of Interest Policy for Directors,
21 Officers, and Senior Leadership Team (this “**Policy**”):
22

- 23 • Establishes a procedure for making verbal or written complaints and reports under CA’s
24 ***Code of Business Conduct and Ethics*** (the “***Ethics Code***”) and CA’s ***Conflicts of***
25 ***Interest Policy for Directors, Officers, and Senior Leadership Team*** (the “***Conflicts***
26 ***Policy***”) and otherwise with respect to CA’s operational practices or allegedly fraudulent
27 and/or unethical business practices.
28
- 29 • Establishes a procedure for the receipt, review and possible investigation of and response
30 to such complaints.
31
- 32 • Establishes a procedure for the retention of records concerning all such complaints and
33 any investigation, resolution or report regarding the complaint.
34
- 35 • Makes clear CA’s intention to discipline by appropriate means, up to and including
36 termination, any person whom CA determines (a) engaged in discriminatory or retaliatory
37 conduct toward any person making a complaint under this Policy, or (b) impeded any
38 investigation of a complaint of illegal or unethical conduct.
39

40 The procedures under this Policy are intended to:
41

- 42 • Provide avenues to report alleged illegal or unethical activities to management and the
43 Board of Directors.
44
- 45 • Enable management and the Audit Committee of the Board of Directors to be informed at
46 an early stage regarding alleged illegal or unethical activities.

- Reassure those who make good faith complaints that they will be protected from discriminatory or retaliatory treatment.
- Maintain a culture of openness, accountability and integrity at CA.

Please note that issues related to individual employment, including claims of discrimination, harassment or other allegedly unfair or improper treatment, are covered by the applicable policies set forth in CA's *Team Member Handbook*.

1. Making a Complaint: Any person may report allegations of suspected illegal or unethical conduct.

(a) Complaints by CA Personnel. Any CA team member, team leader, officer or director (collectively, "**CA Personnel**") who becomes aware of illegal conduct, such as misuse of CA funds, a possible criminal act, a significant threat to the health and safety of others, or believes that illegal conduct may take place in the future, must promptly report the matter. Any member of the Board of Directors of CA (each, a "**Board Member**" and collectively, the "**Board Members**") or any officer or member of the Senior Leadership Team (each, a "**Senior Management Member**" and collectively, the "**Senior Management Members**") is likewise required to report unethical conduct, such as a conflict of interest, a matter that is likely to receive adverse media attention or publicity, or a matter that is sufficiently significant or sensitive so as to adversely affect CA's operations or CA's standing in the community. All other CA Personnel are strongly encouraged to report unethical conduct or such other matters. Such complaints shall be made as follows:

(i) The complaint should be made to CA's principal ethics officer (the "**PEO**") subject to the application of Section 1(a)(ii) below. The PEO of CA is presently CA's General Counsel.

(ii) If a complaint concerns the PEO, it should be made directly to CA's President. If a complaint concerns CA's President or a Board Member (other than the Chair of the Board of Directors), the complaint should be made directly to the Chair of the Board of Directors for consideration by the full Board of Directors. If a complaint concerns the Chair of the Board of Directors, it should be made to the Chair of the Audit Committee of the Board of Directors for consideration by the full Audit Committee.

(iii) Complaints involving human resources matters should be reported to the director of human resources.

(b) Complaints by persons other than CA Personnel. Any person who is not a member of CA Personnel who becomes aware of illegal or unethical conduct, or

believes that illegal or unethical conduct may take place in the future, may report the matter. Such complaints shall be made as follows:

- (i) The complaint should be made to the PEO, subject to the application of Section 1(b)(ii) below.
- (ii) If a complaint concerns the PEO, it should be made directly to CA's President. If a complaint concerns CA's President or a Board Member (other than the Chair of the Board of Directors), the complaint should be made directly to the Chair of the Board of Directors for consideration by the full Board of Directors. If a complaint concerns the Chair of the Board of Directors, it should be made to the Chair of the Audit Committee of the Board of Directors for consideration by the full Audit Committee.
- (c) If a complaint is received by a person other than the person designated in Sections 1(a)(i) through 1(a)(iii) or 1(b)(i) and 1(b)(ii), it must be referred by the recipient to the appropriate designated person.
- (d) CA encourages that all complaints be made in writing so as to assure a clear understanding of the issues raised; however, complaints may also be made orally and by email. They should be factual rather than speculative or conclusory, and should contain as much specific information as possible to allow for proper assessment and to facilitate the investigative process. Complaints are encouraged at the earliest possible time relative to the alleged misconduct so that timely investigation and, if appropriate, action may be taken.
- (e) Complaints may be submitted anonymously or the person submitting the complaint may request confidentiality (see Section 2(f) below regarding limitations on confidentiality). Anonymous reports can be made by contacting the MySafeWorkplace ethics hotline at 800-461-9330 or www.MySafeWorkplace.com. A complaint made under this Policy is subject to the non-retaliation provisions of this Policy set forth below in Section 4.

2. Investigation of Reports; Corrective Action. All complaints are to be considered as serious and shall be promptly addressed.

- (a) The PEO or other person designated in Section 1 above shall make an initial determination of whether an investigation of the allegations in the complaint is warranted. The PEO or other person designated in Section 1 above may determine that no investigation is warranted because, among other reasons, (i) the allegations in the complaint, even if true, do not amount to a violation of the Ethics Code or the Conflicts Policy; or (ii) the party about whom the allegations are made is no longer a CA team member, and neither other circumstances nor the nature of the allegations suggest that an investigation is warranted; or (iii) the allegations are so vague and unspecific that they are not credible or are not capable of being efficiently investigated; or (iv) the value of CA assets alleged in

1 the complaint to have been misused is negligible. If the PEO or other person
2 designated in Section 1 above determines that an investigation is not warranted,
3 she or he within 30 days of receipt of the complaint shall report the complaint and
4 the reasons for the determination not to investigate to the Audit Committee of the
5 Board of Directors and CA's President, or other appropriate person as described
6 in Section 1 above.

- 7
- 8 (b) If the PEO or other person designated in Section 1 above upon review of the
9 complaint determines that an investigation is warranted, he or she within 30 days
10 of receipt of the complaint must inform the Audit Committee of the Board of
11 Directors and CA's President about the complaint and how the investigation will
12 be handled. If CA's President receives a complaint filed in compliance with
13 Section 1 and determines that an investigation is warranted, he or she within 30
14 days of receipt of the complaint must inform the Audit Committee of the Board of
15 Directors about the complaint and how the investigation will be handled. If the
16 Chair of the Board of Directors or the Chair of the Audit Committee of the Board
17 of Directors receives a complaint filed in compliance with Section 1 and
18 determines that an investigation is warranted, he or she within 30 days of receipt
19 of the complaint must inform the Board of Directors about the complaint and how
20 the investigation will be handled. The PEO or other person designated in
21 Section 1 above shall conduct the investigation or shall designate one or more
22 appropriate individuals from within or outside CA to assist with and/or to conduct
23 the investigation. CA may retain outside legal counsel to advise the investigators
24 and/or to conduct the investigation. If a complaint is referred, or made directly, to
25 the Board of Directors or Audit Committee of the Board of Directors under
26 Section 1(b)(ii) above, and the Board of Directors or Audit Committee of the
27 Board of Directors requires the assistance of an outside entity (legal or otherwise)
28 in conducting the investigation, such assistance should be obtained from
29 individuals or entities with whom CA does not have an ongoing business/working
30 relationship. The investigators may interview the person reporting the violation
31 and any person whose conduct or actions are the subject of the complaint. Other
32 persons with information that may be relevant may be interviewed in the
33 discretion of the investigators. The PEO or other person designated in Section 1
34 will determine the manner in which the investigation will be conducted, and the
35 extent of any communications with the person reporting the violation and any
36 person whose conduct or actions are the subject of the report. The investigators
37 shall not be governed or bound by technical rules of evidence or procedure.
38 Persons and entities may be asked to provide documentation and oral, written,
39 and/or transcribed statements. The investigators shall conduct further inquiry as
40 they deem appropriate in order to review and address the concerns raised by the
41 complaint or resulting from information learned during the investigation. The
42 PEO or other person designated in Section 1 as responsible for the investigation,
43 to the extent that they designate others to assist with or conduct the investigation,
44 will monitor the investigation to help facilitate timely and thorough review of the
45 allegations. Investigations shall be carried out in accordance with applicable laws
46 and CA policies and procedures.

- 1
2 (c) The PEO or other person designated in Section 1 as responsible for the
3 investigation, following the completion of the investigation, shall prepare findings
4 including but not limited to findings concerning whether any CA Personnel
5 violated any aspect of the Ethics Code or the Conflicts Policy or any other CA
6 policy, and shall provide recommendations, if appropriate. Those findings and
7 recommendations shall be submitted as follows:
8
9 (i) When the findings and recommendations are issued by the PEO, they shall
10 be submitted to the Audit Committee of the Board of Directors and CA's
11 President. CA's President shall determine what, if any, corrective action to
12 take.
13
14 (ii) When the findings and recommendations are issued by CA's President,
15 they shall be submitted to the Audit Committee of the Board of Directors.
16 CA's President shall determine what, if any, corrective action to take.
17
18 (iii) When the findings and recommendations are issued by the Chair of the
19 Board of Directors or the Chair of the Audit Committee of the Board of
20 Directors, they shall be submitted to the Board of Directors, which shall
21 determine what, if any, corrective action to take. Such determination shall
22 be made by majority vote in accordance with the voting procedure stated
23 in the Bylaws of CA.
24
25 (iv) The findings and recommendations shall normally be in a written report
26 unless the PEO or other person designated in Section 1 determines that it
27 is more appropriate to issue an oral report. Any corrective action taken
28 pursuant to this Policy shall be set forth in writing and records of the
29 corrective action shall be maintained by CA.
30
31 (d) Corrective action for violation of this Policy, for impeding the filing of a
32 complaint or the conduct of an investigation, or for retaliation for conduct
33 protected by this Policy, may include appropriate discipline, up to and including
34 termination of employment or, with respect to Board Members, such corrective
35 action may include the Board of Directors' issuance of a reprimand or
36 recommendation to the applicable Village Community Association that such
37 Board Member be removed from the Board of Directors. In addition, the
38 corrective action may include referring the information to an appropriate law
39 enforcement agency if the investigation uncovers evidence of possible criminal
40 conduct, and/or instituting civil action to recover damages, loss or expenses
41 incurred by CA.
42
43 (e) In the event that the corrective action to be taken as provided in Sections 2(c) and
44 2(d) above includes probation, suspension, reduction in compensation, demotion,
45 and/or termination from employment, or, with respect to Board Members, the
46 Board of Directors' issuance of a reprimand or recommendation to the applicable

Village Community Association that such Board Member be removed from the Board of Directors, the CA Personnel shall be given an opportunity to discuss with, or submit in writing to the person who determines the corrective action, his or her request for reconsideration of the corrective action and the reasons for such reconsideration prior to the corrective action becoming effective.

(f) The complaint, investigation, and report of the findings and recommendations shall remain confidential to the extent that confidentiality is reasonably consistent with a proper investigation of the complaint, not in violation of the rights of another person, and not in conflict with any action necessitated by the report or CA policy.

(g) All CA Personnel have an obligation to cooperate with investigations initiated under this Policy.

(h) CA Personnel may be placed on leave, suspended, or reassigned pending the outcome of any investigation if the PEO or other person designated in Section 1 as responsible for the investigation, or CA management, makes a determination that (i) the complaint raises such serious allegations that such interim action is warranted; (ii) such interim action is warranted due to conduct by the person(s) under investigation; and/or (iii) such action is warranted as a result of related factors such as safety, workplace productivity, risk of retaliation, or the need to separate persons involved in or the subject of the investigation. Investigatory matters may also be referred to local enforcement officials where appropriate.

3. Records. The PEO shall maintain a written record of all complaints made under this Policy that shall identify the receipt of the complaint, the investigation if any, the report to the Audit Committee of the Board of Directors or Board of Directors, and the ultimate resolution, and include all documentation relating to the report. (If the complaint concerns the PEO, the record shall be maintained by CA's President or other appropriate person designated by CA's President.) A summary of reporting activity shall be prepared by the PEO and submitted to CA's President and Audit Committee of the Board of Directors at such intervals as they shall determine. The Audit Committee of the Board of Directors will notify the Board of Directors of reporting activity when they determine such communication is necessary. Appropriate modifications shall be made to this preparation and submission process if the report concerns the PEO, CA's President, or Board Members. Consistent with Section 2(f) above, all records referred to in this Section shall remain confidential.

4. Non-Retaliation. CA is committed to protecting individuals from interference, discrimination or retaliation for having made a good faith report under this Policy. No adverse action may be taken and retaliation is strictly prohibited, including, without limitation, intimidation, harassment, discrimination, coercion, or otherwise, whether express or implied, against any CA Personnel who make a good faith report under this Policy or assist in an investigation of, or the fashioning or implementation of any corrective action or response made in connection with, any complaint. Any retaliation or attempted retaliation against any party making a report in good faith will be punished severely. After a report has been received from a

1 CA team member, the PEO or other person designated in Section 1 as responsible for the
2 investigation shall review the work environment, the supervisory structure, performance
3 evaluation arrangements, and other matters relating to the personnel making the report, and may
4 consult with Senior Management Members in order to make a determination regarding whether
5 adjustments in supervision, job location or other job aspects should be made in order to reduce
6 the risk of retaliation. It is the intention of CA to take whatever action may be deemed
7 appropriate to prevent and correct activities that violate this Policy. Reports of retaliatory or
8 discriminatory actions or interference should be reported as any other act reportable under this
9 Policy.

10
11 CA encourages CA Personnel to raise concerns in good faith. However, CA Personnel
12 who knowingly file misleading, false or malicious complaints will not be protected by this Policy
13 and may be subject to disciplinary action which may include termination of service with CA.

14
15 **5. Interpretation.** The interpretation, application and operation of this Policy are the
16 responsibility of the PEO and CA's President.

17
18 **6. Policy Distribution.** A copy of this Policy will be distributed to all CA Personnel
19 promptly following the adoption of or amendments to this Policy, and at such time as a person
20 becomes a member of CA Personnel.

21
22
23 **Approved by the CA Board of Directors on February 26, 2009**
24 **Revised and approved by the CA Board of Directors on July 7, 2011**
25 **Revised and approved by the CA Board of Directors on [_____,] 2015**
26

[name of organization]

CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE:

_____ is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of _____ as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between _____ and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of _____ honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of _____. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with _____ or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED:

This statement is directed not only to directors and officers, but to all employees who can influence the actions of _____. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning _____.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to _____.
2. Persons and firms from whom _____ leases property and equipment.
3. Persons and firms with whom _____ is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting _____.
6. Agencies, organizations, and associations which affect the operations of _____.
7. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with _____.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with _____.
3. Receiving remuneration for services with respect to individual transactions involving _____.
4. Using _____'s time, personnel, equipment, supplies, or good will for other than _____-approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with _____. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of _____.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and

4. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the [board or a duly constituted committee thereof]. Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board vice-chair) who shall bring these matters to the [board or a duly constituted committee thereof].

The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to _____. The decision of the [board or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of _____ and the advancement of its purpose.

[name of organization]

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Preliminary note: In order to be more comprehensive, this statement of disclosure/questionnaire also requires you to provide information with respect to certain parties that are related to you. These persons are termed “affiliated persons” and include the following:

- a. your spouse, domestic partner, child, mother, father, brother or sister;
- b. any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and
- c. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. NAME OF EMPLOYEE OR BOARD MEMBER: (Please print)

2. CAPACITY: ☐ board of directors
 ☐ executive committee
 ☐ officer
 ☐ committee member
 ☐ staff (position): _____

3. Have you or any of your affiliated persons provided services or property to _____ in the past year?

☐ YES

☐ NO

If yes, please describe the nature of the services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

4. Have you or any of your affiliated persons purchased services or property from _____ in the past year?

____YES

____NO

If yes, please describe the purchased services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

5. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which _____ was or is a party?

____YES

____NO

If yes, describe the transaction(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

6. Were you or any of your affiliated persons indebted to pay money to _____ at any time in the past year (other than travel advances or the like)?

____YES

____NO

If yes, please describe the indebtedness and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

7. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from _____ or as a result of your relationship with _____, that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to _____?

____ YES ____ NO

If yes, please describe the benefit(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving _____?

____ YES ____ NO

If yes, please describe the proceeding(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by _____'s [board or a duly constituted committee thereof] in accordance with the terms and intent of _____'s conflict of interest policy?

____ YES ____ NO

If yes, please describe the situation(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

I HERBY CONFIRM that I have read and understand _____'s conflict of interest policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify [designated officer or director] immediately.

Signature

Date

[name of organization]

ETHICS POLICY

It is the policy of [name of organization] that its employees and board members uphold the highest standards of ethical, professional behavior. To that end, these employees and board members shall dedicate themselves to carrying out the mission of this organization and shall:

- 1) Hold paramount the safety, health and welfare of the public in the performance of professional duties.
- 2) Act in such a manner as to uphold and enhance personal and professional honor, integrity and the dignity of the profession.
- 3) Treat with respect and consideration all persons, regardless of race, religion, gender, sexual orientation, maternity, marital or family status, disability, age or national origin.
- 4) Engage in carrying out [name of organization]'s mission in a professional manner.
- 5) Collaborate with and support other professionals in carrying out [name of organization]'s mission.
- 6) Build professional reputations on the merit of services and refrain from competing unfairly with others.
- 7) Recognize that the chief function of [name of organization] at all times is to serve the best interests of its constituency.
- 8) Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct themselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- 9) Respect the structure and responsibilities of the board of directors, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board of directors.
- 10) Keep the community informed about issues affecting it.
- 11) Conduct organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
- 12) Exercise whatever discretionary authority they have under the law to carry out the mission of the organization.
- 13) Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.

- 14) Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities in order to inspire confidence and trust in such activities.
- 15) Avoid any interest or activity that is in conflict with the conduct of their official duties.
- 16) Respect and protect privileged information to which they have access in the course of their official duties.
- 17) Strive for personal and professional excellence and encourage the professional developments of others.

Document originated in the Office of the Minn. Attorney Gen., Ethics (2002),
<http://www.ag.state.mn.us/pdf/charities/EthicsPolicy.pdf>.



January 21, 2016

To: CA Board of Directors
Milton Matthews, President and CEO
Susan Krabbe, Vice President and CFO

From: Dennis Matthey, Director of Open Space and Facility Services
Albert Edwards, Director of Construction

Re: Crescent Property Easement Requests

Attached are two drawings which show 6 individually numbered easement requests from Howard Hughes and Inner Arbor Trust for private and public storm water and sewer lines in the Crescent Property that will allow for construction of planned new public and private restrooms as well as ongoing improvements to Merriweather Post Pavilion. The 6 (small area) easement requests from Howard Hughes are part of 6 larger easement agreements that cross the Inner Arbor Trust (IAT) phase 1 and 2 boundaries into the phase 3 area. The larger portion of the 6 easements fall within the Phase 1 and Phase 2 IAT boundaries and are within the purview of IAT to approve but the portion of the easements within the phase 3 area must be approved by CA.

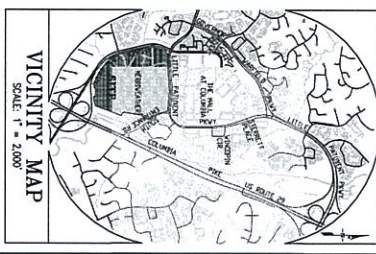
Insomuch as a portion of the easement areas falls into phase 3 which is outside the current oversight authority of the Inner Arbor Trust, Howard Hughes and IAT brought these requests forward to CA staff for CA Board approval. Although easements regularly cross property lines, because the proposed easements requested by Howard Hughes and IAT cross a somewhat artificial owner-created phasing line, it is possible that Howard County may require CA to co-sign the entire easement area agreement along with the Inner Arbor Trust.

Recommendation

CA staff recommends that the CA Board approve the easement requests from Howard Hughes and IAT that support both CA's interest in the development of the Symphony Woods program as well as the continued improvements to Merriweather Post Pavilion which will ultimately transfer to Howard County. It is further recommended that the CA Board authorize approval of the easements in their entirety if required by Howard County permitting officials.

Ongoing Development

Howard Hughes has also approached CA staff regarding a next set of easement requests to facilitate the Crescent Property development. These easements are currently under review by CA staff and will be brought before the CA Board in March.

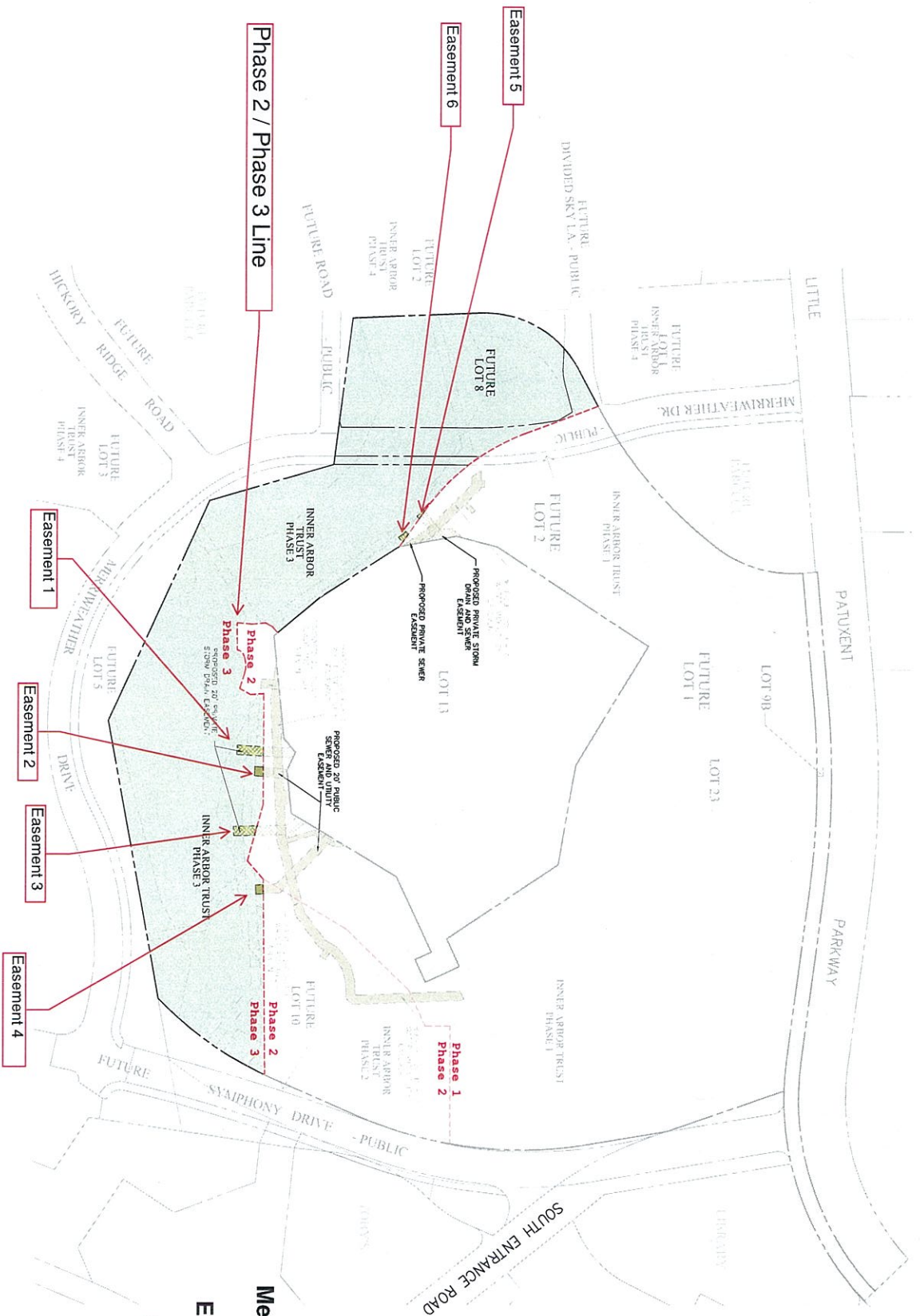


VICINITY MAP
SCALE: 1" = 2,000'



- LEGEND**
- PROPOSED PUBLIC EASEMENTS
 - PROPOSED PRIVATE EASEMENTS
 - EX. EASEMENTS (PUBLIC AND PRIVATE)
 - BOUNDARY BETWEEN INNER ARBOR TRUST PHASES

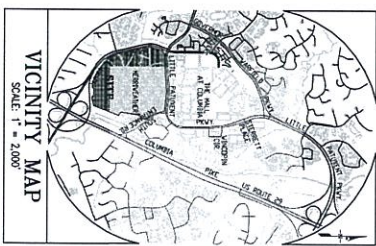
Easements for Inner Arbor Trust & Merrriweather Post Pavilion Easements to be granted by Columbia Association



<div>GIW Gourschick Little & Weber, P.A. CIVIL ENGINEERS, LAND SURVEYORS, LAND PLANNERS, LANDSCAPE ARCHITECTS 2009 NATIONAL BLVD., SUITE 200 - ANNAPOLIS, MARYLAND 21403 TEL: 410-421-4244 FAX: 410-290-1020 CELL: 410-298-2541 FAX: 301-471-1848 www.giw.com</div>																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																							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LEGEND

	PROPOSED PUBLIC EASEMENTS
	PROPOSED PRIVATE EASEMENTS
	EX. EASEMENTS (PUBLIC AND PRIVATE)
	BOUNDARY BETWEEN INNER HARBOR TRUST PARCELS



RESOLUTION AUTHORIZING EASEMENT

The Columbia Association (“CA”) Board of Directors (the “Board”) has considered whether to grant an easement to Howard County Maryland, and Merriweather Post Business Trust relating to Utility easements across Town Center Section 1, Lot 23 as shown on Easement Exhibit – Columbia Association and Easement Exhibit – Inner Arbor Trust, a copy of which is attached to this Resolution (the “Easement”). The Board makes the following findings with respect to the Easement:

1. The execution and performance of the Easement is taken exclusively for the promotion of the social welfare of the people of Columbia;
2. The Easement is expected to produce civic betterments or social improvements consisting of sewer, utility, and storm drain facilities associated with the improvements of Meriwether Post Pavilion and the Inner Arbor Trust program and;
3. The Easement produces benefits for the people of Columbia that are necessary incidents to the accomplishment of CA’s purpose to promote the social welfare of the people of Columbia.

Having made these findings, the Board hereby authorizes the execution of the Easement on behalf of CA.

BE IT SO RESOLVED

_____, 2016

Tracking Form
Strategic Implementation Committee FY16

Submitted to Committee by (name):	Date sent to Committee	Description of Topic	1st Discussion	Date Due to Board	Extensions	Date sent to CA Board	Recommendation of the Committee	Board Action
SIC		Update - Key Performance Indicators Dashboard			ongoing		to be included in the President's Report for the fiscal year quarters (June, September, December, March)	
SIC		Monitor Watershed Program			ongoing			Provided in November, 2014. Will update as a report and the Board can decide if they need it on an agenda
SIC		Monitor Lake Water Quality			ongoing			Provided in January, 2015. Will update as a report and the Board can decide if they need it on an agenda
SIC		Monitor CA's Comprehensive Sustainability Plan efforts			ongoing			Reporting quarterly in the dashboard - April, June, September, December, 2015
SIC		Friends of Bridge Columbia to present their responses to County report	3/24/2016					

Tracking Form
Strategic Implementation Committee FY16

Submitted to Committee by (name):	Date sent to Committee	Description of Topic	1st Discussion	Date Due to Board	Extensions	Date sent to CA Board	Recommendation of the Committee	Board Action
SIC	2/26/2015	Howard County Easement Request - 100 year flood plain drainage and utility easement. Village of Kings Contrivance.	2/26/2015		Staff sent revised request to Howard County. No response to date from Howard County			
SIC	5/28/2015	New Headquarters - Transfer of Funds	5/28/2015			5/28/2015	recommended	approved
SIC	5/28/2015	FY 15 and FY 16 Category II Equipment Purchase Changes	5/28/2015			5/28/2015	recommended	approved
SIC	6/29/2015	Update on the Long-Term Lake Management Plan and Funding Discussion for Wilde Lake	7/23/2015			7/23/2015	recommended	approved
SIC	6/29/2015	Swim Center Architectural/Engineering Capital Funding Request	7/23/2015			7/23/2015	recommended	approved
SIC	9/24/2015	Howard County Easement Request - Kings Contrivance - Open Space Lot 282	9/24/2015			10/8/2015	recommended	approved
SIC	9/24/2015	Howard County Easement Request - Kings Contrivance - Open Space Lot 284	9/24/2015			10/8/2015	recommended	approved
SIC	10/8/2015	Update on Dannon Garth Pond	10/22/2015			removed from agenda		
SIC	11/12/2015	Update on the Swim Center	11/12/2015			11/12/2015	recommended	approved
SIC	1/14/2016	Land Swap - Columbia Association and HRD - Tennis Facility	1/14/2016			1/28/2016	recommended	
SIC	1/28/2016	Easement Agreements related to the Crescent Property	1/28/2016					

MOTION voted on and approved by the Watershed Advisory Committee:

Recommend to the CA Board that they

- Oppose the repeal of the Stormwater Utility (Watershed Protection) Fee by Howard County.

JUSTIFICATION:

- The Stormwater Utility Fee, known as the Watershed Protection Fee provides a dedicated fund for the County to use to implement the 148 watershed remediation capital projects that have been identified and prioritized in the recent Assessment of the Howard County portions of the Little and Middle Patuxent watersheds.
- Repealing the enabling legislation for the Watershed Protection Fee will mean stormwater projects will have to compete with Education, Public Safety and any other priority in the County for money from the General Fund.
- The General Fund is funded with tax revenues and bonds used for Capital projects are paid for through tax revenue so in essence repealing the Fee just swaps a dedicated fee for a general tax if in fact the revenue levels are to be maintained.
- The County needs these projects to be completed to meet the TMDL requirements of the State and EPA for water quality.
- If the county is able to fund the current list of proposed projects
 - CA is alleviated of the financial burden to correct these issues,
 - Columbia's residents will benefit from the resulting improvements and
 - CA can use the funds it would have spent on these projects to carry out other watershed remediation to retain water where it falls.

MOTION:

Recommend to the CA Board that they

- request the Howard County Department of Public Works to include a number of the watershed remediation projects on CA property in the current county budget request, and in future budget requests for the duration of the program, then
- support the budget requests with testimony relevant to these projects.

JUSTIFICATION:

- 148 watershed remediation capital projects were identified and prioritized in the recent Assessment of the Howard County portions of the Little and Middle Patuxent watersheds.
- Of these projects 75% were on private property including the attached list of projects on CA property.
- The county needs these projects to be completed to meet the TMDL requirements of the state and EPA for water quality.
- Funds from the county watershed utility fee and/or general fund will be used to implement these projects.
- CA may need to provide the county with some easement rights to enable them to contract/perform implementation and maintenance of the projects.
- If the county funds these projects
 - CA is alleviated of the financial burden to correct these issues,
 - will benefit from the resulting improvements and
 - can use the funds it would have spent on these projects to carry out other watershed remediation to retain water where it falls.

The following are the projects on CA property called out by the assessment reports:

PROJECT ID	LOCATION	PROJECT TYPE	AMOUNT TREATED	ESTIMATED \$\$
SLP - SR - F735	Wilde Lake Headwaters	Stream Restoration	>2000 ft	\$1.4M
SLP - SR - F737A	Oakland Mills	Stream Restoration	~1000 ft	\$789K
SLP - SR - F740a	Lightning View Road	Stream Restoration	>1000 ft	\$830K
SLP - SR - F754	Lake Elkhorn Receiving Channel	Stream Restoration	~1000 ft	\$803K
SLP - SR - F853	Hopewell Park	Stream Restoration	>1200 ft	\$1M
SR - 52	Gray Sea Way	Stream Restoration	>1500 Ft	\$1.2M
SR - 53	Broken Wing Court	Stream Restoration	>1900 Ft	\$1.4M
SR-54	Distant Rock Path	Stream Restoration	>2100	\$1.7M
SR-55	Summer Cloud Way	Stream Restoration	~2000	\$1.4M
SLP - TP - F704	Sand Chain Way	Tree Planting	1.4 acres	\$69.5K
SLP - TP - F851	Marsh Hawk Way	Tree Planting	1 acre	\$49K
NLP - OF - F508	Lilac Lane	Outfall Stabilization		\$230K
SLP - OF - F706	MCGaw Court	Outfall Stabilization		\$250K
SLP - OF - F710	South of Phelps Luck and Tamar Drives Intersection	Outfall Stabilization		\$250K
SLP - OF - F711	Cradlerock Way and Homespun Drive	Outfall Stabilization		\$258K
SLP - OF - F753	9053 Guilford Road	Outfall Stabilization		\$250K
SLP - OF - F754	9790 Patuxent Woods Road	Outfall Stabilization		\$250K
SLP - OF - F773	Lightning View Road	Outfall Stabilization		\$230K
SLP-OF-F792	7363 - 7351 Hickory Log Circle	Outfall Stabilization		\$250K
SLP-OF-F851	5377 Racegate Run	Outfall Stabilization		\$250K
SLP-OF-F852	Wolf River Lane and Lightning View Road	Outfall Stabilization		\$250K
SLP-OF-F855	6029 Majors Lane	Outfall Stabilization		\$250K
SMP - BC - F306	Winter Grain Path	BMP Conversion	3.94 acres	\$280K
SMP - BC - F308	Columbia Commons Apartments	BMP Conversion	3.88 acres	\$540K
SMP - OF - F304	Shady Glen Townhomes	Outfall Stabilization		\$250K
SMP - OF - F309	5th District VFD North outfall	Outfall Stabilization		\$230K
SMP - OF - F330	Hobbits Glen Golf Club Hole #2	Outfall Stabilization		\$525K

**FY 16 Tracking Log
External Relations Committee**

Submitted to Committee by (name):	Date sent to Committee	Description of Topic	1st Discussion	Date Due to Board	Extensions	Date sent to CA Board	Recommendation of the Committee	Board Action
ERC (from FY 15 End-of-Year Report)		Create Schedule for Board Visits to Advisory Committees in FY 2016	Ongoing On the agenda 9/24/2015			Schedule and committee list was shared with BOD 6/30/2015 Revised on 9/1/15 committee list and schedule shared on 9/1/15 Committee sign up sheet and meeting dates/times will be posted for BOD meeting on 9/24/15		
ERC (from FY 15 End-of-Year Report)	6/1/2015	Plan and Host Stakeholders Dinners	First Discussed on 6/25/2015 To be discussed on 7/23/2015 On the agenda 9/24/2015			Documents posted for BOD meeting on 9/24/2015	ERC recommended that the Board hold a stakeholder dinner with the 1)Chamber of Commerce, 2) state delegation and county elected officials, 3) Howard County Citizen Association(HCCA) and League of Woman Voters (LWV) board of directors, and 4) village board chairs and managers. Stakeholder dinner is scheduled for Monday November 23, 2015 at Historic Oakland. 9/24/2015	Board voted and approved Stakeholder dinners as proposed (10/8/15) A stakeholder dinner was held on November 23, 2015 at Oakland Manor; well attended by Howard County Council and State Delegates

**FY 16 Tracking Log
External Relations Committee**

Submitted to Committee by (name):	Date sent to Committee	Description of Topic	1st Discussion	Date Due to Board	Extensions	Date sent to CA Board	Recommendation of the Committee	Board Action
ERC (from FY 15 End-of-Year Report)		Determination of Carillon Bells	A process is underway to hire a consultant to assist in moving forward -Aug 2015					Board made the decision to take it out of the FY17 budget 11/17/2015
ERC		Continue to build strategic partnership relationships with Howard County Schools, Festival of the Arts, and Columbia 50th Birthday Celebration, Inc.	Ongoing					
ERC		Continue to build relationships with stakeholders in the community	Ongoing					
ERC	6/25/2015	Snowden River Development	Discussed 6/25/2015 On the agenda for 7/23/2015				The Board directed staff to consult a land use attorney to help craft testimony to present to the Planning Board in opposition to direct access to and from Snowden River Parkway for a proposed gas station. 7/23/15	Milton presenting at HoCo Planning Board Public Hearing on 9/17/2015

**FY 16 Tracking Log
External Relations Committee**

Submitted to Committee by (name):	Date sent to Committee	Description of Topic	1st Discussion	Date Due to Board	Extensions	Date sent to CA Board	Recommendation of the Committee	Board Action
ERC	6/25/2015	Sound Issue at Merriweather	6/25/2015 Postponed till 7/23/2015			This was suppose to be discussed on by the board on 7/23/2015 but it was already handled by the Howard County Executives		Completed. No action was required because the Howard County Executive sent a letter to the Howard County Citizens association.
ERC	6/29/2015	Policy for sponsorships	To be discussed on 9/10/2015 On the agenda for 9/24/2015			Policy posted for board meeting on 9/24/2015	ERC recommended that the board accept a revised version of the CA Sponsorship Policy 9/24/2015 Scheduled for vote on 10/22/15) The Board approved the revised version of the CA Sponsorship policy. (10/22/2015)	
ERC	12/11/2015	Presentation by Sister City Planning Committee re: New Sister City Relationship with Cap-Haitien, Haiti	12/10/2015				The ERC voted to recommend it to the full Board.	

**FY 16 Tracking Log
External Relations Committee**

Submitted to Committee by (name):	Date sent to Committee	Description of Topic	1st Discussion	Date Due to Board	Extensions	Date sent to CA Board	Recommendation of the Committee	Board Action
ERC (from FY 15 End-of-Year Report)	1/28/2015	Watershed Remediation Projects	Discussion on recommendations from the Watershed Advisory Committee re: Watershed Remediation Projects 1/28/2016					

Board Request Tracking Log
FY 16
As of January 21, 2016

	A	B	C	D	E	F
1	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
2	Alan Klein	Would it be possible for you to prepare a summary of the specific bills which CA lobbied about and their disposition?	5/1/2015	General Counsel	5/29/2015	5/13/2015
3	Gregg Schwind	Can we get good numbers on exactly how many people have taken advantage of our senior discount for gym memberships since the inception of the senior discount 2-3 years ago?	4/23/2015	Communications & Marketing	6/23/2015	6/23/2015
4	Gregg Schwind	How many Haven members are 65+? Why is there no reference to the senior discount on the Haven site or in the Haven membership materials?	4/23/2015	Communications & Marketing	6/23/2015	6/23/2015
5	Gregg Schwind	How are we marketing our senior discount to older adults? Why is there no reference to the senior discount on the CA website?	4/23/2015	Communications & Marketing	6/23/2015	6/23/2015
6	Gregg Schwind	Can we get numbers on Older Adult gym and pool memberships (single facility and PP and pools only) for the past year or several years to see if there is a trend (i.e., are we gaining or losing older adults in our fitness facilities and pools)?	4/23/2015	Communications & Marketing	6/23/2015	6/23/2015

Board Request Tracking Log
FY 16
As of January 21, 2016

	A	B	C	D	E	F
1	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
7	Reg Avery (on behalf of Barbara Russell)	What is the specific amount of insurance that CA carries for the IAT property? What does it cost annually? What specifically does it cover? Does it cover the liability for public events such as Wine in the Woods that ar held on the property? What, if any, obligation does IAT have for insuring the property and who legally authorizes the outside events like Wine in the Woods- IAT or CA?	4/7/2015	Chief Financial Officer	5/7/2015	5/13/2015
8	Gregg Schwind	Who can qualify for reduced-price memberships and what paperwork does CA require to make that determination?	8/27/2015	Communications & Marketing	9/30/2015	9/22/2015
9	Chao Wu	Please provide the numbers of full-time, part-time, and temporary employees and the corresponding salary and bonus expenses for 2011 through 2015	10/19/2015	CFO's Office	11/12/2015	11/11/2015

Resident Request Tracking Log
FY 16
As of January 21, 2016

	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
	Tom and Ginger Scott	Does CA continue to distinguish between Board members and CA employees in the tax reporting of Package Plan memberships and, if so, the rationale behind that distinction.	5/3/2015	Chief Financial Officer	6/3/2015	5/8/2015
	Joel Hurewitz	What document or policy, if any, provides for the President to preside at Members Meetings when Section 4.02 of the Bylaws gives this responsibility to the Chairperson of the Board, and Section 4.03 gives this responsibility to the Vice-Chairperson in the absence of the Chairperson and Section 4.04 does not specifically give this responsibility to the President?	4/9/2015	General Counsel	6/1/2015	5/27/2015
	Joel Hurewitz	What document or policy, if any, provides for an annual organizational meeting, separate and distinct from the Members Meeting, of the Columbia Council when SEVENTH (1) of the Charter states that "The members of the Corporation shall be the Columbia Council	4/9/2015	General Counsel	6/1/2015	5/27/2015

Resident Request Tracking Log
FY 16
As of January 21, 2016

	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
5	Joel Hurewitz	What document or policy, if any, provides for the election of a Chair and Vice-Chair of the Columbia Council separate and distinct from the Chairperson and Vice-Chairperson of the Board of Directors?	4/9/2015	General Counsel	6/1/2015	5/27/2015
6	Joel Hurewitz	What document or policy, if any, provides for the backdating of the appointment of Members and Board of Directors especially in light of the amendments to SEVENTH (3) of the Charter which provides that "Each member and director so elected shall serve as such until the end of his/her term as Columbia Council Representative or until his or her successor is duly elected and qualifies, whichever is later" with the May organizational meeting being later than the election of the Council Representative?	4/9/2015	General Counsel	6/1/2015	5/27/2015

Resident Request Tracking Log
FY 16
As of January 21, 2016

	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
7	Joel Hurewitz	What document or policy, if any, provides for the backdating of the appointment of the Executive Officers when Section 4.01 of the Bylaws provides that "Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of members next succeeding his or her election, and until his or her successor shall have been duly chosen and qualified"?	4/9/2015	General Counsel	6/1/2015	5/27/2015
8	Robert E. Slattery	He would like to see the application Prescott College made for grants from CA and to better understand the evaluative process that led to the grants to Prescott College.	9/8/2015	Community Services	10/8/2015	9/17/2015
9	Tom Scott	Would like a link to the data on which CA based statements re: Sport and Fitness FY 16 revenue and expenditures in its letter in the August 20, 2015 Columbia Flier	9/14/2015	Chief Financial Officer	10/14/2015	9/24/2015

Resident Request Tracking Log
FY 16
As of January 21, 2016

	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
10	Shareen Warshanna	Please confirm that none of the volunteers or employees of CA carries any concealed weapons or fire arms within any facility owned, rented, leased or sponsored by CA	10/29/2015	General Counsel	11/29/2015	11/10/2015
11	Shareen Warshanna	Please confirm that none of CA's volunteers or employees are active members of any adverse organizations that promote violence against adversity, which includes organizations against color, race, national origin, religion, etc.	10/29/2015	General Counsel	11/29/2015	11/10/2015



January 22, 2016

To: Columbia Association Board of Directors
Advisory Committee Chairpersons
Village Board Chairs
Village Managers
Members of the Press
CA Management

From: Andrew C. Stack, Board Chairman

The Columbia Association Board of Directors Meeting will be held on Thursday, January 28, 2016 at 7:30 p.m. at the Columbia Association Building, 6310 Hillside Court, Columbia, MD 21046.

AGENDA

- | | |
|---|---------|
| 1. Call to Order (Announce Directors/Staff in Attendance) | 1 min. |
| 2. Announcement of Closed/Special Meetings Held/To Be Held | 1 min. |
| 3. Approval of Agenda | 1 min. |
| 4. Disclosure of Conflicts of Interest | 1 min. |
| 5. Resident Speakout | |
| 6. Approval of Minutes | 2 min. |
| January 14, 2016 | |
| 7. Chairperson's Remarks | 3 min. |
| 8. President's Report – See written report – Follow-Up Questions from the BOD | 10 min. |
| 9. Committee Chairs' Remarks | 12 min. |
| (a) Board Operations Committee | |
| (b) External Relations Committee | |
| (c) Planning and Strategy Committee | |
| (d) Strategic Implementation Committee | |
| (e) CA Representatives to the Inner Arbor Trust Board of Directors | |
| 10. Recommendations for Board Action | |
| (a) Consent Agenda - None | |
| (b) Recommendations for Action | |
| 1. Approval of Land Swap-Columbia Association and HRD-Tennis Facility | |
| 11. Special Topics and Presentations | 50 min. |
| (a) Update – Columbia 50 th Birthday Celebration | |
| (b) Discussion of Revised Ethics Policies | |
| 12. Committee Agendas | |
| (a) Strategic Implementation Committee | |
| 1. Discussion | |
| (a) Easement Agreements related to the Crescent Property | |
| (b) Committee Tracking Form | |

- (b) External Relations Committee **20 min.**
 - 1. Discussion
 - (a) Recommendations from the Watershed Advisory Committee re: Watershed Remediation Projects
 - (b) Committee Tracking Form
- 13. Tracking Forms **5 min.**
 - (a) Tracking Form for Board Requests
 - (b) Tracking Form for Resident Requests
- 14. Talking Points **2 min.**
- 15. Adjournment – Anticipated Ending Time: Approximately 10:10 p.m.

Upcoming Board-Related Meetings:

February 4, 2015 – Board Work Session on Board Committee Structure

February 11, 2016 – Board of Directors Meeting

February 18, 2016 – Board Work Session on Budgets, *if necessary*

February 25, 2016 – Board of Directors Meeting

ARRANGEMENTS FOR AN INTERPRETER FOR THE HEARING IMPAIRED CAN BE MADE BY CALLING 410-715-3111 AT LEAST THREE DAYS IN ADVANCE OF THE MEETING.

CA Mission Statement

Working every day in hundreds of ways to make Columbia an even better place to live, work, and play.

CA Vision Statement

Making Columbia the community of choice today and for generations to come.