



January 12, 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 14, 2016 at 7:00 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. Vote to Hold a Closed Meeting of the CA Board of Directors | 1 min. |
| 3. Closed Meeting of the CA Board of Directors | 30 min. |
| 4. Announcement of Closed/Special Meetings Held/To Be Held | 1 min. |
| 5. Approval of Agenda for Open Board of Directors Meeting | 1 min. |
| 6. Disclosure of Conflicts of Interest | 1 min. |
| 7. Resident Speakout | |
| 8. Approval of Minutes December 10, 2015 | 2 min. |
| 9. Chairman's Remarks | 3 min. |
| 10. President's Remarks; Follow-Up Questions from the Board Members | 10 min. |
| 11. Committee Chairs' Remarks | 10 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 | |
| 12. Special Topics and Presentations - None | |
| 13. Committee Agendas | |
| (a) Strategic Implementation Committee | 20 min. |
| 1. Discussion | |
| (a) Land Swap – Columbia Association and HRD – Tennis Facility | |
| (b) Planning and Strategy Committee | 90 min. |
| 1. Discussion | |
| (a) PSC hosts Board work session on the Proposed Draft FY 17 and Conditional FY 18 Budgets | |
| (b) Beginning the Strategy Making Process for the CA Board of Directors | |
| (c) Committee Tracking Form | |

- 14. Recommendations for Board Action **20 min.**
 - (a) Consent Agenda – None
 - (b) Recommendations for Action
 - 1. Approval of Sister City Relationship with Cap-Haitien, Haiti
 - 2. Approval of Proposed Orientation and Organizational Schedule for FY 17
 - 3. Approval of the Guidelines for CA Board Members Serving as Representatives on the Inner Arbor Trust Board of Directors
- 15. Tracking Forms **5 min.**
 - (a) Tracking Form for Board Requests
 - (b) Tracking Form for Resident Requests
- 16. Talking Points **2 min.**
- 17. Adjournment – Anticipated Ending Time: Approximately 11:00 p.m.

Upcoming Board-Related Meetings:

**January 21, 2016–Public Budget Forum-Proposed Draft FY 17 & Conditional FY 18 Budgets
January 28, 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: December 10, 2015

To be approved: January 14, 2016

A meeting of the Columbia Association Board of Directors was held on Thursday, December 10, 2015, at the Columbia Association Building. Present were Chairman Andy Stack and members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind (arrived at 8:41 p.m.), and Chao Wu. Also present were CA President/CEO Milton Matthews, Chief Staff Liaison Susan Krabbe, 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 7:30 p.m. by the Chairman, Andy Stack.

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

The Risk Management committee held a closed meeting on October 22, 2015, at the Columbia Association headquarters. Members present were Reg Avery, Janet Evans, Milton Matthews, Gregg Schwind, Richard Shaw and Susan Krabbe. The vote to close the meeting was 6-0-0.

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 7:05 pm until 7:30 p.m.

The Architectural Resource Committee met on November 9, 2015 at the Columbia Association headquarters. Members present were Jane Dembner, Craig Garrison, Michael Shaw, and Gordon MacPhee. Also present were Carole MacPhee, Laura Parrish, Carl McKinney, Karen Turcan, Dale Wasmus and Susan Sloan. The vote to close the meeting was 4-0-0.

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 1:10 p.m. until 1:40 p.m.

The Audit Committee held a closed meeting on December 7, 2015 at the Columbia Association headquarters. Members present were Ed Berman, Nancy McCord, Gregg Schwind, Andy Stack and James Young. 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)(i) Discussion of matters pertaining to employees and personnel and §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 8:30 p.m. until 9:37 p.m.

3. Approval of Agenda:

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

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

51 **4. Disclosure of Conflicts of Interest:** none

52 **5. Resident Speakout:**

- 53 (a) Chao Wu, River Hill, spoke about a potential Chinese Sister City for Columbia.
54 (b) Paul Verchinski, Oakland Mills, spoke about proposed membership rate changes for seniors.
55 (c) Hui Dong, River Hill, spoke about a potential Sister City relationship with Liyang, China.
56 (d) Jun Han, Rockville, spoke about a potential Sister City relationship with Liyang, China.
57 (e) Russ Swatek, Long Reach, spoke about Haven on the Lake's rate structure and CA's role in enforcing
58 covenants regarding development.
59 (f) Chris Alleva, spoke about the sale of the Twin Knoll property and CA's role in enforcing covenants
60 regarding development.
61 (g) Joel Hurewitz, Harpers Choice, spoke about Splashdown and Sister Cities.
62 (h) Richard Blank, Jeffers Hill, spoke about a carjacking near the Athletic Club in November.

63 **6. Approval of Minutes** of November 12, 2015

64 **Action:** Ms. McCord moved that the minutes be approved as presented. Mr. Wu seconded the motion. Mr.
65 Matthews noted that on Line 106, "uncertainly" should be corrected to read "uncertainty." The
66 minutes were approved as corrected. Vote: 7-0-2.

67 For: Messrs. Boulton, Dunn, Stack, and Wu, and Mses. Ketley, Evans, and McCord

68 Against: none

69 Abstain: Messrs. Avery and Klein
70

71 **7. Chairperson's Remarks:** Mr. Stack said the next World Languages Café will be held on December 16 and
72 there was recently a nice article in the Flier about it. The next BOC meeting will be on January 4, a public
73 budget forum will be held on January 21, and CA Board meetings will be held on January 14 and 28. He
74 also said he is pleased that County Executive Allan Kittleman says he considers CA to be a partner with the
75 county. Mr. Stack noted that he has now visited all of the village boards.

76 **8. President's Remarks:**

77 In response to Board member questions, Mr. Matthews and staff said:

- 78 • CA has been a part of the Inter-County Broadband Network for more than a year and now has high-
79 speed fiber connectivity at six of its facilities.
80 • Staff will find out how many CA Monthlys are printed Mr. Wu noted that a number of them seem to
81 be left untouched in various locations.
82 • CA is developing a way to have better oversight of large construction projects.
83 • The Dashboard number showing total dollars in Membership is low because it reflects only the first
84 two quarters of the current fiscal year.
85 • Staff is starting a process, with the Board, of looking at a different business model for Haven on the
86 Lake
87

88 **9. Committee Chairs' Remarks:**

- 89 (a) Board Operations Committee: none
90 (b) External Relations Committee: none
91 (c) Planning and Strategy Committee: none
92 (d) Strategic Implementation Committee: none
93 (e) Audit Committee: The committee has forwarded CA's financial report to the Board.
94 (f) CA Representatives to the Inner Arbor Trust Board of Directors: Mr. Boulton said he and Mr. Schwind
95 have requested a breakdown of IAT expenses by vendor. He also said construction of the Chrysalis is
96 being paid for by the county and seems to be on schedule. The IAT Board will meet on December 17
97 with Planning and Zoning.
98

99 **10. Special Topics and Presentations** – None

100 **11. Committee Agendas**

101 (c) External Relations Committee

102 1. Discussion

103 (a) Presentation by Sister City Planning Committee re: New Sister City Relationship with Cap-
104 Haitien, Haiti

105 Community Services Director Michelle Miller and International Exchange and Multicultural
106 Programs Manager Laura Smit briefly described CA's international programs, then introduced
107 Jean-Robert Anantua and David Weeks of the Cap-Haitien Sister Cities Planning Committee.
108

109 *Mr. Schwind arrived at 8:42 p.m.*
110

111 Messrs. Anantua and Weeks explained the concept of Sister Cities and requested that Cap-Haitien,
112 Haiti become Columbia's first Sister City in the Western Hemisphere. They said Cap-Haitien was
113 selected because: 1) there is a large Haitian diaspora in Howard County with strong interest in
114 advancing the understanding of Haiti and its culture; 2) committee members have strong
115 connections with Cap-Haitien mayor's office, NGOs, Rotary and cultural arts professionals; 3)
116 Cap-Haitien has sent a letter expressing interest in becoming a Sister City to Columbia; and 4) a
117 Sister Cities relationship with Cap-Haitien is in line with Columbia's emphasis on cultural diversity
118 and inclusiveness.

119 **Action:** Mr. Klein moved that the ERC recommend that the Board approve the request to form a
120 Sister City relationship between Columbia and Cap-Haitien, Haiti. Mr. Dunn seconded the
121 motion, which passed unanimously. Vote: 3-0-0.

122 (b) Committee Tracking Form
123

124 (a) Planning and Strategy Committee

125 1. Discussion

126 (a) Election of the Committee Chair and Vice Chair

127 **Action:** Ms. Ketley nominated Mr. Wu as chair. Ms. McCord seconded the motion, which the
128 committee approved unanimously. Vote: 3-0-0.

129 **Action:** Mr. Wu nominated Ms. Ketley as vice chair. Ms. McCord seconded the motion, which the
130 committee approved unanimously. Vote: 3-0-0.

131 *Mr. Wu left at 9:25 p.m.*
132

133 (b) Progress Report – Membership Structure and Customer Experience

134 Sport and Fitness Director Dan Burns described a timeline for implementing a new membership
135 structure and pricing strategy. He said staff wants to focus on allowing members to fully use the
136 facility of which they are a member. He recommends that the new membership structure go into
137 effect May 1, 2017.

138 **Action:** Ms. McCord moved that the PSC recommend that the Board authorize staff work toward
139 simplifying and improving memberships. Ms. Ketley seconded the motion, which passed.
140 Vote: 2-0-0.
141

142 (c) Proposed Rate Changes for Haven on the Lake

143 Mr. Burns explained the justification for staff's recommendation to adjust the revenue model for
144 Haven on the Lake to rely more on membership fees and less on class fees.

145 **Action:** Ms. McCord moved that the PSC recommend that the Board approve staff's
146 recommendations for changing the pricing for Haven on the Lake. Ms. Ketley seconded
147 the motion, which passed. Vote: 2-0-0.

Action: Ms. McCord moved that the PSC recommend that the Board suspend its rules in order to vote tonight on rate changes for Haven on the Lake. Ms. Ketley seconded the motion, which passed. Vote: 2-0-0.

12. Recommendations for Board Action

(a) Consent Agenda – None.

(b) Recommendations for Board Action

1. PSC's Recommendation to Suspend the Rules and Vote Tonight on Haven Rate Changes

Action: Ms. McCord moved that the Board suspend its rules in order to vote tonight on rate changes for Haven on the Lake. Ms. Ketley seconded the motion, which passed. Vote: 7-2-0

For: Messrs. Boulton, Dunn, Stack, and Wu, and Mses. Ketley, Evans, and McCord

Against: Messrs. Avery and Klein

Abstain: None

Action: The Board approved the staff's recommendation for new rates for Haven on the Lake. Vote: 6-2-1.

For: Messrs. Boulton, Dunn, and Stack, and Mses. Ketley, Evans, and McCord

Against: Messrs. Schwind and Klein

Abstain: Mr. Avery

13. Reports

(a) FY 16 2d Quarter Financial Report

(b) FY 16 2d Quarter Financial Statement

The Audit Committee has reviewed the FY16 second quarter Financial Report and recommends that the Board accept it. Ms. Krabbe also presented the Financial Statements comparing CA's positions for the periods ending October 31, 2015 and 2014. The reports will be filed.

14. Tracking Forms

(a) Tracking Form for Board Requests: No additions

(b) Tracking Form for Resident Requests: No additions

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

16. Adjournment: The meeting was adjourned at 10:48 p.m.

Respectfully submitted,
Valerie Montague
Recording Secretary



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.

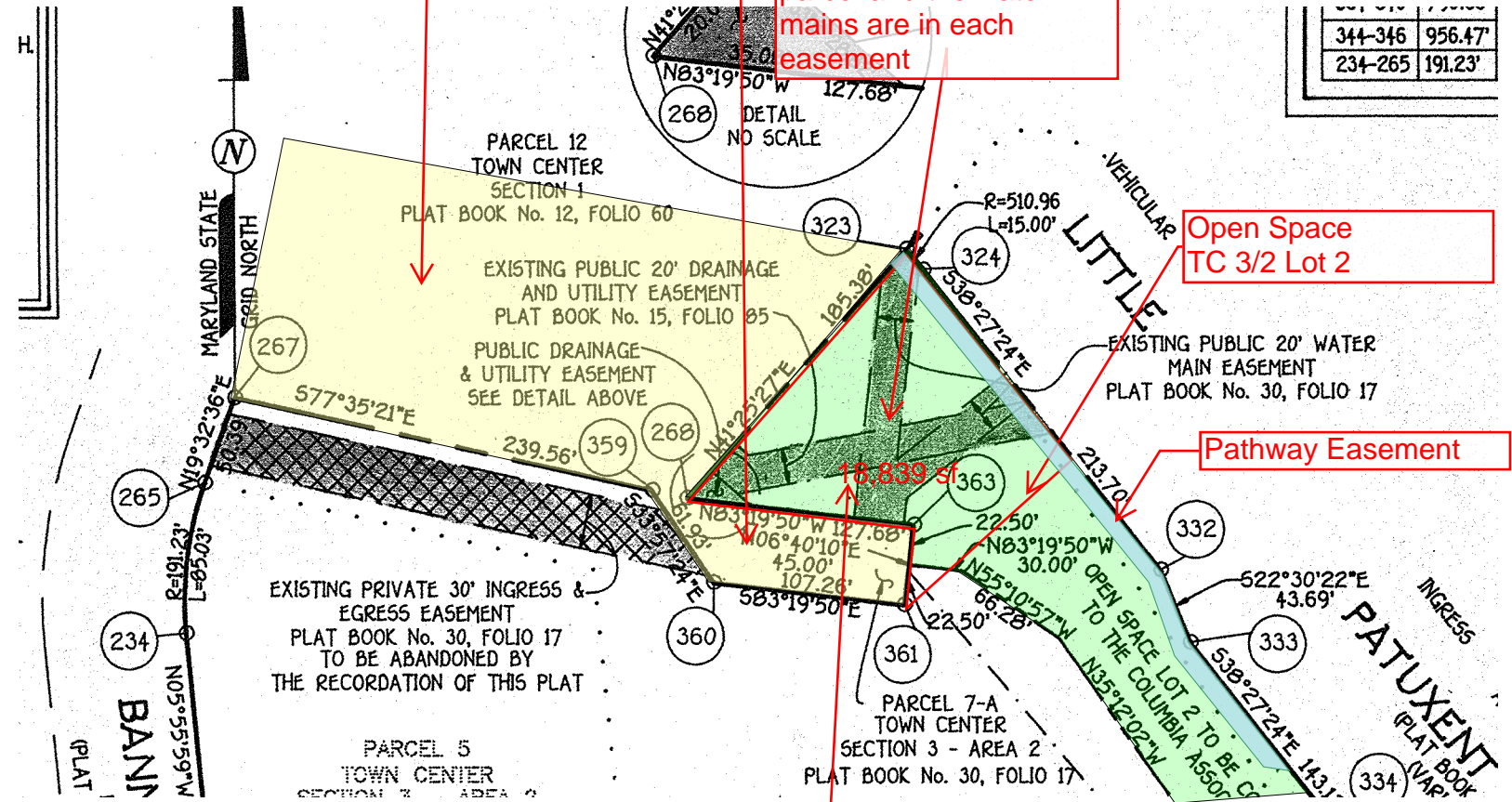
4. CA, at its expense, will engage a consultant to work with HRD and HRD's consultant to study the use of Little Patuxent Parkway frontage lots owned by CA as it relates to furthering the downtown planning effort.
5. CA agrees to take title to two open space lots previously under review and scheduled 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.

344-346	956.47'
234-265	191.23'



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

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.

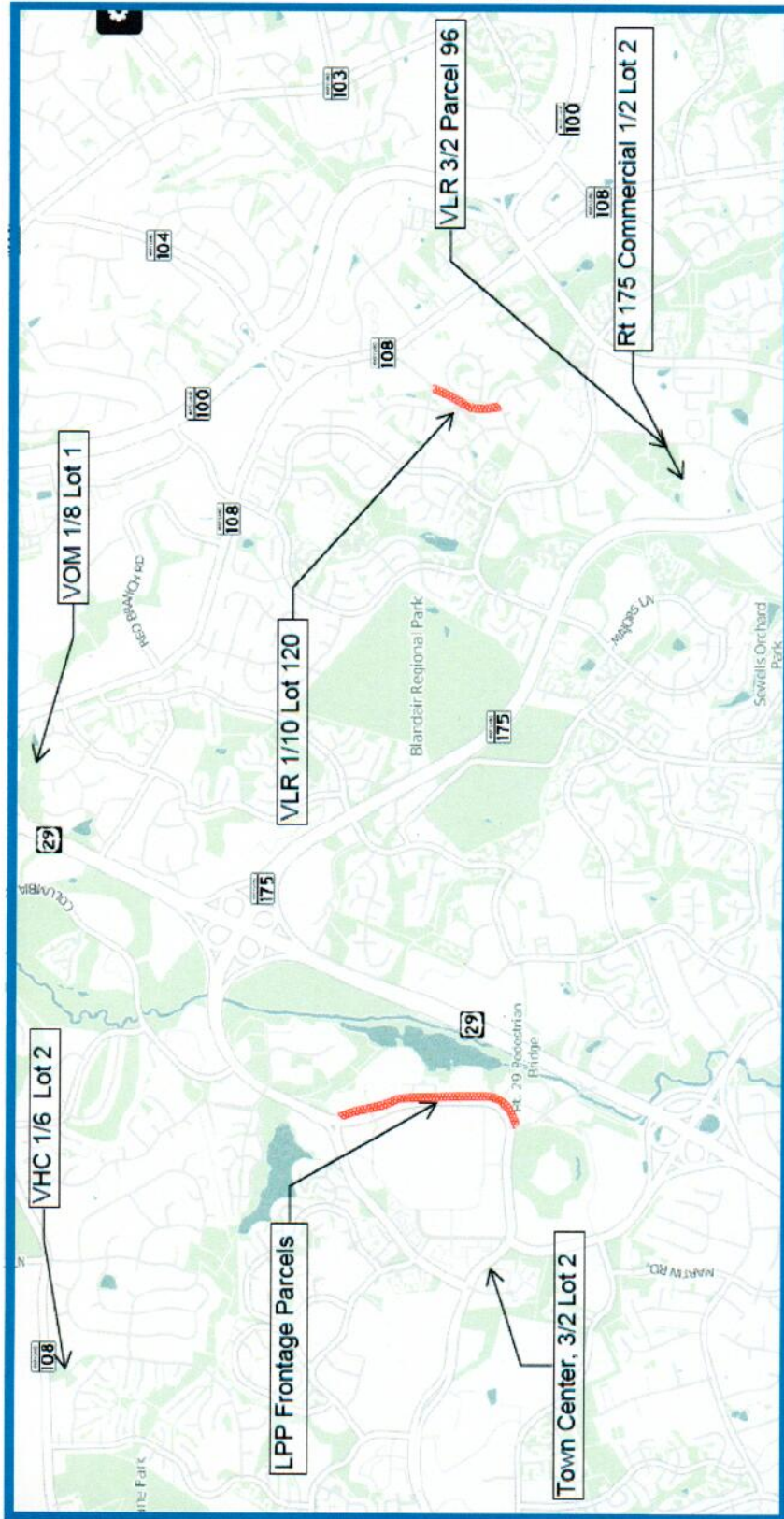
"LPP Frontage Lots"

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

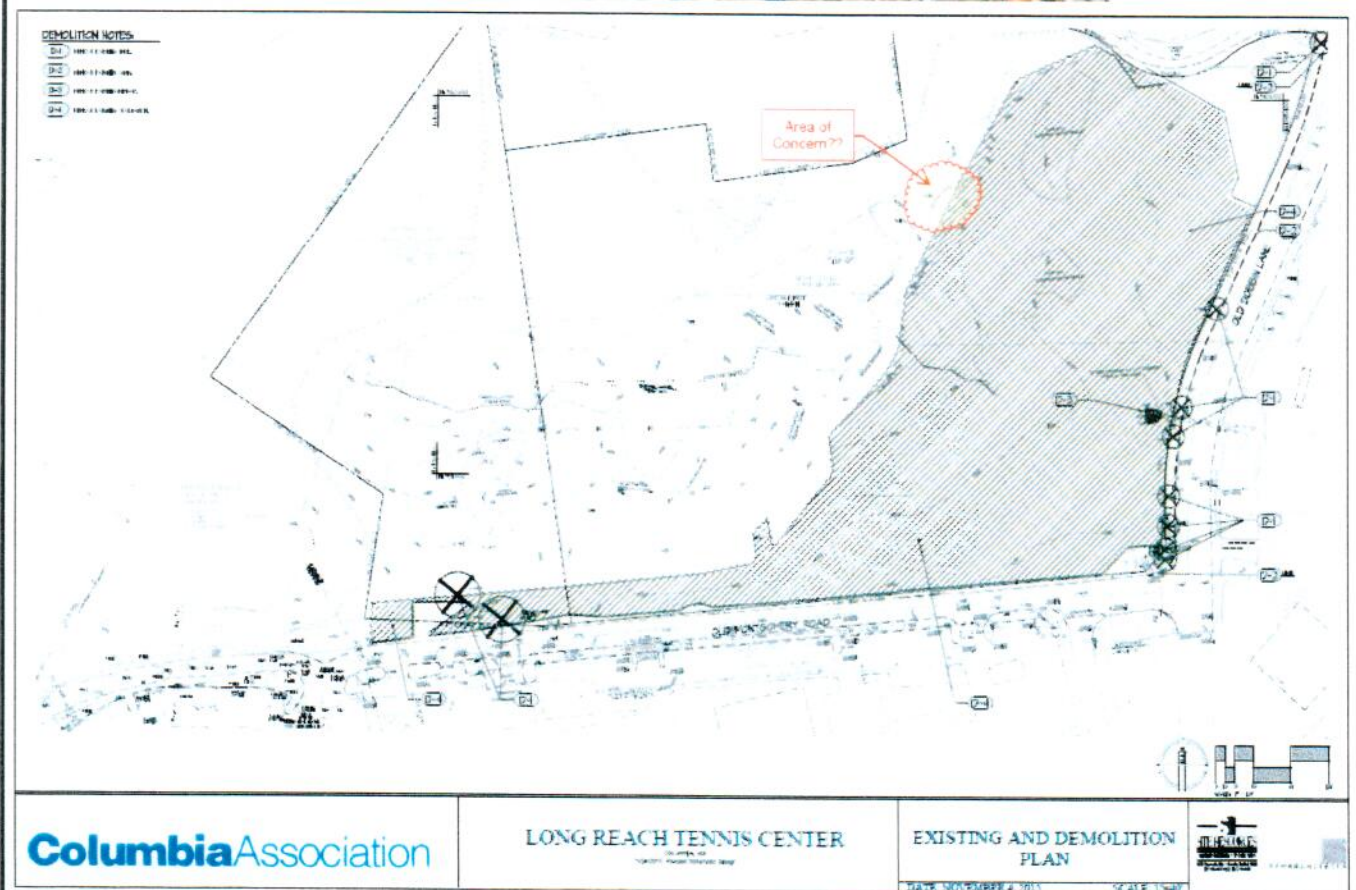


EXHIBIT E





January 8, 2015

To: Members of the Planning and Strategy Committee

From: Susan Krabbe

Cc: Members of the Board of Directors
Milton W. Matthews, President/CEO

The January 14, 2016 Board agenda includes an item for the Planning and Strategy Committee entitled "PSC hosts Board work session on the Proposed Draft FY 17 and Conditional FY 18 Budgets." The back-up for that agenda item is the draft budget document delivered to the Board on December 22, 2015.

The file is too large to post, and so to access that material on CA's website, go to <http://www.columbiaassociation.org>; select About Us; About Columbia Association; Financial Reports; then select Proposed FY 2017 and Conditional FY 2018 Operating and Capital Budgets.

The responses to Board member budget questions raised to date are attached.

If you have any questions, please let me know.



January 5, 2016

To: Members of the Planning and Strategy Committee
Milton W. Matthews, President

From: Susan Krabbe

cc: Columbia Association Board of Directors

Subject: Additional Questions – Draft Operating and Capital Budget Proposed
Fiscal Year 2017 and Conditional Fiscal Year 2018

Board Members have submitted the following budget questions. Questions are in **bold** with staff responses in *italics*.

ANDY STACK

1. **Page 12 shows a decrease in staff (3 FTEs) Open Space Maintenance and Services. What impact will a reduction in staff have on our maintenance of Open Space?**

The decrease in FTE's will be offset by an increase in maintenance services that are contracted out and therefore there will be no reduction in services provided on our maintenance of Open Space.

2. **Page 45 shows a \$150,000 increase in Outdoor Pools salaries from FY-2016 Budget to FY-2017 Budget. That is around a 9% increase. Is this the result of the increase in the minimum wage? What future increases can we expect as the minimum wage goes up? What's the impact? How much more will it cost if the minimum wage went to \$15/hour?**

The FY16 Estimate is \$1,800,000. This increase over the previous year is a result of a minimum wage increase and the change with regards to seasonal employees and their eligibility for overtime. The FY17 Budget is \$1,825,000, which represents a \$25,000 increase over FY16 Estimate. After reviewing operations for the coming year we are confident that we will be able to manage the changes in minimum wage and overtime to mitigate any significant increases in the payroll for the next two years.

Given our current staffing levels, a \$15/hour minimum wage would generate an annual staffing cost of approximately \$3,100,000 for the outdoor pools.

3. **Page 69 shows an \$84,000 increase in repairs and maintenance for Haven on the Lake over the Estimated FY-2016 budget. Given that Haven is a fairly new facility, why the large increase in repairs and maintenance? It is more than doubling.**

There is an error in the estimate for FY16. Through November 30, 2015 we have spent \$77,000 in Repair and Maintenance at Haven. The estimate for FY16 should be \$135,000. The cost of maintaining the finishes at Haven along with making non-warranty adjustments to the facility to accommodate the members have proven to be substantial over the first year. While we hope to see the cost decrease, the \$20,000 increase over FY16 is to ensure we are able to keep the club at its current standard without compromising the budget. FY17 should give us a trend to really understand where the Haven Repair and Maintenance trend line will be going forward.

4. **Page 77 shows a \$171,000 increase in Depreciation for Tennis Clubs from the Estimated FY-2016 budget. Then there is a projected \$186,000 increase in FY-2018. What is driving these increases? The new indoor tennis club would be ready before 2018 which means that the first year of depreciation would occur in the FY-2019 budget.**

The increase from FY 16 to FY 17 depreciation is due to a half-year of depreciation for the \$8,000,000 capital project for the Long Reach Tennis Facility (note on page 254) that is projected to close in FY 17. The increase between FY 17 and FY 18 is due to a full year of depreciation on the \$8,000,000 project, as well as half year of depreciation on \$500,000 capital improvements projected to close in FY 18.

5. **On page 246, the Capital Budget shows Equipment and Vehicles in Category II. I thought the CA Board decided to include those funds/that line in Category III.**

Our understanding was that the equipment and vehicles would be presented in total versus by specific item. The Category III funding is allocated to facilities via a formula based on the net book value of the assets in that facility. We could move the amount for equipment and vehicles to the Category III section, if that is the Board's preference.

Chao Wu

6. **Our current charge rate is \$0.68, \$0.07 below the maximum rate.**

6a. Can I have a table of the last ten year's charge rate if possible?

The annual charge rate has been \$0.68 since 2004.

6b. Can I have a previous document explaining why we set it at this rate, not higher, not lower?

There is no previous document explaining this. It was a decision by the CA Board of Directors that year.

6c. What are the projected charge rate for the next several years?

The projected annual charge rate is \$0.68 for the next 10 years.

7. On page 49 for the Columbia Gym, it states fee income was lower than expected and estimated the trend will reverse. However, for the tuition and enrollment income's decrease over the last several years, I did not see either the explanation or the estimation for future. Can you elaborate a little bit?

Tuition and Enrollment refers to the summer camps that are run by Community Services but housed at the Columbia Gym. The flat growth in school age children in Howard County lend themselves to the Tuition and Enrollment line remaining flat for the next several years. If this projection is correct, this should free up space in the clubs for other member activities (unpaid and paid) which can enhance engagement and potentially generate Fee Income.

8. For two golf courses, I see the gap between the expenses and revenue is narrowing down for the Fairway Hills but not for the Hobbit's Glen.

The Budget shows that the Increase (Decrease) In Net Assets is improving for both Fairway Hills and Hobbit's Glen for FY17/18.

8a. Are we able to make them even?

While our goal is to make all of our business units self-supporting, golf in the US is currently on a long standing flat to downward trend. We are always exploring new ways to utilize the clubs and generate revenue but we don't anticipate a significant growth trend in the near future.

8b. What is the difference between these two clubs which have a different gap trend?

The significant variance between the two golf clubs is the additional \$536,000 in depreciation that Hobbit's Glen carries for the clubhouse.

9. On page 67, I see over 2 million deficit for the Haven on the Lake for the next three years. Do we have a projection when we can make it even if possible?

The budget is based on the membership rates and business model in place before the December 10, 2015 Board meeting at which new membership rates were requested and approved for Haven. These new rates will allow us to move to a more membership-based model as opposed to a more program revenue-based model. With a membership-based model and an aggressive membership sales focus we anticipate approaching break-even in 3 years.

- 10. On Page 111, for the horse center, the income is only \$20,000 (as little as \$10,000 for 2018 and expenses \$116,000 in 2018). I remember a data showing they have around 30,000 visits a year. That means we even did not get 1 dollar for one visit. So I have questions as following:**

10a. When will the current lease expire?

The current lease expires December 31, 2020.

10b. Does the operator make money? My thought is that we should at least make the rent and expenses even for the horse center.

The Horse Center's lease adjusts annually by the Consumer Price Index. CA first leased the operations of the Columbia Horse Center in 2001. In 2000, we issued a request for proposals (RFP) to lease the Horse Center operations. Despite widespread advertisements of the RFP in trade publications, we received only two proposals and only one was from a qualified equestrian center operator, who is the current operator. The current operator manages five horse farms and has the expertise and financial stability to meet the obligations of the lease. The operator of the Horse Center pays CA rental income and undertakes capital improvement projects valued at no less than \$50,000 annually. The main expense in leasing the Horse Center for CA is the cost of maintaining the facility since CA is the owner of the property. The depreciation and interest of the capital improvements are reflected in the operating budget and would still be a cost to CA if CA were to operate the facility instead of leasing it out. CA owns the buildings and grounds, and therefore CA is responsible for maintenance of all structures. The rental income is decreasing because a tenant who rented space vacated the premises and the property will be used for storage by CA and not rented out.

- 11. On Page 256, the capital budget for 2017 and 2018 approaches 20 million yearly, while in previous 10 years, the average is around 10 million (except 2007, 15 million). What leads to such a big spike? Do we see continuous \$20 million after 2018?**

Good question! The increases for these two years are possible because CA retired its old high-interest rate debt and was able to obtain new financing at a very low rate and because the operating results for the past several years have been very strong and generated good cash flow. At this time, after FY 18, the projections for capital spending return to more normal levels averaging approximately \$10 million per year.

- 12. From Page 261-269, I see the membership rate percentage increases/decreases rather randomly. I thought we could just apply a fix percentage to all of them. Now it seems it looks like a hand-picked rate for each individual category. How do we decide the increase/decrease here?**

Every attempt is made not to increase rates for CA residents greater than the current rate of inflation. Non-resident rates are kept competitive to the market rate. Sometimes that percentage may be higher or lower. We try to make the increases divisible by twelve to make it easier to understand for the prospect.

In regards to golf, Hobbit's Glen memberships are scheduled for at least a 5% increase this year. (This is because of building the new clubhouse, members who urged CA to build the new clubhouse agreed to a higher-than-average increase to help pay for it). The average rate increase is 4.7%.

Competitive analysis showed that current Fairway Hill membership pricing is slightly expensive for similar courses compared to area competitors, so the annual membership was kept the same and the weekday membership was reduced by an average of 3% over FY16. Some Tennis membership rates have a 3-5% increase for CA residents, but this is really \$1 or less per month.

13. There is a typo on page 276. FY 85 should be FY 15 right?

Actually, FY 85 is correct.

14. I remember that the PSC board held a public hearing at the Slayton House last year and the CA board generally agreed those requests from the residents would be included in the budget (is that right?). I did not see them at the itemized funding project at the end of the document. Can you tell me where they are and how they are included?

Those items are not separately listed in the budget document; they are included in the applicable operating budget section. For example, the additional support for covenant enforcement has been included in the budget for the Office of the General Counsel. Capital budget items such as watershed projects are included in that section. Small capital budget items will be funded by the Category III capital allocation during FY 17. The staff responses to all of those items are in the draft budget binder.



January 6, 2016

To: Members of the Planning and Strategic Committee
Milton W. Matthews, President/CEO

From: Jane Dembner, AICP
Director of Planning and Community Affairs

cc: Columbia Association Board of Directors (Board)

Subject: Strategic Issue Identification and Development of Board Work Plan for Calendar Year 2016

Background

In November 2015, the Board agreed to revive CA's strategy-making process and, as part of that process, to develop a "work plan" which will focus on strategic priorities for the Board for calendar year 2016. The BOC reaffirmed that guidance on January 4, 2016 and forwarded the item to the PSC for discussion at its January 14 meeting.

Desired Outcomes

For the January 14th PSC meeting: the desired outcome is to identify strategic issues that the committee feels are important to focus on in 2016. Since this is the first discussion of this item – with limited time on the agenda – it is recommended that the focus be on idea generation rather than a critique or discussion of the issues.

For the February PSC meeting: the desired outcome will be to narrow the list of issues and to recommend to the full Board a few strategic issues that the Board should focus on for the 2016 calendar year.

For March: the desired outcome would be Board agreement on their work plan for the 2016 calendar year that would include their strategic, priority issues. The Board would also then direct staff to develop related analysis, research, outreach and other actions steps on these priority issues.

Remainder of 2016: quarterly Board review of progress on these priorities (June, Sept, Dec).

Strategic Making Process Framework Recap

CA's strategy making process was put in place in 2001 and continued through 2012. During this period, staff worked with the CA Board each year to identify and review strategic issues facing CA. The process took a hiatus in FY13, which now has stretched on for three years.

The previously implemented annual process would work in the following way: the Board and staff would begin by identifying a short list of strategic issues (as opposed to operational ones). These issues would be evaluated and categorized in one of three ways:

- Those issues requiring additional research to gain a greater understanding of them or to resolve differences of opinion about their importance;
- Those issues that are clear enough but not urgent or high enough priorities to warrant action, but instead warranted monitoring for possible action in the future; and
- **Top-priority issues that are candidates for strategy making and focus.** Once these top strategic priorities are established by the Board, staff would then define the actions or initiatives needed to address the issues. The respective actions or initiatives would be reviewed with the Board and tracked by staff. The Board would monitor the process and review/revisit the priorities again beginning the following January.

This process, along with Board and staff responsibilities, is illustrated by the following diagram, which is part of the board approved "Columbia Association Board of Directors Committee Structure Governing Documents."

Component	Responsibility
• Articulation of Strategic Issue	Board/Staff Input
• Desired Outcomes	Board/Staff Input
• Guiding Principles	Board
• Action / Event Sequences	Staff

**Tracking Form - FY16
Planning and Strategy 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 Committee	Board Action
1	Staff		Membership Rate & Fee Structure: Based on the consultant study and management's input/recommendations, review and make recommendations on CA's rates and fees	Consultant presentation 5/28/2015		2nd consultant presentation 9/10/15; Mgmt status update 12/10/15.			
2	Staff	7/31/2015	Strategic Plan: Review Annual Progress Report	FY 15 Progress Report sent to Board 7/31/15; Follow-up discussion 11/12/15.			11/12/2015	Reactivate the Board's Strategy Making Process in early 2016 - see item 3	
3	BOC	1/4/2016	Reactivate the Board's Strategy Making Process / Develop Board Work Plan for Calendar Year 2016	Anticipated 1/14/16					
4	Staff		Review and recommend board approval of the FY 17/18 budget process & schedule.	6/25/2015	6/25/2015		6/25/2015	Approve	Approved
5	Staff		Capital and Operating Parameters: Review and make recommendation on FY 17/18 Capital and Operating Parameters.	7/9/2015	7/23/2015		7/9/2015	Approve	Approved
6	Staff		Annual Charge Rate and Cap: Review and make recommendation on FY 17/18 annual charge rate and cap	7/9/2015	7/23/2015		7/9/2015	Approve	Approved

**Tracking Form - FY16
Planning and Strategy 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 Committee	Board Action
7	Board		Conduct the FY 17-18 budget process and make recommendation to Board.	Anticipated 9/15 - 2/16		Pre-Budget Public Input 9/3/15; PSC work sessions 10/8/15, 10/15/15	10/22/2015	Recommended approval of new capital and operating initiatives	Approved
8	Board		Employee Benefits: Based on the consultant study and management's input / recommendations, make recommendations regarding CA's employee benefits	Included in FY17 proposed operating initiatives					
9	Staff		New Town Zoning: Ensure that CA is a key stakeholder in the county's New Town zoning update and that any proposed changes are in alignment with CA's "Guiding Principles for the 21st Century Planned Community of Columbia, MD"	Staff keeping in contact with county. No county process announced at this time. CA/County hosted zoning expert speaker on 10/28.					



COMMITTEE RECOMMENDATIONS TO BOARD

Date: January 6, 2016
To: Columbia Association Board of Directors
From: Dick Boulton, Chair, External Relations Committee
Subject: Approval of Establishment of Sister Cities Relationship with Cap-Haitien, Haiti

Issue:

CA's International Exchange and Multicultural program and the Haiti Sister City Planning Committee are interested in developing a new sister city relationship for Columbia with the city of Cap-Haitien, Haiti.

Discussion:

Members of the Haiti Sister Cities Planning Committee made a presentation to the External Relations Committee at the December 10, 2015 CA Board of Directors Meeting. Cap- Haitien was selected because:

1) there is a large Haitian diaspora in Howard County with strong interest in advancing the understanding of Haiti and its culture; 2) committee members have strong connections with Cap-Haitien mayor's office, NGOs, Rotary and cultural arts professionals; 3) Cap-Haitien has sent a letter expressing interest in becoming a Sister City to Columbia; and 4) a Sister Cities relationship with Cap-Haitien is in line with Columbia's emphasis on cultural diversity and inclusiveness.

Recommendation of Committee:

By a vote of ___3___ For ___0___ Opposed _____ 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:

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

The External Relations Committee recommends that the CA Board of Directors approve the establishment of a Sister Cities relationship between Columbia Association and Cap-Haitien, Haiti.



December 1, 2015

To: External Relations Committee
Milton Matthews, President

From: Michelle Miller, Community Services Director

cc: Leslie Barnett, Assistant Director, Community Services
Laura Smit, International Exchange & Multicultural Programs Manager

Re: Backup Materials for Sister Cities Presentation

CA's International Exchange program and the Haiti Sister City Planning Committee are interested in developing a new sister city relationship for Columbia with the city of Cap-Haitien, Haiti.

Members of the Haiti Sister City Planning Committee will be making a presentation to the External Relations Committee at the December 10th CA Board of Directors Meeting. They will be providing the reasons why they are proposing that CA move forward with establishing a new sister city relationship with Cap-Haitien, Haiti.

The backup documents include:

- Background Paper
- Process for Establishing a New Sister City Relationship for Columbia
- Criteria for Selecting a Sister City (from Sister Cities International)
- Bios of Haiti Sister City Planning Committee members

Background on Proposed New Sister City Relationship for Columbia

The **Haiti Sister City Planning Committee**, in coordination with CA's International Exchange & Multicultural Programs, is interested in developing a new **sister city** relationship for Columbia. The city being proposed is Cap-Haitien, Haiti.

What is a sister city relationship?

- A broad-based, officially approved, **long-term partnership** between two communities.
- Becomes official with the signing of an **agreement by officials of both cities**.
- Allows citizen volunteers of both communities to get involved in international relations, **citizen diplomacy** and projects of mutual interest.
- Increases understanding between cultures through direct, friendly, personal contact.
- Residents of both communities benefit.

Why establish a new sister city relationship for Columbia?

Columbia currently has three sister cities: two in Europe (Cergy-Pontoise, France, 1977 and Tres Cantos, Spain, 1990) and one in Africa (Tema, Ghana, 2014). Cap-Haitien, Haiti would give Columbia a sister city in the Western Hemisphere and the Caribbean. Columbia Association is a member of Sister Cities International which “promotes peace through mutual respect, understanding, and cooperation – one individual, one community at a time.” The sister cities mission is in accord with James Rouse’s vision for Columbia: creating a community which is centered around people and is racially, culturally and economically integrated.

Why Cap-Haitien, Haiti?

There is a large Haitian and Caribbean diaspora in Howard County which has intrinsic interests in Haiti and Haitian culture. A sister city relationship with Cap-Haitien would help advance understanding of Haiti and its rich cultural heritage. The Haiti Sister City Committee is composed of volunteers who have an interest in Haiti and Haitian culture. The Build Haiti Foundation, a Columbia-based nonprofit organization, has excellent connections and relationships with people and organizations in Cap-Haitien. The city is close to the United States with direct, low cost flights to its airport from Miami. Cap-Haitien is a small city of 180,000, with a growing infrastructure and tourism. It was not directly impacted by the 2010 earthquake, that destroyed much of the capital of Haiti, Port-au-Prince.

Relationships between Cap-Haitien & Columbia

The Columbia-based Build Haiti Foundation has worked in the Cap-Haitien area for eight years and has built connections to the Mayor’s Office, non-governmental organizations (NGOs), educators, government officials, the Rotary Club, and cultural arts professionals. Members of the Haiti Sister City Planning Committee, building on these contacts, have begun building connections to Cap-Haitien with a variety of Columbia/Howard County institutions: the Columbia Art Center, the Howard County Arts Council, Howard Community College, Columbia Festival of the Arts, the Unitarian Universalist Congregation of Columbia and interested medical volunteers.

Cap-Haitien’s Current Sister Cities

Cap-Haitien already has two successful sister city relationships with two U.S. cities, Fort Lauderdale, FL, and Portland, ME, giving it institutional experience with the “sister cities” concept. The Columbia

Association (International Exchange Program Manager) and Build Haiti Foundation have good relationships with both sister cities groups and the sister cities organization that coordinates sister cities activities in Cap-Haitien.

Existing Youth Leadership Program

The Build Haiti Foundation's *Global Leadership Program* in Haiti has taken students from Glenelg Country School and other schools and colleges to meet with youth in Haiti for the last few summers. Programs have included an environmental sustainability workshop, workshops on public health issues and social entrepreneurship, soccer matches and engaging local and American youth in service projects. Youth exchanges between Columbia and Cap-Haitien would build on this existing program.

Historical & Political Background - City of Cap-Haitien

During the 18th century, Cap-Haitien, then known as Cap Francais or the "Paris of the Antilles," was the capitol of the French colony and a central port for the plantation economy. In 1791, slaves rebelled against the French and eventually established the first independent country in Latin America. Many of the leaders of the rebellion were from Cap Francais. Local authorities include the mayor, city council and the municipal districts. The current mayor of Cap-Haitien has signed a letter of interest in developing a sister city relationship with Columbia.

Tourism, Arts & Culture

Thanks to its beautiful beaches and historic New Orleans-style architecture and buildings, Cap-Haitien is rapidly becoming a tourist destination. The Sans-Souci Palace and mountain-top Citadelle Laferriere are now recognized by UNESCO as a World Heritage site. Royal Caribbean has built a resort, Labadie, there. Cultural institutions, such as the Haiti Arts Council, are dedicated to promoting Haitian visual arts, dance and music.

Columbia - Cap-Haitien Sister City Exchange Opportunities for Youth and Adults

Culture: visual arts, music, dance, theater

Education: youth leadership programs

Cuisine: experiencing local food and refreshments

Health: connecting medical volunteers to Konbit Sante's local hospitals and clinics

Environment: tree planting, sanitation, clean water

Technology and Business: connecting entrepreneurs

Tourism: Warm climate, beaches and sightseeing

Next Steps

If the Columbia Association Board of Directors approves the request to proceed with developing a Sister City relationship with Cap-Haitien, the *Haiti Sister City Planning Committee* will sunset, and a new subcommittee will be established, called the *Cap-Haitien (Haiti) Sister City Committee*. This committee would be a volunteer sister city subcommittee of CA's *International & Multicultural Advisory Committee (IMAC)*. The subcommittee would develop a Sister Cities Agreement between Columbia and Cap-Haitien and begin to develop youth and adult exchanges in coordination with the other volunteer sister city subcommittees and the Program Manager for International Exchange & Multicultural Programs.

Process for Establishing a New Sister City Relationship for Columbia

1. CA receives a request from the community to establish a new sister city in a particular country (recent requests have been regarding Haiti, China and Korea).
2. CA's IEMP Program Manager, the Director of Community Services and Assistant Director of Community Services evaluate the feasibility of creating a new sister city relationship. If it is determined that it is feasible, CA will provide a packet with guidelines on establishing a new sister city relationship.
3. Person(s) proposing new sister city brings together a group of Columbia and Howard County residents interested in creating a new sister city in a particular country and establishes a "Sister City Planning Committee" for that country (e.g. Haiti Sister City Planning Committee).
 - The Sister City Planning Committee recruits members (at least 10+ people) with ties to that country and elects a Chair, Vice-Chair and Secretary for the Committee. Volunteer members usually include: foreign-born residents from that country and Americans with experience and interest in the country (e.g. Peace Corps alumni, people who have studied, worked or traveled to the country, people who speak the local language, have worked with people from that culture, etc.).
 - Sister City Planning Committee meets regularly (monthly or bimonthly), inviting CA IEMP Program Manager to attend (or keeping her informed), and decides on the city they wish to propose as a sister city to Columbia.
4. Representatives from the Sister City Planning Committee make a presentation to CA's International & Multicultural Advisory Committee (IMAC) in accordance with the CA and Sister Cities International guidelines.
5. IMAC makes a recommendation to CA staff as to whether or not to proceed.
6. CA's IEMP Program Manager and the Director and Assistant Director of Community Services evaluate IMAC's recommendation and approve or do not approve the proposal.
7. Columbia Association sends a letter to the Mayor or appropriate city official of the proposed city, indicating CA's interest in developing a new sister city relationship, and requesting a written response from the Mayor or city official.

8. The Sister City Planning Committee works to develop a presentation and background paper for the CA Board requesting approval to proceed to develop the sister cities relationship. Presentation provides reasons for choosing this country and city, and background on the city and proposed exchanges and activities.
 - IEMP Program Manager works with Executive Assistant to President of CA to get the Committee's presentation on the CA Board meeting agenda for a particular date, and informs Sister City Planning Committee of the date and time.
 - Committee representatives do a 10 min presentation, with 5 mins for questions to the appropriate subcommittee of the CA Board of Directors, bringing with them members of the committee to be in the audience.
9. If the proposal is approved by the full CA Board of Directors, then IMAC and the IEMP Program Manager create an official CA sister city subcommittee of IMAC called: "[City Name] Sister City Committee" (e.g. Tema Sister City Committee).
10. CA IEMP Program Manager works with the Sister City Committee and top officials of the city to develop a partnership agreement and organize a signing ceremony for the Sister Cities Agreement, either in Columbia or in the sister city (with representatives from Columbia Association and the Sister City Committee present).
11. Once the Sister City Agreement is signed, IEMP Program Manager informs Sister Cities International of the new relationship.
12. The Sister City Committee, in coordination with CA's Program Manager, develops and plans youth and adult exchanges, activities, travel, etc. Committee and IEMP Program Manager develop relationships with partner organization(s) in the city to organize and run exchanges.
13. The Sister City Committee reports on activities regularly during IMAC meetings.
14. Plans for sister cities exchanges will be coordinated with the IEMP Program Manager and CA's other Sister City committees, so as to avoid scheduling conflicts.

Developed by Laura Smit, Program Manager for International Exchange & Multicultural Programs (IEMP) with Valerie Montague, Chair, International & Multicultural Advisory Committee (IMAC). 2015

915 15th Street NW
4th Floor
Washington, DC 20005
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Fax 202.393.6524
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Promoting peace through
mutual respect,
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and cooperation—
one individual,
one community at a time.

Criteria for Selecting a Sister City

Many different factors should be taken into account when selecting a sister city. Keep in mind that this is only a loose guide to assist you in your search. Your community should identify those features that are most important to your community and its sister city program, and select a prospective city accordingly. Most importantly, remember the analogy of marriage. Some cities choose their partner based purely on commonalities; others find greater success and fulfillment via the adage “opposites attract.” Your choice depends entirely upon your objectives: economic development, diverse cultural exchange, humanitarian assistance, and so on.

Overall Factors to Consider

- genuine interest on both sides
- long-term commitment to the relationship
- adequate financial support for exchanges and maintenance of the relationship
- realistic assessment of what makes a successful sister cities relationship
- focus on best results that will capitalize on existing strengths
- separation of personal beliefs from political, economic, and cultural realities
- awareness that a desire to learn from and share experiences with a sister city can, in many cases, balance the lack of any similar characteristics.

General

- exchange goals/objectives
- population
- geographic location (mountains, desert, lake, port)
- comparison of key industries
- local ethnic population
- existing linkages (university, business, YMCA, Rotary)
- does the city have sister cities in other countries? Are they successful?
- role of the city and the sister cities committee in the relationship

Cultural, Civic, Educational

- museums
- theaters
- symphony/orchestra
- libraries
- civic organizations (Rotary, Lions, Kiwanis, Scouts, Women's Clubs)
- newspapers/television/radio
- sports teams (amateur or professional)
- hospitals
- primary and secondary schools
- post-secondary educational institutions (colleges, universities, technical, training institutes)

Economic

- socio-economic conditions
- language/cultural patterns and barriers
- market analysis of industries
- investment climate/present investment levels
- liberal versus restrictive trade climate
- if a port city, port connections
- invisible trade (education, high-tech, service, exports)
- trade exchange potential
- number of tourists
- presence of foreign businesses/factories locally
- local businesses engaged in international activity

Political

- history of diplomatic relations
- present degree of cooperation between U.S. and international country in political, economic, commercial, and cultural fields
- level of government bureaucracy
- diplomatic presence
- honorary consuls

Haiti Sister City Planning Committee Members



JEAN-ROBERT ANANTUA received a B.S. in Information Technology. He received additional business and project management training from Tuck Dartmouth College and University of Maryland Baltimore. Mr. Anantua is a firm believer in community service and is a very active member of the community. He has committed time and resources and founded the Build Haiti Foundation to meet some of the pressing needs of Haiti, his homeland. He believes that raising awareness about the plight of the Haitian people will serve as catalyst that will allow individuals and organizations to come together for this common cause.



NICK ANANTUA is a Haitian-American and was born in Brooklyn, New York. He currently resides in Laurel, Maryland with his parents and grandmother. Nick is a junior at Reservoir High School, where he is a member and officer of Alpha Achievers, and member of the National Honors Society and Black African Leadership Union. He is an honor-roll student that offers organizational prowess, creativity, and strong problem-solving skills. He plans on engaging teens in volunteering opportunities and helping establish beneficial relationships.



ALIX AURELIEN is a Coordinator of Community Services at Total Care Services, Inc., a social agency providing services to individuals with intellectual and developmental disabilities in Lanham, MD. Prior to joining Total Care Services Inc., Alix served as Graduate Assistant at Towson University and Program Assistant at 501 (c) 3 nonprofit organization. Alix has extensive experience coordinating special events, developing fundraising campaigns, and providing administrative support. Alix was born in Haiti and moved to the United States at the age of 17. He currently resides in Burtonsville, MD with his twin brother. Alix is committed to helping Columbia develop a relationship with Cap-Haitian and eager to serve on the committee.



LIZ BOBO received a BA in literature and a JD from the University of Maryland. She served in public elected office representing Colombia and Howard County for more than 30 years. She focused on issues of social, economic, and environmental justice. She was the first woman County Executive in Maryland. Liz and her husband Lloyd Knowles, have traveled widely throughout the world. Last year Liz visited Haiti with a service group. They worked on environmental and agricultural issues in the central plateau. A close friend of Liz's family is a priest in Port au Prince who founded and operates an orphanage, a hospital, and several schools there. He previously served in a parish church in Baltimore which Liz's mom attended.



SOLEDAD BOLIG was born in Cap-Haitien, Haiti. She and her family migrated to the U.S. in the 70s. Soledad has a bachelor's degree in Human Ecology and another in Business Administration. She is currently pursuing her graduate degree in International Relations. Her professional background includes being a U.S. soldier, transportation analyst for the State of Pennsylvania, and now an analyst for the Department of the Navy. She is an advocate for Haiti's growth and development and travels there annually.

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CRYSTAL CHAMPTAL is a 3rd generation Haitian-American, whose grandfather came to America in the 1920's to start a new life here. She moved to Columbia in 2002. She has fond memories of her grandfather who was proud of his Haitian ancestry. Crystal is excited to be a part of the Haiti Sister City Planning Committee and feels that it has reconnected her with her Haitian heritage, which had been lost through the years. Crystal has worked for Columbia Association in Membership Sales for 10+ years and is a resident of the Village of Hickory Ridge. Her passion is Health and Wellness through the power of plant-based nutrition.



KEILA FOSTER is an AVID Coordinator with Prince George's County Schools. Keila grew up in Howard County and is a graduate of Howard High School, as well as Howard University, and The University of Mississippi. She has taught in Mississippi for two years and with the Memphis City Schools School District for seven years. Keila has participated in numerous missionary trips domestically in Arkansas, Louisiana, and Tennessee and in abroad in the Dominican Republic, Jamaica and Haiti. Her most fulfilling was during July 2015 to the town of Petit Goave, Haiti. She lives in the Village of Kings Contrivance and enjoys reading, hot yoga, learning Spanish and traveling.



JOY GARVIN has been living in Ellicott City, Maryland for over five years. She works in Columbia at Enterprise Community Partners and has been with their finance department for almost ten years. Her son participates in numerous and varied activities with Howard County Recreation and Parks and enjoys attending Dunloggin Middle School. She and her son enjoy traveling and spending time with friends both near and far.



STEPHANIE LEE earned her Master's in Social Work at Howard University and has been a Clinical Social Worker at a major hospital in Baltimore, MD for over 15 years. She has been a member of a large non-denominational church in Long Reach community for several years and her daughter is a Hammond High School graduate. Stephanie and her family have lived in Columbia MD for over 15 years.



ALEX LILAVOIS is a graduate of the University of Michigan's Ross School of Business with an MBA in Finance and Strategic Management and an undergraduate degree (BS) in Mechanical Engineering from the University of Florida. He holds a Project Manager Professional (PMP) certification from the Project Management Institute. Alex donates his spare time to organizations that promote education and economic development domestically and internationally. Alex is fluent in French, Spanish and Haitian Creole, and has consulted for senior level executives within the financial services, federal government, manufacturing and power utilities sectors in the U.S. and global marketplace.

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MOMINA MALIK comes from a Marketing background, she is a community activist, and has been involved in several community initiatives. In the past 15+ years, her involvement spans from serving on Multicultural boards in Southern New England, to research advisor for the Center for Philanthropy as well as an instructor for private community schools. Currently, she is an active board member and Volunteer for Build Haiti Foundation. She also serves as PTA Vice President for Howard County School System, Chairs the Talent Show, and International Day Committees as well as being a Girl Scout leader.



FELECIA HARRIS McCRAY has resided in Columbia, MD for the past 3 years. She holds a Master's in Industrial Organizational Psychology and has been a federal government employee for 10 years. In her free time she enjoys dining out with friends, reading and learning Mandarin Chinese.



VALERIE MONTAGUE chairs CA's International and Multicultural Advisory Committee. She has more than seven years of experience creating and administering international programs, and helped develop Columbia's Sister City relationship with Tema, Ghana. She also participated in the 2013 celebration in Cergy-Pointoise, France, of the 35th anniversary of Columbia's Sister City relationship with that city. She has contributed to the success of many CA multicultural programs, including CultureFests, high school exchanges, and language cafes. She currently lives in the Village of Hickory Ridge.



CHRISTINA PIERRE is a Haitian-American born and raised in Columbia, and the youngest of seven siblings. Her mother is from Jérémie and her father is from Cap-Haitien. Pierre has visited Haiti several times and clear waters and the fresh food has her wanting to retire there someday. She has an associate's degree in nursing and is working towards her BSN and MSN, with the goal of becoming a midwife. She works for Columbia Association in the Communications and Marketing Department.

Haiti Sister City Planning Committee Members



BERNARD PUNTE is a retired Sales Manager for Lucent Technologies. He has been a volunteer for Joni and Friends, Wheels for the World for 10 years. He collects used wheelchairs from around the state, has them restored at prison rehab facilities, then distributes and fits the rehabbed wheelchairs to those in need in Honduras and Peru. He also collects power wheelchairs and other medical devices for COTSA and other aid groups which are focused on helping immigrants and the people of their native countries. Bernie has lived in the Village of Kings Contrivance for 24 years.



GRETA SWANSON is a graduate of the University of Washington. For three years, she served as a Peace Corps Volunteer in Swaziland, Africa. After obtaining a law degree from the New York University School of Law, she was an attorney with the Atlanta Legal Aid Society. She has raised three daughters in Columbia, directed PTA cultural arts programs for an elementary school, and volunteered widely in the community. Currently she is a Visiting Attorney with the Environmental Law Institute.



DAVID WEEKS is the Chair of the Build Haiti Foundation Board and has collaborated with BHF President Bob Anantua in securing a good network of contacts in Haiti. An educator for more than 40 years, Mr. Weeks presently serves as the Director of Global Education and Community Service at the Glenelg Country School in Howard County, Maryland. He has contributed to the development of medical clinics in Thailand, Kenya and Haiti. David Weeks acts as a consultant for the Salih Self Development Center in Ghana, the Osiligi Hope Foundation in Kenya and the Hope for Sickle Cell Foundation in Nigeria.



COMMITTEE RECOMMENDATIONS TO BOARD

Date: January 5, 2016
To: Columbia Association Board of Directors
From: Andrew Stack, Chair, Board Operations Committee
Subject: Orientation and Organizational Schedule for FY 17

Issue:

Each year an orientation and organizational schedule is created to give the current members of the CA Board of Directors and those considering serving on the CA Board of Directors a general idea of the meetings and events Board members will be expected to attend throughout the year.

Discussion:

The Board Operations Committee (BOC) reviewed the proposed schedule for FY 17 at its meeting on January 4, 2016. The BOC recommended sending the schedule to the Board of Directors for approval at its January 14, 2016 meeting.

Recommendation of Committee:

By a vote of 4 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:

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

Be it resolved that the following Orientation and Organizational Schedule for FY 17 be approved by the Columbia Association Board of Directors.

Additional Action recommended by committee in lieu of motion or in addition to motion: None

Orientation and Organizational Schedule for FY 17
Columbia Council/CA Board of Directors

1st Quarter = May 2016 to July 2016

2nd Quarter = August 2016 to October 2016

3rd Quarter = November 2016 to January 2017

4th Quarter = February 2017 to April 2017

Mth	Date	Time	Event
1st QUARTER			
May	Monday, May 9, 2016	7:30 p.m. – 10:00 p.m.	New CA Board of Directors Orientation (Department Directors' presentations).
May	Thursday, May 12, 2016	7:30 p.m. – 8:30 p.m.	<ul style="list-style-type: none"> ➤ <u>Annual Members Meeting</u> Annual meeting of the members of CA to elect the CA Board of Directors. Set time and date of Organizational Meeting of the CA Board (usually immediately following the Annual Members Meeting). ➤ <u>Organizational Meeting of the CA Board</u> Elect the Chair and Vice Chair of the Board. Discuss Committee Assignments. Elect CA Representatives to the Inner Arbor Trust Board of Directors. ➤ <u>Annual Meeting of the Columbia Council</u> Organizational Meeting of the Columbia Council to elect the Chair and Vice Chair.
		8:30 p.m. – 9:30 p.m.	Reception for Members of the Board of Directors and Members of the Senior Leadership Team.
May	Friday, May 20, 2016	6:30 p.m.	<i>Dinner for Board/Staff members attending the Retreat on Saturday, May 21, 2016</i>
May	Saturday, May 21, 2016	9:00 a.m. – 4:00 p.m.	<i>Board/Staff Retreat – 9:00 a.m. to 4:00 p.m. – Location TBD</i>
May	Thursday, May 26, 2016	7:30 p.m.	CA Board of Directors Meeting. Agenda includes (i) Election of the Chair and Vice Chair of Board Committees and (ii) Approval of the schedule for regular Board meetings for the fiscal year.
Jun	Thursday, June 16, 2016	7:30 p.m. – 10:00 p.m.	<i>CA Board of Directors Financial, Marketing, and Legal Briefing.</i>
Jul	July 2016		Note: CA Board approves the Budget Schedule in July each year. The schedule includes a series of meetings and work sessions that may not be listed on this calendar.
2nd QUARTER			
Aug			
Sep	September 2016	7:30 p.m.	<i>Planning and Strategy Committee Meeting (Hosting CA Board)-Public Hearing (Pre-Budget).</i>
Sep	September 2016	6:00 p.m.	<i>External Relations Committee hosts Stakeholders Dinner – Guest Stakeholders Group TBD.</i>
Oct	October 2016	7:30 p.m.	<i>Planning and Strategy Committee (Hosting CA Board) Budget Work Session to set budget parameters.</i>

Orientation and Organizational Schedule for FY 17
Columbia Council/CA Board of Directors

3 rd QUARTER			
Nov	November 2016		Board meets with President/CEO to discuss his progress toward the FY17 goals. Mid-year informal evaluation of President/CEO.
Nov	<i>November 2016</i>	6:00 p.m.	<i>External Relations Committee hosts Stakeholders Dinner – Guest Stakeholders Group TBD.</i>
Dec			
Jan	<i>January 2017</i>	7:30 p.m.	<i>Public Hearing hosted by the Planning and Strategy Committee. First deliberation by PSC on the Conditional FY 18 Budget with proposed revisions from stakeholders.</i>
Jan	<i>January 2017</i>	7:30 p.m.	<i>Planning and Strategy Committee meeting. Second deliberation by PSC on the Conditional FY 18 Budget. PSC to formulate recommendation for CA Board.</i>
Jan	<i>January 2017</i>	6:00 p.m.	<i>External Relations Committee hosts Stakeholders Dinner – Guest Stakeholders Group TBD.</i>
4 th QUARTER			
Feb	February 2017	7:30 p.m.	<i>Planning and Strategy Committee (hosting CA Board) holds Work Sessions on the Conditional FY 18 Budget. Board votes to approve the Conditional FY 18 Budget and annual charge rates.</i>
Mar	March 2017		CA Board Prepares President/CEO's Evaluation for FY 17 and may begin discussions of the President/CEO Goals for FY18. These require the President/CEO's input and several meetings to complete the process.
Mar	<i>March 2017</i>	6:00 p.m.	<i>External Relations Committee hosts Stakeholders Dinner – Guest Stakeholders Group TBD.</i>
Apr	<i>April 2017</i>		<i>CA Board approves tentative goals for the President/CEO for FY18. The newly elected Board will need to formally accept and approve them.</i>
Apr	Thursday, April 27, 2017	7:30 p.m.	Final CA Board of Directors Meeting of the fiscal year.

NOTE 1: This calendar does not reflect the regularly scheduled Board and Committee meetings throughout the year, which are generally held the 2nd and 4th Thursday of the month. The Board, however, will not meet in August, and only one meeting is held each November and December. The Board Operations Committee generally meets the first Monday of the month, unless otherwise arranged.

NOTE 2: *Italicized text indicates tentative meetings/events based upon prior year meetings/events. Tentative meetings are subject to change and/or cancellation.*



COMMITTEE RECOMMENDATIONS TO BOARD

Date: January 6, 2016

To: Columbia Association Board of Directors

From: Andrew Stack, Chair, Board Operations Committee

Subject: Guidelines for Columbia Association Representatives Serving on the Inner Arbor Trust Board of Directors

Issue:

Columbia Association (CA) is in a partnership with the Inner Arbor Trust (IAT) to create a park in Symphony Woods. CA has three seats on the Inner Arbor Trust Board of Directors and questions have arisen regarding the duties of the three CA Board members who also serve on the Board of Directors of the IAT.

Discussion:

The Board Operations Committee (BOC) reviewed two documents on this subject at its January 4, 2016 meeting. The first was a memo from CA's General Counsel regarding the role of CA Board members who also serve as directors of the Inner Arbor Trust. That memo provided guidance regarding balancing their roles as directors of both corporations. The second was a document from CA Board Member Richard Boulton which encouraged IAT to take into consideration CA's positions regarding several issues. After discussion, the BOC recommending sending Mr. Boulton's document, with two revisions, to the CA Board of Directors for approval at its January 14, 2016 meeting.

Recommendation of Committee:

By a vote of 4 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:

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

Be it resolved that the Columbia Association Board of Directors approve the following document outlining the guidelines for CA Board members serving on the Inner Arbor Trust Board of Directors.

Additional Action recommended by committee in lieu of motion or in addition to motion: None

Columbia Association Board of Directors Inner Arbor Guidelines:

Background

CA is in a partnership with Inner Arbor for the timely creation of a park in Symphony Woods that is affordable and appropriate to the importance and beauty of the site. Since CA has provided the land for this park and invested \$1.6 million in its execution, we have a continuing role to play in the design, construction and management of the project.

CA has three seats on IA's seven-member board. Our members sit on the IA board to represent CA's interests and reflect the advice and concerns of CA's board. Our members also serve the Columbia community at large and ensure that the community's voice is heard in matters relating to the park. This unique role needs to be recognized and respected.

Considerations

- 1. It is the responsibility of the Columbia Association representatives to the Inner Arbor Trust Board of Directors to clearly and respectfully communicate to the Inner Arbor Trust Columbia Association's positions. It is also the responsibility of the Columbia Association representatives to the Inner Arbor Trust Board of Directors to report back to the Columbia Association Board of Directors.*
2. IA needs to be guided by principles of transparency and accountability, as these are critical to the success of the project. IA should post past and future quarterly financial reports on its website listing all income received and payments made. IA should also post board meeting minutes and publish a plan/schedule for completion of park amenities. We expect regular progress reports along with notification of potential problems and how they are being addressed.
3. CA is concerned about the irregularity of IA board meetings and the degree of decision-making that takes place between IA's President, Chairman and Counsel without the knowledge or oversight of the IA board. IA meetings should be held monthly on a set date and IA board members need to be kept aware of activities taking place between meetings. Agendas and supporting documents need to be distributed at least three days prior to meetings. There must be no attempt to bypass board participation through an executive committee or other structural changes that diminish CA's oversight role.
4. CA has offered recommendations from our Internal Audit staff regarding a number of back office functions such as internal controls, financial oversight, regulatory observance and governance issues. We expect IA will take advantage of this assistance
5. CA has previously stated its position that the correct name of the park is "Symphony Woods," not "Merriweather Park" at Symphony Woods." We *affirm* that position.
6. In several legal documents, IA has represented itself as a Symphony Woods "owner." IA must recognize that it does not "own" Symphony Woods. CA owns Symphony Woods and has granted IA an easement to the property. This should be properly recognized in any contracts, leasing agreements, sub-easements, etc.
7. IA must protect Symphony Woods from damage and will inform CA and the community of scheduled events that will result in the closure to the general public of any portions of Symphony Woods. This will include any time required for set-up, tear-down or clean-up.

Board Request Tracking Log
FY 16
As of January 7, 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 7, 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 7, 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	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
3	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
4	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 7, 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>
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 7, 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	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 7, 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>
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