



May 8, 2015

To: Members of the Columbia Association
Village Board Chairs
Village Managers
Members of the Press
CA Management

The Annual Meeting of the Members of Columbia Association will be held on Thursday, May 14, 2015 at the Columbia Association Building, 10221 Wincopin Circle, Columbia, MD 21044 at 7:30 PM.

AGENDA

1. Call to Order
2. Approval of Agenda
3. Resident Speakout
4. Approval of Minutes **March 12, 2015** **May 2014**
5. Election of 10 Directors to the Board of Directors
6. Adoption of an Amendment to Columbia Association, Inc.'s Charter to Change its Corporate Address
7. Adjournment

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.

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DRAFT
Minutes of the
MEMBERS OF COLUMBIA ASSOCIATION MEETING
Held: March 12, 2015

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To be approved: May 14, 2015

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A meeting of the Members of Columbia Association was held on Thursday, March 12, 2015 at the Columbia Association Building. Present were Russ Swatek, Reg Avery, Michael Cornell, Brian Dunn (arrived at 7:05 p.m.), Jeanne Ketley, Alan Klein (via phone, then in person), Nancy McCord, Tom O'Connor, Gregg Schwind (via phone), and Andrew Stack. Also present were CA President/CEO Milton W. Matthews, Chief Staff Liaisons Susan Krabbe and Jane Dembner (arrived at 7:10 p.m.), Governance Chief of Staff Rob Goldman, and General Counsel Sheri Fanaroff.

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1. Call to Order: The Members of Columbia Association meeting was called to order at 7:00 p.m. by Columbia Association President/CEO, Milton W. Matthews.

2. Approval of Agenda:

Action: Mr. Swatek moved to approve the agenda. Mr. Avery seconded the motion, which passed.

Vote: 7-0-1.

For: Messrs. Avery, Cornell, O'Connor, Stack and Swatek; and Mses. Ketley and McCord

Against: None

Abstain: Mr. Klein

3. Resident Speakout:

(a) Joel Hurewitz, Harpers Choice, spoke about CA's charter and by-laws

Mr. Dunn arrived at 7:05 p.m.

(b) Ed Coleman, Long Reach, spoke about CA's charter and by-laws

Mr. Klein arrived at 7:08 p.m.

Ms. Dembner arrived at 7:10 p.m.

4. Approval of the following:

(a) Amendments to the Charter reflected in the attached marked document

Action: Mr. Swatek moved, and Mr. Cornell seconded, that the Board approve proposed amendments to the CA charter.

Mr. Schwind joined the meeting via phone at 7:20 p.m.

Action: Ms. Ketley moved to amend Section 2.07(b)(2 and 3) of the Bylaws to say "Homeowners Association" instead of "Corporation." Mr. Cornell seconded the motion, which failed. Vote:4-6-0

For: Ms. Ketley and Messrs. Avery, Klein, and Swatek

Against: Messrs. Cornell, Dunn, O'Connor, Schwind, Stack and Ms. McCord

Abstain: None

Action: Mr. Klein moved to begin Section 2.07(b) of the Bylaws with the phrase "As a homeowners association, all ..." Mr. Swatek seconded the motion, which failed. Vote: 2-7-1

50 For: Ms. Ketley and Mr. Klein
51 Against: Messrs. Avery, Cornell, O'Connor, Stack and Swatek; and Meses. Ketley and McCord
52 Abstain: Mr. Swatek
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54 **Action:** Mr. Klein moved to change "leave" to "lease" in the first line of Section Fifth (3). Mr.
55 Swatek seconded the motion, which failed. Vote: 1-8-0

56 For: Mr. Klein
57 Against: Messrs. Avery, Cornell, Dunn, O'Connor, Stack and Swatek; and Meses. Ketley and
58 McCord
59 Abstain: None
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61 **Action:** The original motion to approve the proposed amendments to the CA charter was approved.
62 Vote: 9-1-0

63 For: Messrs. Avery, Cornell, Dunn, O'Connor, Schwind, Stack and Swatek; and Meses. Ketley and
64 McCord
65 Against: Mr. Klein
66 Abstain: none
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- 68 (b) Amendment to the Charter in September 2015 for the sole purpose of changing the Columbia
69 Association's address

70 **Action:** Mr. Avery moved, and Mr. Cornell seconded, to amend the Charter in September 2015 for the
71 sole purpose of changing the Columbia Association's address.
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73 **Action:** Mr. Cornell moved to table the motion. Mr. Swatek seconded the motion, which passed
74 unanimously. Vote: 10-0-0
75

- 76 (c) Amendments to the Bylaws reflected in the attached marked document.

77 **Action:** Mr. Avery moved to approve amendments to the Bylaws reflected in the marked document.
78 Mr. O'Connor seconded the motion
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80 **Action:** Mr. Klein moved to add to Section 2.07(c) "authority under the statute" as the third of four
81 reasons for closing a board meeting. Mr. Swatek seconded the motion, which failed. Vote: 3-7-0.

82 For: Messrs. Klein and Swatek and Ms. Ketley
83 Against: Messrs. Avery, Cornell, Dunn, O'Connor, Stack, Schwind and Ms. McCord
84 Abstain: None
85

86 **Action:**
87 The original motion to approve amendments to the Bylaws reflected in the attached marked document
88 passed unanimously. Vote: 10-0-0.
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90 **5. Adjournment:** The meeting was adjourned at 7:51 p.m.

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92 Respectfully submitted,

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94 Valerie Montague
95 Recording Secretary

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DRAFT
Minutes of the
Annual Members of Columbia Association Meeting
May 8, 2014

To be approved: May 14, 2015

The annual meeting of the Members of the Columbia Association was held on Thursday, May 8, 2014 at 7:31 p.m. at the Columbia Association building. Present were Andrew Stack, Michael Cornell, Russ Swatek, Nancy McCord, Brian Dunn, Alan Klein, Jeanne Ketley, and Reg Avery. Tom O'Connor and Greg Schwind joined the meeting via telephone. Interim President Susan Krabbe was also present, and General Counsel Sheri Fanaroff attended via the telephone.

Ms. Krabbe chaired the meeting.

2. Approval of the Agenda

Action: Mr. Cornell moved to approve the agenda and Mr. Swatek seconded.

Action: Mr. Swatek moved that a Resident Speakout be added to the agenda, and Mr. Cornell seconded. After a brief discussion including explaining the procedure to the new members, the Chair, Ms. Krabbe, called the question.

The amended agenda passed unanimously.

Vote: 10-0-0

For: Mses. McCord and Ketley; and Messrs. Cornell, Stack, Swatek, Dunn, Avery, Klein, Schwind, and O'Connor

Against: None

Abstain: None

3. Approval of the Minutes

May 9, 2013 (First meeting)

Action: Mr. Cornell moved to approve the minutes of the first meeting of May 9, 2013, and Ms. McCord seconded. Mr. Swatek asked that on p. 1, on lines 26 and 33 that the word "agenda" be replaced with the word "minutes" in the four instances where it appears. The minutes were approved as amended.

Vote: 5-0-5

For: Mses. McCord; and Messrs. Cornell, Stack, Swatek, and Dunn

Against: None

Abstain: Ms. Ketley; and, Messrs. O'Connor, Avery, Schwind, and Klein (they were not present at that meeting)

May 9, 2013 (Second meeting)

Action: Mr. Cornell moved to approve the minutes of the first meeting of May 9, 2013, and Ms. McCord seconded. The minutes were approved as presented.

45 Vote: 6-0-4
46 For: Mses. McCord; and Messrs. Cornell, Stack, Swatek, Dunn, and Schwind
47 Against: None
48 Abstain: Ms. Ketley; and, Messrs. O'Connor, Avery, and Klein (they were not present at
49 that meeting)
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51 **4. Resident Speakout** There were five participants for Resident Speakout.

52 (a) Paul Verchinski, Oakland Mills, spoke about seating Reg Avery and the CA ethics policy.

53 (b) Ginny Thomas, Oakland Mills Village Board, speaking on behalf of herself and Kay
54 Wisniewski, another OMV Board member, spoke about seating Reg Avery.

55 (c) Barbara Russell, Oakland Mills, spoke about seating Reg Avery and the CA ethics policy.

56 (d) Kathryn Schatz, Oakland Mills, spoke about seating Reg Avery and the CA ethics policy.

57 (e) Alex Hekimian, Oakland Mills, spoke about the CA ethics policy.
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59 **5. Election of 10 Directors to the Board of Directors**

60 **Action:** Mr. Cornell moved and Mr. Swatek seconded that the 10 members be elected to the
61 Board of Directors. There was no discussion. Ms. Krabbe called the question. The motion
62 passed. Vote: 8-0-2

63 For: Mses. McCord and Ketley; and Messrs. Cornell, Stack, Swatek, Dunn, Avery,
64 and Klein

65 Against: None

66 Abstain: Messrs. O'Connor and Schwind
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68 **6. Adjournment**

69 Mr. Stack moved and Mr. Cornell seconded that the meeting be adjourned. Hearing no
70 objection, the Chair adjourned the meeting at 8:03 p.m.
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72
73 Respectfully submitted,

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75 Erin Gilland Roby
76 Recording Secretary



**COLUMBIA ASSOCIATION
ANNUAL MEETING OF MEMBERS**

Held: May 14, 2015

RESOLUTION

Election of Directors to the Board

WHEREAS the following persons, effective May 1, 2015, are the Columbia Council representatives elected by the members of their respective Village Community Associations:

Reginald Avery, Village of Oakland Mills
Richard Boulton, Village of Dorsey's Search
Brian Dunn, Village of Kings Contrivance
Janet Evans, Village of Long Reach
Jeanne Ketley, Village of Town Center
Alan Klein, Village of Harper's Choice
Nancy McCord, Village of Wilde Lake
Gregg Schwind, Village of Hickory Ridge
Andrew Stack, Village of Owen Brown
Chao Wu, Village of River Hill

WHEREAS, pursuant to the terms of the Columbia Association charter and by-laws, such Columbia Council Representatives are the Members of the Corporation;

NOW THEREFORE, BE IT RESOLVED, that the Members hereby elect to the Board of Directors effective May 14, 2015 Richard Boulton, the newly elected Columbia Council Representative from Dorsey's Search; Janet Evans, the newly elected Columbia Council Representative from Long Reach; and Chao Wu, the newly elected Columbia Council Representative from River Hill.

BE IT FURTHER RESOLVED, that the Members hereby re-elect to the Board of Directors effective May 14, 2015 Reginald Avery, the Columbia Council Representative, Oakland Mills; Brian Dunn, the Columbia Council Representative, Kings Contrivance; Jeanne Ketley, the Columbia Council Representative, Town Center; Alan Klein, the Columbia Council Representative, Harper's Choice; Nancy McCord, the Columbia Council Representative, Wilde Lake; Gregg Schwind, the Columbia Council Representative, Hickory Ridge; and Andrew Stack, the Columbia Council Representative, Owen Brown.

APPROVED: _____

AMENDED AND RESTATED CHARTER

of

COLUMBIA ASSOCIATION, INC.

(FORMERLY COLUMBIA PARK AND RECREATION ASSOCIATION, INC.)

FIRST: WE, THE UNDERSIGNED, John Martin Jones, Jr., Andre W. Brewster, and David E. Belcher, the post office address of all of whom is No. 900 First National Bank Building, Light and Redwood Streets, Baltimore, Maryland 21202, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: Effective May 1, 1991 the name of the Corporation (which is hereinafter called the Corporation) is the COLUMBIA ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To organize and operate a civic organization which shall not be organized or operated for profit, but which shall be organized and operated exclusively for the promotion of the common good and social welfare of the people of the community of Columbia and its environs ("Columbia" being defined as the community developed and to be developed on that tract of land in Howard County, Maryland (the "County")), presently consisting of 14,744.382 acres of land, more or less, the fee of which, or the leasehold interest in which is presently subjected to the "Declaration," as hereinafter defined. Said tract of land, together with any additional land in the County which may hereafter be subjected to the Declaration by any amendment or supplement thereto filed among the Land Records of Howard County, Maryland, being sometimes hereinafter referred to as ("the Property").

The Corporation shall have no members other than the Columbia Council Representatives, as hereinafter defined, and no part of the net earnings of the Corporation shall at any time in any manner inure to the benefit of any member, director or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, provided that the Corporation may elect to have its allowable expenditures for such purpose determined in accordance with the provisions of section 501(h) of the Internal Revenue Code of 1954, as amended; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, state or local laws.

For the general purpose aforesaid, and limited to that purpose (hereinafter sometimes referred to as the "Purpose"), the Corporation shall have the following specific purposes:

(1) To aid, promote, and provide for the establishment, advancement and perpetuation of any and all utilities, systems, services and facilities within Columbia which tend to promote the general welfare of its people with regard to health, safety, education, culture, recreation, comfort or convenience to the extent and in the manner deemed desirable by the Board of Directors;

(2) To exercise all the rights, powers and privileges and to perform all of the duties and obligations of the Corporation as set forth and undertaken in the Deed, Agreement and Declaration of Covenants, Easements, Charges and Liens (the "Declaration") dated December 13, 1966 between the Corporation as grantor and C. Aileen Ames as grantee and filed among the Land Records of Howard County, Maryland, at Liber 463, Folio 158, as heretofore modified and supplemented or as may be modified or supplemented from time to time as therein provided;

(3) To operate and maintain, or provide for the operation and maintenance of, any properties which may from time to time be designated or conveyed to the Corporation for operation and maintenance as areas serving the general welfare of Columbia and the people thereof with regard to health, safety, education, culture, recreation, comfort and convenience, all pursuant to the Declaration and subject to the provisions thereof;

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

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

Except as provided in the Declaration, the Corporation will take action to accomplish the foregoing only when and if such action appears to the Board of Directors to be desirable and feasible, and the Corporation shall be under no obligation to, and no representation is made that it will, take any action

to accomplish all or any of the foregoing.

Solely in aid of the Purposes of the Corporation, the Corporation shall have the following powers:

(1) To purchase, lease, hire, receive donations of, or otherwise acquire, hold, own, develop, improve, maintain, and operate, and to aid and subscribe toward the acquisition, development or improvement of, real and personal property; and rights and privileges therein, suitable or convenient for any of the purposes of the Corporation.

(2) To purchase, lease, hire, receive donations of, or otherwise acquire, hold, own, construct, erect, improve, manage, maintain, and operate, and to aid and subscribe toward the acquisition, construction or improvement of, systems, utilities, plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the accomplishment of any of the purposes of the Corporation.

(3) To make contracts, incur liabilities, and borrow money; and to issue bonds, notes and other obligations and secure the same (i) by mortgage or deed of trust of all or any part of the property, franchises and income of the Corporation, and/or (ii) by the charges imposed on the property of others under, and the liens on such property created by, the Declaration; and to guarantee the obligations of others in which it may be interested in the furtherance of the purposes of the Corporation.

(4) To lease, sell or donate to the State of Maryland or to the County, or any agency, subdivision, authority or instrumentality of said State or the County, or to any Association (as defined in the Declaration) or to any civic or other non-profit organization, any of the property or facilities acquired or constructed by the Corporation when in the opinion of the Board of Directors such leasing, sale or donation is desirable for and beneficial to the social welfare of the people of Columbia, upon such terms and conditions as the Board of Directors may deem acceptable.

(5) To render direct financial assistance, to make direct contributions or grants of money, or to make loans or advances to the State of Maryland or to the County, or any agency, subdivision, authority or instrumentality of said State or the County, or to any Association or any civic or other non-profit organization, when in the opinion of the Board of Directors such assistance, contribution or grant is desirable for and beneficial to the social welfare of the people of Columbia.

(6) Subject to the provisions of Paragraph (3) of Article FIFTH hereof, to lease or sell any of the property or facilities acquired or constructed by the Corporation, to render direct financial assistance to or to make direct

contributions or grants of money, or to make loans or advances to any person engaged or to be engaged in providing public services or facilities necessary or desirable for the social welfare of the people of Columbia.

(7) To undertake and prepare, or cause to be prepared, studies and plans (for submission to any public authority or for its own use) which relate to any phase or aspect of the physical, social, or cultural development of Columbia, and to create, or cause to be created facilities, boards, councils, associations and the like for the supervision and implementation thereof.

(8) To fix, charge and collect tolls, fees, rates, rentals and other charges for the use of the facilities of, or for the services rendered by the Corporation not for profit but for the purpose of providing for the payment of the expenses of the Corporation, the cost of the construction, improvement, repair, equipping, furnishing, maintenance, and operation of its facilities, the cost of its services, and the principal and interest on its obligations.

(9) To solicit, receive and accept donations of money or property or any interest in property from the State of Maryland, the County, or any subdivision of either, the Federal government or any agency or instrumentality thereof, or from any person.

(10) To raise money for any particular facility or service which the Corporation proposes to provide by means of a special assessment of Columbia generally or of a part or parts thereof to be specially benefited thereby and to condition the providing of such facility or service upon the voluntary payment of all or a specified percentage of the aggregate amount of such assessment.

(11) To enforce any restrictive covenant, and any covenant or other obligation providing for the payment of any charges, assessments or fees, which are a part of the Declaration or created by any contract, deed, or other instrument executed pursuant to the provisions of said Declaration, not for profit but for the purpose of providing for the payment of the expenses of the Corporation, the cost of the construction, improvement, repair, equipping, furnishing, maintenance, and operation of its facilities, the cost of its services, and the principal and interest on its obligations and to create any facilities, boards or associations deemed to be convenient by the Board of Directors for such enforcement.

(12) To create, cause to be created, or to assist in or approve the creation of "Incorporated Associations" (as defined in Article SEVENTH(3)), which shall be non-profit civic organizations having representative membership from among the property owners in a certain area within the Property and which shall have the purpose and function of enhancing the peculiar common interests of the particular area or areas and the inhabitants thereof, and to supervise the

organization, management, operation and activities of such Incorporated Associations to the extent and in any manner that the Board of Directors may deem appropriate, and to perform such duties and obligations and exercise such rights and powers with relation thereto which may be imposed or granted to the Corporation by way of any Declaration, Deed or Charter executed and filed with the appropriate public authority in connection with the creation or operation thereof.

(13) To have and exercise, to the extent necessary or desirable for the accomplishment of the aforesaid purposes and to the extent they are not inconsistent with the Purpose of this Corporation, any and all powers conferred upon the corporations of a similar character by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is ~~10221 Wincopin Circle, Suite 100, 6310 Hillside Court~~, Columbia, Maryland ~~21046~~21044. The name and post office address of the resident agent of the Corporation in this State is Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202. Said resident agent is a Maryland corporation.

FIFTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members:

(1) The Corporation is not organized for profit, and notwithstanding any provision in the Declaration, or any amendment or supplement thereto, or in any other deed, agreement or other document, no part of the net earnings of the Corporation shall inure in any event to the benefit of any member, director, or officer of the Corporation or any private person (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may enter into a contract with any established insurance company or companies for a group, annuity, retirement or pension plan, and contribute so much thereto as the Board of Directors may deem equitable, or be required to pay under any such contract), and no member, director, or officer of the Corporation, or any private person shall be entitled to share in the distribution of the corporate assets upon dissolution of the Corporation or otherwise.

(2) In the event of the liquidation or winding up of the Corporation (whether voluntary or involuntary) all of the assets of the Corporation (after payment of debts) shall be transferred to and contributed to and shall vest in (a) Howard County, Maryland, a body politic and corporate and a political subdivision of the State of Maryland, or the agency, subdivision or instrumentality of said County appropriate to take title to each of such assets, or (b) any of the Incorporated Associations or other non-profit civic organizations which are devoted to the social welfare of Columbia or a part thereof as the

Board of Directors shall determine.

(3) The Corporation shall in no case sell or donate any of its property or assets or make any loans to any person (other than the State of Maryland or Howard County or any subdivision of either or an Incorporated Association or other non-profit civic organization when such is for the promotion of the social welfare of the people of Columbia) unless the Board of Directors shall first pass a resolution (a) finding that such action is to be taken exclusively for the promotion of the social welfare of the people of Columbia, (b) setting forth the civic betterments or social improvements which such action is expected to produce, and (c) finding that the benefits from such action to be derived by such person are necessary incidents to the accomplishment of the Corporation's purpose to promote the social welfare of the people of Columbia.

(4) Subject to the restriction and limitations contained herein the Corporation may enter into contracts and transactions with any director or with any corporation, partnership, trust or association of which any director is a stockholder, director, officer, partner, member, trustee, beneficiary, employee or in which any director is otherwise interested; and such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interest of the Corporation; provided that the fact of such interest shall be disclosed or known to the other directors acting upon such contract or transaction; and such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not so interested. No director having such disclosed or known adverse interest shall be liable to the Corporation or any creditor thereof or any other person having any loss incurred by the Corporation under or by reason of any such contract or transaction, nor shall any such director be accountable for any gains or profits realized therefrom.

(5) The Corporation shall indemnify (a) its directors to the full extent provided by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

(6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation or its members for money damages. No amendment or repeal of any of its provisions shall limit or

eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

(7) The Corporation reserves the right to make from time to time and at any time any amendments to its Charter, as then in effect, which may be now or may hereafter be authorized by law, upon the affirmative vote of 2/3 of the then current members of the Corporation; provided that no such amendment may change the purpose of the Corporation. Not less than thirty (30) days prior to the date upon which the members propose to adopt any amendment to this Charter, notice of such proposed action shall be given by advertisement in at least one newspaper of general circulation in Columbia and by posting on the Corporation's website, and in any other manner as the Board of Directors shall elect. No amendment to this Charter shall be adopted except in a public meeting at which members of the public shall be given an opportunity to comment on the proposed amendment.

SIXTH: The Corporation is not authorized to issue any capital stock or securities convertible into shares of capital stock. The Board of Directors shall have full power and authority at any time, and from time to time, to issue such bonds, notes and other evidences of indebtedness, secured or unsecured, in such amount or amounts, for such consideration and upon such terms and conditions as it shall deem advisable.

SEVENTH: The members and the directors of the Corporation shall be as follows:

(1) The members of the Corporation shall be the Columbia Council Representatives, as provided in Paragraph 3 below. Each member shall be entitled to one vote.

(2) The Corporation shall be governed by a Board of Directors which shall consist of the members of the Corporation and the President of the Corporation, as provided in Paragraph 4 below.

(3) It is anticipated that as the Property is developed, incorporated community or neighborhood associations for the promotion of the welfare of residents of particular sections of the Property will be formed (each an "Incorporated Association"). Each such Incorporated Association, which shall meet the standards of organization and membership prescribed by the Board of Directors of this Corporation, shall have the right to elect one of the members thereof to a council, to be known as the Columbia Council, which shall be an unincorporated advisory group whose function shall be to consider and make recommendations to the Incorporated Associations for the benefit and welfare of the Property and the residents thereof. At the Corporation's annual meeting, the members of the Corporation then in office shall elect each Columbia Council Representative as a director and member of the Corporation. In no event shall

members and directors so elected number more than the number of Incorporated Associations having the right to elect a Columbia Council Representative as hereinbefore provided, nor shall the total number of votes entitled to be cast by such members and directors at any time exceed the number of such Incorporated Associations then having the right to elect a representative to the Columbia Council. 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. If the members of any Incorporated Association remove or recall their Columbia Council Representative through a procedure authorized by the charter and by-laws of the Incorporated Association, the members of this Corporation shall remove such former Columbia Council Representative from office as a member and director of this Corporation, as provided in the by-laws. In the event of the death, resignation or removal pursuant to the by-laws of a member and director, the remaining members of this Corporation, although less than a quorum, shall elect as his or her successor the nominee submitted by the Board of Directors of the Incorporated Association from which such former member and director was elected. Any successor member and director so elected shall serve for the remainder of the term of the former member and director or until his or her successor is duly elected and qualifies.

(4) In addition to the Columbia Council Representatives elected as provided herein, the President of the Corporation shall be a director and an ex officio member (but not a member) of the Corporation so long as he or she shall hold the office of President. The President shall not have the right to vote but shall have all other rights, privileges and powers as the Directors who are also Columbia Council Representatives.

(5) Except as herein otherwise specified, at all meetings of the Board of Directors, a majority of the Directors entitled to vote shall constitute a quorum for the transaction of business. Unless otherwise provided by statute, at any meeting duly called and at which a quorum is present, the vote of a majority of the Directors present at the meeting shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. Each Director entitled to vote shall be entitled to cast one vote on every matter presented to the Board of Directors.

EIGHTH: The duration of the Corporation shall be perpetual.

Amended March 12, 2015