



Date: January 17, 2019  
To: CA Board of Directors  
From: Sheri Fanaroff  
Re: Guilford Industrial Restrictions

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At the December 13, 2018 Board work session, the Board discussed the East Guilford Industrial Park Restrictions (the “Restrictions”) and considered a possible agreement modifying the Restrictions (the “Agreement”) to allow for their enforcement by Columbia Association. As you may recall, Christopher Alleva and Brian England spoke on this topic at that work session and provided a few suggested revisions to the Agreement.

Having reviewed their proposed revisions, I have attached a red-lined version of the Agreement marked to show those changes that seem appropriate.

As regards the process for modification of the Restrictions, section 3.02 of the Restrictions states that “these Restrictions may be modified in any particular or terminated in their entirety by the recording in the Land Records of Howard County, Maryland, of an agreement of modification or termination executed by the then record Owners of a majority of the Property subject thereto.” In other words, in order for any modification of the Restrictions to be effective, it must be approved by the owners of a majority of the acreage subject to the Restrictions. As a result, before the Board proceeds with a decision regarding the Agreement, it would be advisable to invite the Guilford owners to a meeting to obtain their views as to whether the Agreement is something they desire, and if so, whether they have any comments on the content of the Agreement.

## **AGREEMENT TO MODIFY GUILFORD INDUSTRIAL RESTRICTIONS**

THIS AGREEMENT TO MODIFY is made as of this \_\_\_ day of \_\_\_\_\_, 2018, by the undersigned parties, which are the record owners of a majority of the Property (as defined below) that is subject to the terms, conditions, and restrictions of the Declaration (as defined below).

WHEREAS, a certain Deed, Agreement and Declaration dated May 31, 1972, by and between The Howard Research And Development Corporation (“HRD”), as Grantor, Rose Marie Venere, as Grantee, and The Columbia Park And Recreation Association, Inc. (“CPRA”), now known as Columbia Association, Inc., as a result of a name change (“CA”), was recorded among the Land Records of Howard County, Maryland in Liber 588, Folio 371, et seq. (“Declaration”), subjected certain parcels of land consisting in the aggregate of 129.7039 acres to certain restrictions commonly known as the Guilford Industrial Restrictions (the “Restrictions”) and

WHEREAS, certain Deeds and Declarations of Annexation (collectively the "Annexations") recorded in the Land Records of Howard County, Maryland at Liber 595, Folio 59, et seq., Liber 638, Folio 440, et seq. and Liber 1544, Folio 213, et seq., subjected certain additional parcels of land consisting of 25.011 acres, 10.381 acres and 10.973 acres, respectively, to the Restrictions; and

WHEREAS, all of the property now subject to the Restrictions, which collectively comprises 176.7669 acres, is referred to herein as the "Property"; and

WHEREAS, pursuant to the provisions of Section 3.02 of the Declaration, at any time after January 1, 2000, the “Restrictions may be modified in any particular or terminated in their entirety by the recording among the Land Records of Howard County, Maryland, an agreement of modification or termination executed by the then record Owners of a majority of the Property subject thereto;” and

WHEREAS, all of the current record owners of property subject to the Restrictions are listed on Exhibit "A" hereto, and the signatories to this Amendment own \_\_\_\_\_ acres of the Property, thereby constituting a majority of the Property;

NOW, THEREFORE, the undersigned hereby agree to modify the Restrictions as follows:

~~4.1.~~ 1. Section 5.01 of the Restrictions is deleted in its entirety, and the following is inserted in its place:

“The ‘Architectural Committee’ shall be composed of those five individuals so designated from time to time by CA, consisting of three persons with knowledge and experience that is deemed by CA in its sole discretion to be relevant to making determinations called for by the Restrictions and two other persons, at least one of whom shall be the owner of property subject to the Restrictions. The affirmative vote of a majority of the membership of the Architectural Committee shall be required in order to

adopt or promulgate any rule or regulation, or to make any finding, determination, ruling or order, or to issue any permit, authorization or approval authorized or required by these Restrictions (including, but not limited to, any determination whether to approve or disapprove plans and specifications submitted pursuant to this Article V). The decision of a majority of the members of the Architectural Committee shall be final and binding.”

2. Section 5.02 is amended by inserting after “(i) a site plan of the Lot” the phrase “and architectural building elevations” and by inserting after “(ii) a grading plan” the phrase “and a landscape plan.”

~~2.3.~~ Section 5.05 of the Restrictions is amended by inserting after “promulgate rules” in the first sentence the phrase “and/or design guidelines” and by substituting the phrase “ninety (90)” instead of “thirty (30)” in the last paragraph.

~~3.4.~~ Section 5.06 of the Restrictions is amended by deleting “HRD or” from the first sentence of the second paragraph and deleting “HRD,” from the second sentence of the second paragraph.

~~4.5.~~ Section 5.08 of the Restrictions is amended by deleting the phrase “fifty percent (50%) of.”

~~5.6.~~ Section 5.09 of the Restrictions is amended by deleting “HRD,”.

~~6.7.~~ Section 7.01 of the Restrictions is amended by deleting the phrase “and CPRA” in both places that it appears and by inserting at the end of Section 7.01 the following: “CA and its agents, successors and assigns shall have the right to enter upon all parts of the easement area of each Lot, but CA shall have no obligation to perform any work thereon or to maintain any such areas.

~~7.8.~~ Section 9.01 of the Restrictions is amended by substituting the term “CA” for “HRD” in both places where the latter appears.

~~8.9.~~ Section 10.01 of the Restrictions is amended by inserting in the first sentence the phrase “but not the obligation” following the phrase “shall have the right.”

~~9.10.~~ Section 10.03 of the Restrictions is amended by deleting “HRD, its subsidiaries, successors and assigns,” from the first sentence and by inserting as a new third sentence and fourth sentences: “CA’s determination whether to enforce the Restrictions shall be in its sole discretion, and a determination not to enforce the Restrictions shall in no event be deemed a breach of the Restrictions. CA’s determination not to enforce the Restrictions shall not bar any other person entitled to enforce the Restrictions from enforcing them.”

WHEREFORE, the following duly execute the foregoing Agreement to Modify as of the date first above written.

[SIGNATURE BLOCKS]