

26 September 2025

Columbia Association Ethics Committee:

We are submitting an ethics complaint against Collin Sullivan, Chair of the Columbia Association (CA) Board, and Bill Santos, prior Chair of the CA Board for violating Section 3 of the Columbia Association Code of Business Conduct and Policies as well as the CA President/CEO Evaluation Policy.

Ethics Complaint

The Fiscal Year 2025 CA Board of Directors met in Executive Session on April 21, 2025 to conduct the CEO performance review. During this meeting the Board members submitted appraisal scores and feedback to the then Chair Santos and then Vice Chair Sullivan to be compiled as part of the review process. As stated in section 3a of the CA President / CEO Performance Evaluation Policy and Procedure: "These scores shall be provided anonymously to maintain confidentiality". Both Bill and Collin failed to maintain the confidentiality of this process as evidenced by a board member's scores being revealed in the closed meeting held on September 18 with the Fiscal Year 2026 CA Board of Directors, Shawn MacInnes, President and CEO, and John Kuchno, General Counsel.

Bill Santos and Collin Sullivan failed to maintain the anonymity and confidentiality of sensitive CEO appraisal data submitted by Board members. Additionally, at the onset of the September 18th closed meeting, current Chair Sullivan violated Board confidentiality by disclosing an individual board member's CEO evaluation to the CEO. This information was revealed in the memo from Collin to the Board of Directors that included the CEO Shawn MacInnes and a copy was handed to everyone in attendance on September 18, 2025.

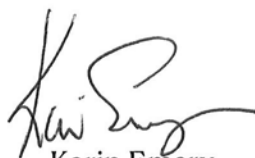
This action is in violation of the CA President / CEO Performance Evaluation Policy as well as section 3 of the CA Code of Business Conduct and Polices, which prohibits board members from releasing confidential and sensitive information.

We therefore request a full investigation into how anonymous appraisal scores became attributable to a sitting Board member, and why the Chair disclosed these confidential data to the CEO, who should not be privy to appraisal scores from individual Board members.

Sincerely,



Eric Greenberg
River Hill



Karin Emery
Oakland Mills



Reginald Avery
Long Reach



Closed Meeting Agenda – September 18, 2025, 6:00 p.m.

September 18, 2025

To: Columbia Association Board of Directors

From: Collin Sullivan, Board of Directors Chair

AGENDA

- | | |
|---|----------------|
| 1. Call to Order | 1 min. |
| 2. Roll Call to determine Directors/senior staff in attendance | 1 min. |
| 3. Vote to close the meeting under Maryland Homeowners Association Act, Md. Code, Real Property §11B-111(4)(i) discussion of matters pertaining to employees and personnel. | 1 min. |
| 4. Consent Agenda | |
| (a) Approval of Draft Minutes – May 29, 2025 Closed Board Meeting | |
| 5. Approval of Agenda | 1 min. |
| 6. Closed Meeting Topic | 60 min. |
| (a) Discussion of Board actions and behaviors related to personnel | 60 min |
| 7. Adjournment – Anticipated Ending Time: Approximately 7:00 pm. | |

CA Mission Statement

Engage our diverse community, cultivate a unique sense of place and enhance quality of life.

CA Vision Statement

A Columbia that is intentionally diverse, committed to wellness, sustainable, beautiful, connected and resilient.



MEMORANDUM

DATE: September 18, 2025

TO: Columbia Association Board of Directors

FROM: Collin Sullivan, FY2026 Chair, Columbia Association Board of Directors

CC: Shawn MacInnes, President/CEO
Judge John J. Kuchno, General Counsel

Subject: Board Responsibility for Organizational Culture and Risk

CONFIDENTIALITY NOTICE:

This memo and any accompanying materials are intended solely for the use of the recipient(s) identified above. It may contain confidential or privileged information. Unauthorized review, use, disclosure, or distribution is strictly prohibited. Board members should not take physical copies out of the room.

This memo highlights the longstanding and ongoing deficiencies of the Columbia Association's Board of Directors. It aims to promote self-reflection and encourage discussion at the September 18 board meeting, which was closed in accordance with the Maryland HOA Act to allow open discussion of matters related to employees and personnel.

Board of Directors Role

This Board of Directors is responsible for the strategic planning framework, vision, and mission. Healthy conversations and disagreements—primarily when perspectives differ on details or philosophies—are both expected and valuable, particularly considering the diverse community CA serves. The Board develops a strategic plan that guides how staff carry out day-to-day operations. The Board has multiple systematic methods to ensure that staff act effectively in line with the strategic plan, including authority over the budget, the audit committee, hiring an independent auditor, and conducting annual performance reviews of the President/CEO.

The board is instrumental in shaping the work environment and experience in which CA's senior leadership operates. A positive work environment helps retain staff, while a negative one can harm retention, recruitment, and decrease productivity. The board must not see its duty to hold staff accountable as being at odds with its duty to create a positive environment and retain talent. These responsibilities are not in conflict and can be managed simultaneously without tradeoffs.

Notably, the board also has a duty to hold its own members accountable to reasonable standards of conduct.



Board of Directors Track Record

The Columbia Association Board of Directors has a poor record of supporting senior leadership. Their inability to create a consistently positive environment for senior staff has resulted in several early departures. Over the past several years, some of the early departures from senior staff include:

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

This list only includes staff who left due to apparent conflicts with the Board of Directors. It does not cover disputes that were never officially documented or attrition caused by secondary effects.

The nature of these departures suggests that the CA Board has an entrenched culture characterized by an adversarial approach to senior staff and a tolerance of misconduct among its members. This culture prevents it from consistently maintaining a welcoming environment and fostering positive relationships with senior staff. Attached to this memo are two letters from former board members highlighting cultural issues with the board.

[REDACTED]

Organizational Damage and Risk

The Board's poor culture and adversarial attitude toward senior staff weaken CA's ability to serve the community. A report is attached outlining expenses for legal fees and related costs related to Board actions and behaviors, as well as ethical complaints. The addition of [REDACTED] would more than double these total payments. And actual costs are higher: staff time lost, delays caused by vacancies, executive search expenses, decreased productivity, and reputational damage.

Resources diverted to cover conflict-related costs are not allocated to open space, pools, programming, environmental stewardship, arts, athletic clubs, or community initiatives. This pattern also exposes CA and board members to legal risk and potentially impacts CA's ability to



procure and maintain reasonably-priced D&O coverage, as its insurance carriers are put on notice of every potential claim. Each departure further reduces institutional knowledge and team cohesion, thereby weakening the organization's strength.

Ongoing Behavior

No individual board member is perfect, and valuing different viewpoints and management styles benefits the organization. However, it's essential to recognize when board members consistently fail to meet proper conduct standards and have a significant negative impact on staff.

Eric Greenberg has engaged in a consistent pattern of behavior that has created conflict and contributed to a hostile work environment for staff, outside legal counsel, and fellow CA board members. Representative, non-exhaustive examples of this behavior include:

- Mr. Greenberg [REDACTED], which led to Mr. Greenberg's removal from the Audit Committee.
- In an open Board work session on ethics policy revisions and establishment of an ethics panel, Mr. Greenberg mistreated outside counsel, prompting complaints by staff to the Board.
- [REDACTED] identified Mr. Greenberg as a significant reason for [REDACTED] departure, which led CA to [REDACTED].
- Mr. Greenberg was instrumental in the departure of [REDACTED] and the [REDACTED].
- Mr. Greenberg misled the public about the conflict with [REDACTED], including but not limited to [REDACTED].
- Recently, Mr. Greenberg submitted frivolous ethics complaints against [REDACTED]. He also filed a frivolous appeal of the findings, even though no appeal process exists.
- In board meetings, Mr. Greenberg consistently treats staff with an unearned sense of distrust and skepticism.
- During FY25's evaluation of President and CEO Shawn MacInnes, Mr. Greenberg assigned ratings of "zero" on multiple evaluation factors, ignoring the clear definitions for that rating established in board policy. Afterwards, Mr. Greenberg opposed efforts to correct the artificially low rating that was created as a result.
- Mr. Greenberg frequently releases statements that question staff's competence and integrity, while spreading misinformation on which he has been repeatedly corrected.

These actions demonstrate a long-standing pattern of hostile treatment toward staff by Mr. Greenberg. Mr. Greenberg consistently denies that these actions constitute any wrongdoing. His inability to recognize the harm this behavior causes to the organization is the core issue.



Many board members have privately voiced concerns about Mr. Greenberg's behavior. However, despite these private concerns, the board has not taken any official action and has, so far, implicitly condoned this behavior.

Way Forward

This memo does not recommend any formal action by the board. It simply documents problems with the board's entrenched culture, notes the damage this culture causes to CA, and highlights Mr. Greenberg's damaging behavior in particular. Each board member should consider the contents of this memo and its attachments and decide whether individual or collective changes should be made.

The letter below was written by former CA Board Member Andy Stack. It was shared with the public on 26 January 2023 – the day after Columbia Association announced the resignation of Lakey Boyd as President and CEO. This letter highlights a culture of conflict between the board and staff – as well as a lack of transparency with the public - during Eric Greenberg’s tenure as Chair. It emphasizes the need for collaborative and respectful relationships with staff and calls for the board to make a conscience effort to improve.

I am disheartened by the resignation of Lakey Boyd as CA President/CEO. Lakey is an impactful leader who, in her short time at CA, had many accomplishments (see the various articles on the CA Blog website www.columbiaassociation.org/category/news/). I wish her success in the future and thank her for her accomplishments.

Lakey was committed to the ideals upon which Jim Rouse founded Columbia and by her accomplishments and community involvement showed that she could take CA and Columbia into the next 50 years. In my opinion, it is unfortunate that a majority of the CA Board did not share my views.

For many months, I have urged my colleagues on the CA Board to bring in a neutral, third party to focus on having all of us work in a collaborative manner. During the summer, over my objections, a majority of the CA Board chose to hire a lawyer. In my opinion, one hires a lawyer when your focus is adversarial; one hires a facilitator when one’s focus is on collaboration and finding mutually agreeable solutions.

I believe that the loss of Lakey under these circumstances has a negative impact on Columbia, on CA, and on the CA Board of Directors. The community is upset (just view the Resident Speak-out at the CA Board sessions since November) and yet there has been a distinct lack of communication from the CA Board even acknowledging this fact. The lack of communication from the CA Board, particularly the CA Board leadership, to the Columbia community goes against the need for CA, and particularly the CA Board, to be open and transparent.

What is required now, in my opinion, is a change of focus (maybe even a change of heart) by the current CA Board of Directors. The CA Board must understand and acknowledge that the relationship between Board members and between CA staff including the CA President must be collaborative and not dictatorial. CA has a very capable and respected staff. We need to allow them to do their job. The CA Board must understand that its role is policy and not management; that the Board’s focus must be on the betterment of Columbia as a whole and not on individual needs and desires.

I believe that one way to begin improving relations with the community is to have a fair, open, and transparent process to hire a new CA President/CEO. Perhaps this Board should

even defer hiring a new CA President/CEO until a new CA Board is seated after the April elections.

Janet Evans represented Long Reach on the CA Board. She resigned from the CA Board of Directors in January of 2023 amidst the resignation of President and CEO Lakey Boyd. She had been highly critical of the board majority, led at the time by then Chair Eric Greenberg. The following resignation letter was read at the CA Board work session on 9 February 2023. This letter is demonstrative of the negative impact, Mr. Greenberg has fostered during his tenure on the CA Board of Directors. It also highlights the importance of board members responsibility to hold each other accountable.

I am resigning from the Columbia Association Board of Directors, effective immediately due to the majority of this board's lack of accountability for their role in arriving at where we are now. I do not think our current outcome was inevitable. This is a failure that could have been managed if the majority of this board had chosen to do so and the board leadership had been in place to support it.

Outside legal counsel has been used in lieu of actual decision making or problem solving. The lack of leadership, accountability and transparency have rendered the board, at best, impotent and at worst, a risk for the community and the organization. My input has been routinely ignored which is not unexpected, but I don't expect the same level of unresponsiveness within the organization and with the community on important topics. The inability of this board to communicate at a minimum to, if not with, the president/CEO in an actionable way and to the community around what the issues are and what steps have been taken toward resolution, is irresponsible.

I no longer choose to be a part of the board that has squandered months of time and thousands of lien payer dollars without full board approval nor any real plan or effort to shift the dynamic. In almost nine months, the CA board has accomplished no positive forward movement. We have not created strategic goals to align with and make progress toward the five-year strategic plan. We have not had a conversation as a board to discuss our aspirations for Columbia. We have not initiated action or made a plan to work through differences and there have been no proactive efforts from board leadership to encourage any real resolution. There has been no consultation or collaboration with the full board to try to find a way forward. The chair and vice chair alone have discussed scope with outside counsel, which has expanded beyond what was discussed with the full board. That lack of transparency and latitude to ignore what was agreed upon, have served to undermine the board and the overall organization.

I have watched topics raised then ignored and petty grievances blown out of proportion. I have seen conflicts of interest downplayed and board discussion contorted and used as an

excuse to make bad decisions. I have listened to policies being dissected and then recreated out of context to be used to justify behavior. As a CA board member I had hoped that I could be part of something that celebrates and upholds all that Columbia and CA stand for. That has not been the case.

At this time, I do not want to be associated with this board, I do not trust its leadership and the opportunity to achieve a positive outcome has passed. This board has done a disservice to the community by not making a concerted effort to resolve the internal conflict and now the cost to the community is even higher. I believe that my time invested in this board could be more productively invested in an alternate civic engagement.

Firm	Date	Invoice Total (\$)	Portion attributable to [REDACTED]	Notes
Ballard Spahr	10/7/2022	\$ 11,477.75	\$ 11,477.75	[REDACTED]
Ballard Spahr	11/9/2022	\$ 12,805.00	\$ 12,805.00	
Ballard Spahr	12/15/2022	\$ 17,724.70	\$ 17,724.70	
Ballard Spahr	1/18/2023	\$ 21,858.79	\$ 21,858.79	
Ballard Spahr	2/16/2023	\$ 43,982.50	\$ 43,982.50	
Ballard Spahr	3/15/2023	\$ 4,672.50	\$ 4,672.50	
Sub-Total		\$ 112,521.24	\$ 112,521.24	

Diaz Ellenburg Consulting	5/5/2025	\$ 9,450.00		[REDACTED]
Sub-Total		\$ 9,450.00	\$ 9,450.00	

FiveL Company	9/1/2022	\$ 6,930.00	\$ 6,930.00	[REDACTED]
FiveL Company	8/1/2022	\$ 2,079.00	\$ 2,079.00	[REDACTED]
FiveL Company	10/1/2022	\$ 31.19	\$ -	[REDACTED]
Sub-Total		\$ 9,040.19	\$ 9,009.00	

Kaplan & Walker	7/17/2024	\$ 21,120.00	\$ 21,120.00	[REDACTED]
Kaplan & Walker	9/2/2024	\$ 550.00	\$ 550.00	[REDACTED]
Sub-Total		\$ 21,670.00	\$ 21,670.00	

Ogletree Deakins	5/8/2025	\$ 4,068.50	\$ 4,068.50	[REDACTED]
Ogletree Deakins	6/17/2025	\$ 3,793.57	\$ 3,793.57	[REDACTED]
Sub-Total		\$ 7,862.07	\$ 7,862.07	

Baxter Baker Sidle Conn & Jones	4/9/2024	\$ 1,840.00	\$ 1,840.00	[REDACTED]
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Baxter Baker Sidle Conn & Jones	6/10/2024	\$	2,800.00	\$	2,800.00	
Baxter Baker Sidle Conn & Jones	7/9/2024	\$	600.00	\$	600.00	
Baxter Baker Sidle Conn & Jones	6/9/2025	\$	3,680.00	\$	360.00	
Baxter Baker Sidle Conn & Jones	7/7/2025	\$	4,840.00	\$	560.00	
Baxter Baker Sidle Conn & Jones	8/7/2025	\$	1,960.00	\$	1,640.00	
Sub-Total		\$	15,720.00	\$	7,800.00	
Kramon & Graham	3/6/2024	\$	1,331.00	\$	968.00	
Kramon & Graham	4/11/2024	\$	3,509.00	\$	3,509.00	
Kramon & Graham	7/3/2024	\$	2,178.00	\$	2,178.00	
Kramon & Graham	6/11/2025	\$	2,299.00	\$	302.50	
Kramon & Graham	7/11/2025	\$	968.00	\$	968.00	
Kramon & Graham	8/13/2025	\$	3,388.00	\$	3,206.50	
Sub-Total		\$	13,673.00	\$	11,132.00	
The Spencer Law Group	2/29/2024	\$	560.00	\$	400.00	
The Spencer Law Group	3/31/2024	\$	1,480.00	\$	1,360.00	
The Spencer Law Group	5/31/2024	\$	680.00	\$	680.00	
The Spencer Law Group	6/30/2024	\$	310.00	\$	160.00	
The Spencer Law Group	5/31/2025	\$	1,200.00	\$	360.00	
The Spencer Law Group	6/30/2025	\$	480.00	\$	480.00	
The Spencer Law Group	7/31/2025	\$	1,240.00	\$	240.00	
Sub-Total		\$	5,950.00	\$	3,680.00	

Venable	6/30/2022	\$	8,580.00	\$	-	
Venable	8/9/2022	\$	24,811.60	\$	-	
Venable	9/8/2022	\$	16,087.30	\$	-	
Venable	10/24/2022	\$	12,852.70	\$	-	
Venable	11/7/2022	\$	12,000.00	\$	-	
Venable	12/15/2022	\$	7,993.20	\$	7,993.20	
Venable	12/31/2022	\$	62,000.00	\$	62,000.00	
Venable	9/22/2023	\$	19,938.00	\$	19,938.00	
Venable	10/24/2023	\$	18,479.00	\$	18,479.00	
Venable	11/21/2023	\$	16,609.60	\$	16,609.60	
Venable	12/13/2023	\$	20,397.03	\$	20,397.03	
Sub-Total		\$	219,748.43	\$	145,416.83	

TOTAL		\$	328,541.14			
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MEMORANDUM

To: Shawn MacInnes, President & CEO

cc: Columbia Association, Audit Committee

From: Columbia Association Ethics Panel

Date: October 17, 2025

Re: Review of Complaint No. FY26-002

This Memorandum is submitted pursuant to Section E.1. of the Ethics Panel Charter and contains the Ethics Panel's decision that an investigation of the complaint filed by three Board Members on September 26, 2025 ("the complaint") is warranted. The Panel's decision is explained below.

BACKGROUND

Upon receipt of the complaint, the Ethics Panel ("Panel") is required to review the complaint within fifteen (15) business days of submission and determine whether an investigation is warranted. *See* Ethics Panel Charter, Section E.1. The complaint was received on September 26, 2025 and assigned Complaint No. FY26-002. The Panel met on October 13 and October 15, 2025, reviewed the complaint and determined that an investigation is warranted.

STANDARDS

While the Ethics Panel Charter does not include the standards with which to review a complaint, the Panel consulted the Policy for Reporting Violations of the Code of Business Conduct and Policies and agreed that our standards for determining whether an investigation is warranted will be guided by the factors outlined in Section B of the Policy. Relevant to this matter is the following standard: whether the allegations, even if true, amount to a violation of CA's Code of Business Conduct and Policies (the "Code of Business Conduct") or other law.

ANALYSIS

On April 10, 2025, the Board adopted the "CA President/CEO Performance Evaluation Policy & Procedure" (the "Policy"). The Policy provides, in relevant part, that as part of the Board's annual evaluation of the President and CEO, each voting member of the Board "shall individually fill-out their own copy of the evaluation form(s)" to "provide a score for each goal in the Board approved annual Goals and Objectives for the President/CEO." The Policy states that the "scores shall be provided anonymously to maintain confidentiality[.]" Once each voting member of the Board provides their scores, the Board Chair and Vice Chair are required to "compile scores and feedback for presentation of final evaluation for President/CEO review[.]"

Ultimately, the Policy provides that scores for each category will be computed and that the Chair and Vice Chair meet with the President and CEO to present the Board's final evaluation and feedback. In other words, there is no circumstance where the President or CEO should receive any individual Board member's scores.

The complaint was submitted by three members of the CA Board (together the "Complainants") and alleges that two other members of the CA Board ("Board Member 1" and "Board Member 2") violated Section 3.0 of the Code of Business Conduct by improperly disclosing confidential information. Specifically, the complaint alleges that, during the review process and in violation of the Policy, Board Member 1 and Board Member 2 revealed individual Board member's scores to the President and CEO.

The Panel's jurisdiction is limited to complaints alleging a violation of any provision of the Code of Business Conduct by the Board of Directors, President/CEO or a member of the Senior Leadership Team. Ethics Panel Charter, Section E.1. The Policy at issue here is not contained in the Code of Business Conduct and the Panel does not have jurisdiction to take any action associated with the violation of the Policy alone. Notably, this alleged violation of the Policy involves revealing confidential CA information that came into the possession of Board Member 1 and Board Member 2 as part of their official duties during a closed session of the Board. This implicates Section 3.0 of the Code of Business Conduct which states, in relevant part:

Board members shall not ... [d]iscuss or release the confidential proceedings of the Board, except with or to another Board member, or discuss or release confidential CA information with or to anyone other than a Board member or a member of Senior Management *who is authorized by CA to have such information.*

If the facts, as alleged in the complaint are true, it appears Board Member 1 and Board Member 2 violated Section 3.0 of the Code of Business Conduct by disclosing confidential information to the CEO and President – neither of whom were authorized by CA to receive the information.

Conclusion

This Panel unanimously finds an investigation is warranted.

REPORT OF FINDINGS AND CONCLUSIONS

To: Caroline Payton, Assistant General Counsel

cc: Columbia Association, Audit Committee

From: Columbia Association Ethics Panel

Date: December 23, 2025

Re: Review of Complaint No. FY26-002

This Report and Findings and Conclusions (“Report”) is submitted pursuant to Section E.1. of the Ethics Panel Charter and contains the Ethics Panel’s findings of fact and conclusions that no violation of the Code of Business Conduct and Policies has occurred.

Upon receipt of a complaint, the Ethics Panel (“Panel”) is required to review the complaint within fifteen (15) business days of submission and determine whether an investigation is warranted. *See* Ethics Panel Charter, Section E.1. The complaint was received on September 26, 2025 and assigned Complaint No. FY26-002. The Panel met on October 13 and October 15, 2025, reviewed the complaint and determined that an investigation was warranted. By Memorandum dated October 17, 2025, the Panel advised CA of its decision.

The Panel retained the independent law firm Liff Walsh & Simmons and Richard J. Berwanger, Jr. to investigate the complaint. None of the Panel Members hold any financial interest in Liff Walsh & Simmons. Mr. Berwanger investigated the complaint and, on December 12, 2025, submitted his findings of fact and proposed conclusions to the Panel. A copy of Mr. Berwanger’s December 12, 2025 letter is attached as **Exhibit A**.

The Panel met on December 19, 2025, reviewed Mr. Berwanger’s findings of fact and proposed conclusions. The Panel unanimously adopts Mr. Berwanger’s findings of fact and proposed conclusions as the Panel’s final Findings and Conclusions as if fully stated herein.

This matter is closed.

Attachment: Exhibit A

LIFF WALSH & SIMMONS

181 HARRY S. TRUMAN PARKWAY, SUITE 200
ANNAPOLIS, MD 21401
WWW.LIFFWALSH.COM

RICHARD J. BERWANGER, JR.
D: (443) 569-5744
RBERWANGER@LIFFWALSH.COM

December 12, 2025

VIA EMAIL [REDACTED]

Lydia E. Lawless, Esquire
Kramon & Graham, P.A.
750 East Pratt Street, Suite 1100
Baltimore, MD 21202

Re: Columbia Association Ethics Complaint FY26-002

Dear Ms. Lawless:

As you know, my office was retained by the Columbia Association (“CA”) to investigate the allegations contained in the Complaint filed by CA Board Members, Eric Greenberg, Karin Emery, and Reginald “Reg” Avery, in the above-referenced matter.

Below is a summary of my factual findings and my proposed conclusions concerning whether the CA President/CEO Performance Evaluation Policy of Section 3 of the CA Code of Business Conduct and Policies were violated as alleged in the Complaint. I am sending this letter to you in your role as the Chair of the Ethics Panel for CA.

My findings are based on interviews with the following individuals:

- Board Member Eric Greenberg. Mr. Greenberg is the CA Board Member from the Village of River Hill and has been a Board Member for approximately four (4) years. I interviewed Mr. Greenberg by video call on November 18, 2025, and by phone call on December 11, 2025.
- Board Member Karin Emery. Ms. Emery is the CA Board Member from the Village of Oakland Mills. She has been a Board Member since approximately May 2023. I interviewed Ms. Emery by video call on November 17, 2025.
- Board Member Reginald “Reg” Avery. Mr. Avery is the CA Board Member from the Village of Long Reach. He has been a Board Member for approximately 4 or 5 years. I interviewed Mr. Greenberg by video call on November 18, 2025.
- Board Member Collin Sullivan. Mr. Sullivan is the CA Board Member from the Village of Town Center. He has been a Board Member since April 2024. Mr. Sullivan was the Vice Chair of the CA Board for FY2025 and is the Chair of the Board for FY2026. I interviewed Mr. Sullivan by video call on November 24, 2025. Mr. Sullivan also provided me with a written statement by email on November 24, 2025.

- Board Member Bill Santos. Mr. Santos is the CA Board Member from the Village of Wilde Lake. This is his fourth year on the CA Board. Mr. Santos served as the Chair of the CA Board in FY2025. I interviewed Mr. Santos by video call on November 18, 2025.
- Board Member Michael Golibersuch. Mr. Golibersuch is the CA Board Member from the Village of Owen Brown. This is his second year on the CA Board, and he is presently serving as the Vice Chair of the CA Board in FY2026. I interviewed Mr. Golibersuch by video call on December 10, 2025. Mr. Golibersuch also provided me with a written statement by email on December 11, 2025.
- CA President/CEO Shawn MacInnes. Mr. MacInnes has been the President/CEO of CA for approximately a year and a half. I interviewed Mr. MacInnes by video call on November 24, 2025.
- CA General Counsel John Kuchno. Mr. Kuchno has been the General Counsel for CA since August 2023. I interviewed Mr. Kuchno by video call on November 25, 2025.

My findings are also based on my review of documents provided by the Columbia Association and the individuals I interviewed. If you would like copies of the documents I reviewed, please let me know.

Neither CA nor the members of its Board or senior leadership directed me as to the conclusions set forth herein. During the course of my investigation, I requested documents from CA and interviewed members of the CA Board and senior leadership. CA, its Board Members, and senior leaders were cooperative in that process.

Summary of Complaint

The Complaint in this matter was filed by three (3) of the ten (10) Members of the CA Board: Mr. Greenberg, Ms. Emery, and Mr. Avery (collectively, the “Complainants”). The Complainants allege that, during a meeting of the CA Board on or about September 18, 2025, a memorandum (the “Memorandum”) was circulated to all Board Members in attendance, Mr. MacInnes, and Mr. Kuchno. It was alleged that the Memorandum contained numerical scores given by Mr. Greenberg as part of the Board’s April 2025 evaluation of Mr. MacInnes’s performance as CA’s President/CEO. Specifically, the Complainants allege that the Memorandum stated that, as part of the Board’s review of Mr. MacInnes’ performance as CA’s President/CEO in FY2025, Mr. Greenberg gave Mr. MacInnes ratings of “0” in multiple categories on which Mr. MacInnes was to be rated. The Complainants assert that disseminating Mr. Greenberg’s scores in the Memorandum violated Section 3.a. of the CA President/CEO Performance Evaluation Policy and Section 3 of the CA Code of Business Conduct and Policies that were in place at the time that Mr. Greenberg gave his scores and that the Memorandum was circulated. Specifically, the Complainants contend that the President/CEO Performance Evaluation Policy required that the scores given by Board Members be kept confidential.

I have reviewed the Memorandum at issue in the Complaint. The Memorandum is dated September 18, 2025, and is from “Collin Sullivan, FY2026 Chair, Columbia Association Board of Directors.” It is directed to the “Columbia Association Board of Directors” with copies to Mr. MacInnes and Mr. Kuchno. The subject line of the Memorandum reads “Board Responsibility for Organizational Culture and Risk,” and the Memorandum is marked “Confidential.” With regard to the allegation

in the Complaint that Mr. Greenberg’s President/CEO performance evaluation scores were revealed in the Memorandum, Mr. Greenberg confirmed in his interview that the Complaint refers to the following language contained in the second-to-last bullet point on Page 3 of the Memorandum:

- During FY25’s evaluation of President and CEO Shawn MacInnes, Mr. Greenberg assigned ratings of “zero” on multiple evaluation factors, ignoring the clear definitions for that rating established in board policy. Afterwards, Mr. Greenberg opposed efforts to correct the artificially low rating that was created as a result.

During my interviews with the Complainants, Mr. Greenberg and Ms. Emery confirmed that the basis for filing the Complaint in this matter was their joint allegation that Mr. Sullivan breached the President Evaluation Policy by revealing Mr. Greenberg’s evaluation scores in the Memorandum. Mr. Avery ultimately confirmed the same, but he also spent a large portion of our interview complaining instead about the Board’s decision to revisit the evaluation of Mr. MacInnes – an issue that was not the subject of the written Complaint. I would also note that, while the Complainants also accused Mr. Santos of the same violation in the Complaint, Mr. Avery specifically stated during his interview that he *did not* believe that Mr. Santos should have an ethics Complaint filed against him.

Summary of the CA President/CEO Performance Evaluation Policy and the CA Code of Business Conduct and Policies

CA President/CEO Performance Evaluation Policy

As part of my retention in this matter, I was provided a copy of the “CA President/CEO Performance Evaluation Policy & Procedure,” which contained a notation in the footer that states: “Board Approved 4-10-25.” My understanding from that notation is that the CA President/CEO Performance Evaluation Policy & Procedure (the “President Evaluation Policy”) was, in fact, approved by the CA Board on April 10, 2025. Moreover, I understand that the President Evaluation Policy contained the policies and procedures that were in place at all times relevant to this matter which relate to the Board’s evaluation of the performance of the CA President/CEO.¹ A copy of the President Evaluation Policy is attached as **Exhibit A**.

Sections 2 through 5 of the President Evaluation Policy reads as follows:

2. The voting members of the Board shall meet in closed session to review and discuss the policy and procedure steps for the CA President’s annual evaluation including:

¹ My understanding is that, since the September 18, 2025 Board Meeting, the written President Evaluation Policy has been revised. However, I further understand that those revisions took effect after the events relevant to this matter. Therefore, I have not evaluated the allegations in the Complaint in the context of the newest version of the CA President/CEO Performance Evaluation Policy & Procedure.

- a. Policy and procedures for the evaluation
- b. The President's Contract
- c. The Evaluation Forms
- d. The Board approved annual Goals and Objectives for the President/CEO
- e. The Columbia Association's Strategic Plan
- f. The CA President/CEO's self evaluation
- g. Other relevant items that Board members believe should be considered

3. Each voting member shall individually fill-out their own copy of the evaluation form(s) to:

- a. Provide a score for each goal in the Board approved annual Goals and Objectives for the President/CEO. These scores shall be provided anonymously to maintain confidentiality.***
- b. Provide for each goal, a list of areas where the President/CEO made progress
- c. Provide for each goal, feedback with examples that allow for actionable steps towards growth/improvement
- d. Board Chair and Vice Chair compile scores and feedback for presentation of final evaluation for President/CEO review

4. The voting members of the Board shall then meet in a second closed session to review the scores to determine the bonus as follows:

- a. Review scores in final compiled evaluation
- b. An overall Board score for each goal shall be computed in accordance with Section 2
- c. The bonus shall be computed based on the overall Board score for each goal in accordance with Sections 3
- d. The Chair will provide the Board a draft summary of the responses from 2c, 2d and 2f, for the Board to discuss and vote on.

5. The Chair and Vice Chair shall meet with the President/CEO to present the Board's final evaluation and feedback along with any bonus awarded.

(emphasis added). The emphasized language above is language referenced specifically in the Complaint. The President Evaluation Policy also included a section that outlined the procedure for the numerical scoring of the President/CEO, which included the following scale:

- 4 - Exceeds Expectations- Performs above & beyond expectations
- 3 - Meets All Expectations - Always meets expectations
- 2 - Meets Most Expectations - Often meets expectations
- 1 - Meets Some Expectations - Meets some expectations but not consistently
- 0 - Does not meet expectations - Rarely or never meets expectations
- N/A - Not applicable or has not been observed

The rating for each goal set by the Board was to be calculated by averaging the scores submitted by the Board Members for the goals. That section of the President Evaluation Policy also reads in part "Once calculated, the final report accompanied by the scores and comments (*anonymous*) will be provided to the Board." (emphasis added).

CA Code of Business Conduct and Policies

I was also provided a copy of the "Columbia Association, Inc. Code of Business Conduct and Policies" (hereinafter, the "CA Code"). By its terms, the Code "applies to all activities involving CA business including Board Meetings and work sessions, committee and subcommittee meetings, email, social media, CA events and any other situation where a person could be considered to be representing CA in an official or semiofficial manner."

Section 3.0 of the Code, which is the section of the Code that was specifically referenced in the Complaint, reads as follows:

Board members shall not:

Conduct themselves in a manner that assumes any greater rights or privileges than other members of the Columbia community.

Speak for or act on behalf of CA unless specifically authorized to do so. They will be considered to be acting as a CA representative when:

carrying out work or volunteer duties on behalf of CA;

attending a CA meeting or event sponsored by CA;

attending an outside meeting as a CA representative;

wearing a name badge or clothing designating them as a CA representative; or

communicating via a CA email account or on CA stationery.

Engage in any communications, whether or not on behalf of CA, that defames another Board member or CA employee.

Discuss or release the confidential proceedings of the Board, except with or to another Board member, or discuss or release confidential CA information with or to anyone other than another Board member or a member of Senior Management who is authorized by CA to have such information.

Act in a way that is intended to intimidate or harass others in the conduct of their responsibilities.

Interfere with the duties of other Board members, corporate officers or CA employees.

Knowingly misrepresent facts or the Board's position on issues.

Simultaneously serve on the Board and as a sworn public officer.

Be compensated for service other than one free activities membership and a gift card. (Board members will, however, be reimbursed for attendance at relevant conferences and meetings or other activities that are reasonably related to CA business. Any CA business expenses must be documented and recorded accurately for reimbursement.)

Accept any loans from CA other than ordinary travel and expense advances.

Assist or represent for compensation another party in any matters involving CA while on the Board or within one year after the end of service on the Board.

Use the CA email system to conduct personal business.

Use any non-CA email system (including personal email) to conduct CA business (including Board business).

While on the Board or within one year after the end of service on the Board, assist or represent another party for compensation in a case, contract or other matter involving CA, or be employed by or enter into any contract for compensation with CA either

personally or in a manner from which they would benefit.
(Reimbursement for personal expenses is permitted.)

(emphasis added). The emphasized language above is the language from the code that I deemed relevant to the allegations in the Complaint.

Summary of Factual Findings

President/CEO Evaluation Numerical Scoring and Witnesses' Knowledge of Mr. Greenberg's Numerical Scores

At issue in the Complaint is the fact that the Memorandum, which was distributed to Members of the Board, Mr. MacInnes, and Mr. Kuchno at the September 18, 2025 meeting, is alleged to have revealed some of Mr. Greenberg's numerical scores he gave in connection with the evaluation of Mr. MacInnes CA President/CEO during an April 21, 2025 closed Board meeting. Indeed, per the President Evaluation Policy (**Exhibit A**) there were seven (7) President/CEO Goals on which each Board Member was asked to numerically rate Mr. MacInnes between 0 (lowest) and 4 (highest) for his FY2025 performance.² The Complainants allege that Mr. Santos and Mr. Sullivan violated the President Evaluation Policy and the Code by failing to maintain the confidentiality of Mr. Greenberg's scores, which resulted in Mr. Greenberg's scores being revealed in the Memorandum.

The April 21, 2025 Board Meeting and Collection of Numerical Scores of President/CEO Performance

There is no dispute that the Board conducted numerical scoring of Mr. MacInnes' performance at the April 21, 2025 Board Meeting. There were, however, differing recollections among some of the Board Members interviewed as to how the numerical scores were tabulated at that meeting. Ms. Emery, for example, recalled that the scores were emailed to Mr. Sullivan as Vice Chair and Mr. Santos as Chair of the Board, though she acknowledged that some information could have been provided during the meeting. Mr. Avery initially told me that Mr. Sullivan changed the procedure for voting, and that Mr. Sullivan required the Board Members to put their names on their ballots. I would note, however, the Mr. Avery's recollection on this point is different from everyone else I interviewed who was present at the meeting, and he later acknowledged that he could not recall how the numerical scores were transmitted. Moreover, Mr. Sullivan was not the Chair of the CA Board at the time of the April 21, 2025 meeting, and I received no information to suggest that he determined or modified the procedure for giving President/CEO performance scores at that meeting. Therefore, I do not find Mr. Avery's statements on these matters to be credible.

Mr. Greenberg, Mr. Sullivan, and Mr. Santos, all recalled that the numerical scores were handwritten by each Board Member on paper at the April 21, 2025 meeting. Mr. Greenberg, Mr. Sullivan, and Mr. Santos each also recalled that Board Members handed in their numerical scores for tabulation and that no Board Members' names were attached to their scores. Mr. Golibersuch also did not recall any Board Members' names being shared with their scores. Mr. Greenberg

² Many of those interviewed also recalled providing more detailed written analyses of Mr. MacInnes' performance by email in advance of the meeting. Those written analyses were not, however, the subject of the Complaint.

stated that the papers were handed to Mr. Sullivan and Mr. Santos, who tabulated and averaged the scores on a spreadsheet. Mr. Sullivan and Mr. Santos both stated that Mr. Santos received and read the scores out loud from each paper during the Board Meeting, while Mr. Sullivan recorded each set of numerical scores on a Microsoft Excel spreadsheet. Mr. Golibersuch and Ms. Emery also recalled the scores being tabulated into a spreadsheet during the meeting. Mr. Santos told me that he shuffled the papers before reading them out loud at the meeting, and after the meeting, he took the papers home with him where he shredded them. Mr. Santos stated credibly that he did not believe there was any way for any Board Member to have learned any other Board Member's scores unless the Board Member told another person his or her score. No person I interviewed in this matter that was present at the April 21, 2025 Board Meeting provided any evidence to suggest that Mr. Greenberg's name was ever attached to the paper he used to turn in his numerical scores.

I also reviewed the Excel spreadsheet that Mr. Sullivan contends was the version used to tabulate the numerical scores at the meeting (a PDF version is attached as **Exhibit B**), which Mr. Sullivan provided to me at my request. I verified that it does not identify what scores were for which Board Member. Instead, it identifies the Board Members as "Director 1," "Director 2," "Director 3," etc. The fact that the Board Members' names were not attached to the scores in the spreadsheet is consistent with the statements given by multiple witnesses I interviewed.

Given the specificity and consistency with which Mr. Greenberg, Mr. Sullivan, Mr. Santos, and, to a lesser degree, Mr. Golibersuch were able to recall the manner in which the scores were tabulated, it is my conclusion that the numerical scores of each Board Member, including Mr. Greenberg, were generally tabulated in the manner they described.

Mr. Greenberg told me in his interview that he did, in fact, give multiple scores of "0" during his evaluation. Only one set of scores in **Exhibit B** (from Board Member 9) contains multiple scores of "0." Therefore, I concluded as part of my investigation that the scores attributed to "Director 9" in **Exhibit B** were Mr. Greenberg's scores.

Mr. Sullivan and Mr. Santos, who are the subjects of the Complaint, told me that, to this day, neither of them actually *know* (beyond their own speculation) which set of numerical scores belong to Mr. Greenberg. I find their statements to be credible. In fact, during my investigation, I did not discover any evidence that anyone other than Mr. Greenberg was ever told or ever received any conclusive or direct evidence as to what set of numerical scores belonged to Mr. Greenberg. Thus, I concluded that no one other than Mr. Greenberg ever actually *knew* which scores belonged to Mr. Greenberg. Rather, as discussed in more detail below, several individuals deduced which scores belonged to Mr. Greenberg based on their own independent observations and personal beliefs.

For example, during my interview of Mr. Sullivan, he told me that it was "obvious" and "intuitive" to him from his knowledge of Mr. Greenberg's historical actions as a member of the CA Board and comments made by Mr. Greenberg at the April 21, 2025 meeting that Mr. Greenberg had given scores of "0" to Mr. MacInnes. When I asked Mr. Sullivan to explain why he reached that conclusion, he stated that a Board Member (he could not recall specifically who) asked during the meeting whether giving a score of "0" was permitted, and Mr. Greenberg very promptly responded that it was permissible and strongly defended the ability to give "0" scores. Mr. Sullivan also stated that Mr. Greenberg's statements regarding Mr. MacInnes's performance during the April 21, 2025

meeting made it clear that Mr. Greenberg gave Mr. MacInnes low scores, though Mr. Sullivan was unable to identify any specific basis for that assertion beyond that which is described above. Mr. Sullivan also stated that Mr. Greenberg and Ms. Emery have a pattern of mistreating senior leaders at CA, which as discussed *infra*, is in part what led Mr. Sullivan and Mr. Golibersuch to prepare the Memorandum prior to the September 18, 2025 Board Meeting. When I asked Mr. Sullivan specifically whether he actually knew what scores Mr. Greenberg had given for Mr. MacInnes's evaluation or whether he had simply concluded what they were based on what he had told me, Mr. Sullivan acknowledged that he did not *know* with absolute certainty which set of scores belonged to Mr. Greenberg. I generally found Mr. Sullivan's statements on these issues to be credible, though it is clear that Mr. Sullivan is critical of Mr. Greenberg's actions as a member of the CA Board.

Mr. Golibersuch stated in his interview that everyone on the Board "knew" that Mr. Greenberg gave scores of "0" in his evaluation of Mr. MacInnes, and that in Board Meeting discussions, Mr. Greenberg "made no effort to conceal that fact." I asked Mr. Golibersuch to elaborate on his statements, and he stated that Mr. Greenberg has a public "years long," "well documented," and "extremely consistent habit" of being "hyper" and "uniquely" critical of CA senior staff. He further stated that, during the Board Meeting, Mr. Greenberg made comments about Mr. MacInnes's performance that were far more critical than the comments of the other Board Members. Mr. Golibersuch also independently recalled that, when the scores were revealed during the meeting, he questioned whether "0s" were permitted, Mr. Greenberg "immediately" defended his ability to give a score of "0" in a way that made it clear to Mr. Golibersuch that Mr. Greenberg was the person that had given multiple "0" scores. Mr. Golibersuch also recalled that, when Board Members questioned whether the Board could "redo" the scores because of the "0" scores, Mr. Greenberg argued against doing so. Mr. Golibersuch stated that Mr. Greenberg's comments during the meeting made it "plainly obvious" that he had given "0" scores, and that he was making no effort to hide it. When I questioned Mr. Golibersuch as to whether he actually *knew* what scores Mr. Greenberg had given versus whether he concluded that Mr. Greenberg had done so based on the knowledge and information he had described, Mr. Golibersuch acknowledged that he did not "know beyond all doubt" that Mr. Greenberg gave multiple scores of "0" in his evaluation, but he had nonetheless reached that conclusion. I generally found Mr. Golibersuch's statements to be credible, though I noted that it was apparent during my interview that he and Mr. Greenberg do not get along particularly well and that Mr. Golibersuch is critical of Mr. Greenberg's actions as a CA Board Member.

I asked Mr. Greenberg for his recollection regarding any discussion about the ability to give "0" scores, and he "vaguely" recalled some discussion on the topic, but did not recall any details of that discussion. Mr. Greenberg also confirmed that he gave feedback regarding Mr. MacInnes's performance as President/CEO during Board discussion, though he could not recall specifically whether it was during the April 21, 2025 meeting or a prior meeting. Nonetheless, he stated that he and the other Board Members engaged in discussions regarding the basis for the scores they gave.

Mr. Santos told me that the numerical scores were collected anonymously, and that he had no idea what scores belonged to any particular Board Member, including Mr. Greenberg. Ms. Emery and

Mr. Avery both stated that they did not know Mr. Greenberg's numerical scores. I found these statements to be credible.

Ultimately, the numerical scores given by the Board Members were tabulated in **Exhibit B**, which resulted in an overall average numerical score of [REDACTED] for the President/CEO's performance. My understanding from the President Evaluation Policy is that the score of [REDACTED] was significant because it would have resulted in Mr. MacInnes receiving a [REDACTED] bonus while a score of [REDACTED] would have resulted in a [REDACTED] bonus.

Delivery of President/CEO Evaluation to Mr. MacInnes

Prior to the conclusion of CA FY2025, Mr. Santos as Board Chair and Mr. Sullivan as Board Vice Chair met with Mr. MacInnes to deliver the results of the Board evaluation from the April 21, 2025 meeting. Mr. Sullivan stated that, during that meeting, he and Mr. Santos shared the overall numerical scores with Mr. MacInnes and that Mr. MacInnes had received some "0" scores that had brought the score down. Mr. Sullivan did not recall identifying any Board Members who gave particular scores. Mr. MacInnes confirmed that his evaluation contained the average numerical scores given by the Board, but that, during his meeting with Mr. Santos and Mr. Sullivan, they shared with him that he had received "0" scores from some Board Members. Mr. MacInnes conveyed that he was shown a document with the individual scores on it, and based on Mr. MacInnes's description of the document, I concluded that he was likely shown the Excel spreadsheet attached as **Exhibit B**. Mr. MacInnes stated that at no time was he told by anyone, including Mr. Santos and Mr. Sullivan, which Board Members gave which scores during the evaluation. I found Mr. MacInnes' statements to me generally to be credible.

May 2025 Re-Evaluation of CA President/CEO Performance

In or about late April or early May 2025, the fiscal year for CA changed to FY2026, which resulted in Mr. Sullivan becoming the Board Chair and Mr. Golibersuch becoming the Vice Chair. On May 29, 2025, a closed Board Meeting was held (and attended by all Board Members) during which the Board voted 7-3 to rescind the FY2025 evaluation previously given to Mr. MacInnes, with Mr. Greenberg, Ms. Emery, and Mr. Avery being the only Board Members who voted against the Motion. I also noted that, prior to the vote on that Motion, the Board voted 8-2 to approve the agenda for the meeting, and Mr. Greenberg and Ms. Emery were the only two Board Members who voted against that Motion. The Meeting Minutes further reflect that, during the meeting, Mr. Sullivan declared Mr. Greenberg "out of order for failure to follow the decorum of the meeting," and the Board voted to uphold that ruling by a vote of 6-3-1 (for-against-abstain). Mr. Greenberg, Ms. Emery, and Mr. Avery were the only Board Members who voted against that Motion. The Meeting Minutes also reflect that Mr. Avery left the meeting 15 minutes after it began after the Board voted to rescind the initial performance evaluation of Mr. MacInnes. With a vote of 5-2-2 (for-against-abstain), the Board voted to adopt a new FY2025 evaluation for Mr. MacInnes that had been drafted by Mr. Sullivan as Board Chair. Mr. Greenberg and Ms. Emery were the only two Board Members who voted against that Motion. I understand that the new evaluation for Mr. MacInnes resulted in him receiving [REDACTED] of his bonus as opposed to [REDACTED] bonus he would have received under the prior evaluation.

Mr. MacInnes also indicated that, as President/CEO of CA, he has access to the Meeting Minutes from Board Meetings, including closed meetings.³ Thus, he had seen the Meeting Minutes from the May 29, 2025 Board Meeting. Mr. MacInnes told me that it was clear to him based on who voted not to revisit his performance evaluation in the May 29, 2025 Board Meeting who had given him the low scores in his evaluation.

Mr. MacInnes also told me, however, that based on his experiences and interactions with the Board, it was not difficult for him to determine who had given him the low scores. He indicated that Mr. Greenberg, Ms. Emery, and Mr. Avery are generally aligned in their actions as Board Members and have in the past been hostile to members of CA senior leadership. As an example of their alignment, Mr. MacInnes noted that when Mr. Greenberg makes a Motion in a Board meeting, it is almost always seconded by Ms. Emery, and much of the time, Mr. Greenberg, Ms. Emery, and Mr. Avery vote together. This is consistent with statements made by Ms. Emery during her interview during which she described the Board as a “7-3 Board” and indicated that she, Mr. Greenberg, and Mr. Avery were the three-person minority voting bloc. Mr. MacInnes’s statements are also generally consistent with what is reflected in the Meeting Minutes I reviewed as part of my investigation.⁴ In addition, Mr. MacInnes stated that it was “obvious to everyone” based on prior comments made by Mr. Greenberg and Ms. Emery in Board Meetings that they had given him the low scores.

I also interviewed Mr. Kuchno regarding his knowledge of Mr. Greenberg’s scores. Mr. Kuchno stated that it was “common knowledge” that Mr. Greenberg gave “0” scores and that “everyone just assumed” it. Mr. Kuchno was clear that he never saw Mr. Greenberg’s actual scores. However, he stated that it was known by the entire Board, Mr. Kuchno, and Mr. MacInnes that Mr. MacInnes’s initial score was lower than it should have been because some Board Members had given unreasonably low scores. Mr. Kuchno indicated that, given Mr. Greenberg’s historical actions as a CA Board Member, he presumed that Mr. Greenberg had given the “0” scores to Mr. MacInnes.

The September 18, 2025 Board Meeting and Distribution of the Memorandum

The next Board Meeting occurred on September 18, 2025, at which the Memorandum was distributed. None of the Complainants had any personal knowledge of how the Memorandum was drafted or who drafted it. Rather, they each assumed to some degree that Mr. Sullivan was responsible for – or at least approved – its content because he was the Chair of the Board at the time it was circulated. None of the Complainants identified any facts to suggest that Mr. Santos had any involvement in preparing the Memorandum beyond their assumption that, because Mr. Greenberg’s scores appeared in the Memorandum, Mr. Santos may have been involved in

³ I confirmed with Caroline Payton, the Assistant General Counsel for CA, that Mr. MacInnes does, in fact, have access to all Board Meeting Minutes, including access to closed Meeting Minutes. Ms. Payton also confirmed that, while CA does not have a formal policy on this issue, it has been CA’s course of operating as far back as anyone in the office can remember, except a brief period in 2022 when the Minutes were maintained by the Office of General Counsel. I have no information to suggest that Mr. MacInnes’s access to the Meeting Minutes was the result of any act or omission of Mr. Santos or Mr. Sullivan.

⁴ I reviewed the Meeting Minutes from the following Board Meetings: April 21, 2025, May 8, 2025, May 17, 2025, May 29, 2025, and September 18, 2025. The Meeting Minutes from the September 18, 2025 Board Meeting were in draft form as they had not yet been approved when they were provided to me.

revealing Mr. Greenberg's scores to someone. Moreover, none of the Complainants could specifically identify how Mr. Greenberg's scores would have been known to any particular member of the Board such that they were included in the Memorandum.

Mr. Santos denied any involvement in the drafting of the Memorandum and told me that the first time he saw it was when it was handed to him at the September 18, 2025 meeting.

Mr. Sullivan told me that, in advance of the September 18, 2025 meeting, he set out to write a summary of concerns about Mr. Greenberg's actions as a member of the CA Board and the strain Mr. Greenberg had, in Mr. Sullivan's view, put on CA and its senior leadership. Mr. Sullivan told me that he believed that Mr. Greenberg's behavior had previously been ignored and had damaged the relationship between the CA Board and senior leadership. He stated that his goal in preparing the Memorandum was to initiate a "course correction" to improve the relationship between the Board and senior leadership.

After completing the initial draft of the Memorandum, Mr. Sullivan sent it to Vice Chair, Mr. Golibersuch. According to Mr. Sullivan, Mr. Golibersuch made significant edits to the Memorandum, including adding the bullet point referencing the "0" scores Mr. Greenberg purportedly gave to Mr. MacInnes in his FY2025 evaluation. Mr. Sullivan indicated that he reviewed Mr. Golibersuch's edits and left all of the edits in the document if they looked correct, including the bullet point relating to Mr. Greenberg's scores. When I asked Mr. Sullivan why Mr. Greenberg's scores were included in the Memorandum, he indicated that he felt it demonstrated that Mr. Greenberg was leading efforts to mischaracterize Mr. MacInnes's performance. I would also emphasize that Mr. Sullivan acknowledged that he did not know for certain which set of scores belonged to Mr. Greenberg at the time those scores were included in the Memorandum, but he believed based on the reasoning outlined above that Mr. Greenberg had, in fact, given scores of "0" to Mr. MacInnes. I found Mr. Sullivan's statements on this issue to be credible.

I also interviewed Mr. Golibersuch regarding his involvement in the preparation of the Memorandum. Mr. Golibersuch stated that, in his view, the Memorandum was intended to accomplish the following goals: (1) document the past behavior of Mr. Greenberg that Mr. Golibersuch believed had led to excessive turnover of senior leadership at CA and unnecessary costs to CA; (2) encourage Mr. Greenberg to alter his behavior; and (3) highlight to the rest of the Board that, by allowing Mr. Greenberg's behavior to continue, those Board Members would be complicit in it. Mr. Golibersuch confirmed Mr. Sullivan's estimation that the majority of the contents of the Memorandum, including the bullet point relating to Mr. Greenberg's scores for Mr. MacInnes's FY2025 performance evaluation, were drafted by Mr. Golibersuch. Mr. Golibersuch claimed that he had no issue adding the bullet point relating to Mr. Greenberg's scores because, according to him, Mr. Greenberg's scores "were already known" and Mr. Greenberg "had made no secret" that he had given "0" scores in his evaluation. Mr. Golibersuch characterized Mr. Greenberg's assertion that his scores were confidential as "absurd," and claimed that it was only after the distribution of the Memorandum that Eric "started pretending that his scores were confidential." Mr. Golibersuch stated that the reason for including the bullet point regarding Mr. Greenberg's scores was because, in Mr. Golibersuch's view, Mr. Greenberg had ignored the objective criteria for the numerical scoring when he gave Mr. MacInnes scores of "0." Mr. Golibersuch contended that such scores "did not match reality."

Copies of the Memorandum were provided to all Board Members in attendance at the September 18, 2025 Board Meeting as well as Mr. MacInnes and Mr. Kuchno, who also attended that meeting. All copies of the Memorandum were returned to CA at or before the conclusion of the meeting.

Mr. Greenberg and Ms. Emery both told me that Mr. Greenberg asked the Board Members during the September 18, 2025 meeting how his scores ended up in the Memorandum, and he received no response. Mr. Santos and Mr. Golibersuch also recalled that exchange, and neither recalled anyone substantively responding to that inquiry during the meeting. Mr. Sullivan did not recall such an exchange.

Additional Relevant Background and Findings

It was apparent from my interviews that Mr. Greenberg is a polarizing figure on the CA Board and that his actions as a CA Board member have been the subject of much controversy over the years, some of which was referenced over the years. It was plainly apparent that Mr. Greenberg, Ms. Emery, and Mr. Avery (albeit to a slightly lesser extent), constitute a minority voting bloc on the Board and are often at odds with the other seven Board members. For example, during Ms. Emery's interview, she stated that she viewed the CA Board as a "7-3 Board," meaning that she, Mr. Greenberg, and Mr. Avery often vote as a minority voting bloc with the other seven (7) members of the Board voting as a majority bloc. I did not interpret Ms. Emery's statement to mean that these voting blocs *always* vote together, but rather, to mean that there are relatively clear factions within the CA Board that often view issues and vote similarly. Mr. Avery, without any prompting from me, echoed Ms. Emery's belief that the Board was divided into group a group of three – him, Ms. Emery, and Mr. Greenberg – and a group of seven – the remaining Board Members. Ms. Emery's and Mr. Avery's statements were generally consistent with the context I received from other interviewees and the fact that the three board members she indicated were part of the minority voting bloc signed the Complaint.

During their interviews, Mr. Sullivan and Mr. Golibersuch both very forcefully criticized Mr. Greenberg's conduct as a CA Board member dating back several years, and it was clear that they blame Mr. Greenberg for several departures of senior CA leadership, including [REDACTED]. This is also reflected in the content of the Memorandum. During their respective interviews, Mr. Sullivan and Mr. Golibersuch suggested [REDACTED] and other CA staff who have resigned at least in part cited Mr. Greenberg's treatment of CA staff as a reason for their resignation. It is my understanding that [REDACTED] made a claim of [REDACTED] against CA as part of [REDACTED] resignation stemming from allegations against Mr. Greenberg, [REDACTED]. However, Ms. Emery stated during her interview that [REDACTED].

I did not reach any conclusions regarding the merits of the assertions outlined above or in the Memorandum regarding Mr. Greenberg's conduct. Rather, I found the disputes regarding the assertions relevant in that they demonstrate that there is a clear and deep divide among certain members of the CA Board that appears to have caused significant strain on the operations of CA. It also appeared to me that the interactions between the members of the Board have created feelings of personal animosity among them – particularly as it relates to Mr. Greenberg, Ms. Emery, Mr.

Avery, Mr. Sullivan, and Mr. Golibersuch. It is my view that those feelings likely played a role in both the actions underlying this Complaint and the decision of the Complainants to file the Complaint.

For example, during my conversation with Ms. Emery, she stated that she thought the alleged disclosure of Mr. Greenberg's scores in the Memorandum was an intentional effort to make Mr. Greenberg look bad because of the opinion held by the majority of the Board that Mr. Greenberg harasses members of senior leadership. Ms. Emery specifically mentioned Mr. Greenberg's involvement in a dispute with [REDACTED] as a basis for that statement. Mr. Greenberg also stated that he believed that the decision to share his President/CEO evaluation scores was the result of "a lot of hurt feelings" about the resignation of [REDACTED]. It was clear from my interviews that Mr. Greenberg's past conduct was a motivating factor in the drafting and distribution of the Memorandum. However, Mr. Sullivan and Mr. Golibersuch claim that they did so as part of an effort to improve the conduct of the Board and the Board's relationship with senior CA leadership. Again, I do not find it necessary to reach any conclusion as to the merits of these assertions, but rather, I note them for context as to the potential motivations on the various parties in this matter.

It also appeared to me that at least part of the motivation for filing the Complaint in this matter may be an effort by some to seek retribution for the actions of the FY2026 Board in revising Mr. MacInnes's evaluation in May 2025. For example, when I asked Mr. Avery why he filed the Complaint, he told me that Ms. Emery and Mr. Greenberg approached him and talked to him about things that were going on with the Board – in particular, the decisions to "redo" the performance evaluation of Mr. MacInnes. Mr. Avery then spent much of his interview complaining about the decision of the majority of the FY2026 Board to revise Mr. MacInnes' evaluation as CA President/CEO. He claimed that revisiting the evaluation was wrong and against the rules. Mr. Avery eventually stated that he believed it was wrong that individual Board Member scores were revealed, but the vast majority of his statements related instead to the decision of the Board to revisit Mr. MacInnes's evaluation.

It is also worth noting that, when Mr. Avery did discuss the allegation that Mr. Greenberg's scores had been revealed, he stated that he believed both Mr. Greenberg's *and Ms. Emery's* scores had been revealed. I am not aware of anyone else alleging that Ms. Emery's scores were revealed by anyone, nor am I aware of any evidence that it occurred. Therefore, I do not find Mr. Avery's statement in that regard to be credible.

Moreover, Mr. Avery stated unequivocally during his interview that he did not believe that Mr. Santos should have an ethics complaint against him. I had trouble reconciling that statement with the fact that Mr. Avery signed a Complaint plainly making an ethics complaint against Mr. Santos.

I found the following issues regarding Mr. Avery's interview statements significant:

- Mr. Avery contended that Ms. Emery and Mr. Greenberg approached him seemingly as part of an effort to garner his support for filing the Complaint;
- Mr. Avery's stated motivation for filing the Complaint (his complaints about revisiting Mr. MacInnes's evaluation) was the clear emphasis of his statements to me and is *not* the alleged basis for the Complaint as stated therein;

- Mr. Avery made multiple statements that were inconsistent with the statements of other witnesses and other determinations I made (e.g., that Mr. Sullivan required the Board Members to put their names on their ballots when giving numerical scores and that he believed that Ms. Emery's scores had been shared), leaving open the possibility he had motivations for filing the Complaint other than those stated in the Complaint;
- Mr. Avery stated during his interview that he did not believe that Mr. Santos should have an ethics complaint against him, which contradicted the fact that Mr. Avery signed a Complaint plainly making an ethics complaint against Mr. Santos.

Proposed Conclusions

Complaint Against Mr. Santos

Based on the findings above, I conclude that Mr. Santos did not violate the President Evaluation Policy or the Code as alleged in the Complaint. Indeed, none of the Complainants alleged any facts and I did not find any evidence to support a conclusion that Mr. Santos revealed Mr. Greenberg's scores to anyone. In fact, Mr. Santos denied even knowing which scores belonged to Mr. Greenberg, and I found no evidence to contradict his statement. While it appears that Mr. Santos was involved in a meeting where it was revealed to Mr. MacInnes that Mr. MacInnes had received scores of "0" from some Board Members, there is no evidence to suggest that Mr. Santos knew that Mr. Greenberg is the one who gave those scores or that Mr. Santos revealed to Mr. MacInnes that Mr. Greenberg gave scores of "0." In fact, Mr. MacInnes stated explicitly that no one told him which Board Members gave which scores. Moreover, I saw nothing in the President Evaluation Policy that forbid or prevented Mr. Santos from revealing to Mr. MacInnes that he had received some scores of "0" during his evaluation when Mr. Santos did not reveal who had given the "0" scores.

As it relates to the Memorandum, Mr. Santos denied any involvement in the creation of that document and stated that the first time he saw it was at the September 18, 2025 meeting. I did not receive any evidence to suggest that Mr. Santos had any involvement in drafting or determining the content of the Memorandum. Moreover, I did not find any evidence that Mr. Santos provided any information regarding Mr. Greenberg's scores to any of the individuals responsible for preparing the Memorandum.

Complaint Against Mr. Sullivan

Based on the findings above, I also conclude that Mr. Sullivan did not violate the President Evaluation Policy or the Code as alleged in the Complaint. As set forth herein, Mr. Sullivan was never told and never discovered what Mr. Greenberg's numerical scores actually were. Rather, he concluded based on his own observations and interactions with Mr. Greenberg and other Board Members and his own personal beliefs that Mr. Greenberg had given scores of "0" in his evaluation of Mr. MacInnes.

Moreover, I did not find any evidence that, prior to the distribution of the Memorandum, Mr. Sullivan engaged in any action that resulted in Mr. Greenberg's numerical scores being revealed to anyone. Like Mr. Santos, Mr. Sullivan did participate in a meeting with Mr. MacInnes shortly

after the April 21, 2025 Board Meeting during which it was revealed to Mr. MacInnes that he received some scores of “0” from Board Members. But, as was the case with Mr. Santos, I did not find any evidence that Mr. Sullivan revealed to Mr. MacInnes which Board Members gave which scores, and Mr. MacInnes told me that no one told him that information.

As it relates to the Memorandum, I conclude that the inclusion of Mr. Greenberg’s scores in that document did not result from Mr. Sullivan (or anyone else) sharing Mr. Greenberg’s scores or any other confidential information relating to his scores with anyone. Moreover, Mr. Sullivan did not draft the portion of the Memorandum that contained a reference to Mr. Greenberg’s scores. Rather, Mr. Golibersuch drafted that section of the Memorandum, and the information relating to Mr. Greenberg’s scores was based on Mr. Golibersuch’s own personal observations, beliefs, and deduction. That said, Mr. Sullivan did authorize that information to be disseminated in the Memorandum. He contends, however, that he did not reveal confidential information by doing so because, at that time the Memorandum was distributed, everyone had deduced that Mr. Greenberg had given “0” scores in his evaluation, and that the information was not confidential. The Complainants, on the other hand, contend that Mr. Greenberg’s scores were confidential.

In evaluating the Complainants’ allegations and Mr. Sullivan’s response on this issue, I considered important the positions of Mr. MacInnes and Mr. Kuchno on the issue of whether Mr. Greenberg’s scores were, in fact, confidential. Indeed, Mr. MacInnes and Mr. Kuchno were not present at the April 21, 2025 or May 29, 2025 Board Meetings, are not members of the Board, and do not to my knowledge have any stake in the outcome of this matter.

Notably, as set forth in more detail above, both Mr. MacInnes and Mr. Kuchno, without prompting from me, told me that they had concluded, independent of the Memorandum, that Mr. Greenberg has given scores of “0” in his evaluation of Mr. MacInnes. Specifically, as set forth above, Mr. MacInnes credibly told me that he had concluded on his own that Mr. Greenberg had given him “0” scores in his evaluations. Mr. Kuchno similarly stated that it was “common knowledge” that Mr. Greenberg gave “0” scores. Both witnesses also confirmed that no one ever told them what Mr. Greenberg’s scores were.

Given the totality of the statements made by all of the witnesses, I conclude that based on information made available to the Board, Mr. MacInnes, and Mr. Kuchno in a manner that did not violate the President Evaluation Policy and the Code, it was readily apparent to everyone (or should have been) that Mr. Greenberg had given scores of “0” in his FY2025 evaluation of Mr. MacInnes. Thus, Mr. Sullivan’s dissemination of the Memorandum with the language quoted herein relating to Mr. Greenberg’s numerical scores did not constitute a violation of the President Evaluation Policy of the Code.⁵

Complainants’ Motives for Filings Complaint

I also conclude that a significant motive for the Complainants’ filing of this Complaint was an effort to retaliate against Mr. Santos and Mr. Sullivan for their perceived roles in rescinding Mr. MacInnes’s initial FY2025 evaluation and replacing it with a new evaluation on May 29, 2025 and

⁵ This conclusion would be the same for anyone else who may have been involved in the creation or distribution of the Memorandum, including Mr. Golibersuch.

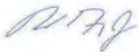
for circulating the Memorandum, which the Complainants stated they believe was a personal attack on Mr. Greenberg and damaged his relationship with the Board and CA senior leadership. Indeed, as set forth above, Mr. Avery seemed far less concerned in his interview with the allegations in the Complaint than he did regarding the decisions of the Board to revisit Mr. MacInnes' evaluation. In addition, in Mr. Greenberg's interview, he expressed concern regarding damage to his relationships with Mr. MacInnes and other Board Members that resulted from his scores being revealed in the Memorandum. However, there is significant evidence that Mr. Greenberg has openly and forcefully criticized CA senior leadership directly for several years, including Mr. MacInnes and prior CA employees, some of whom cited Mr. Greenberg's actions as a reason for their resignation. Thus, I do not find Mr. Greenberg's statements regarding his concern about his relationship with Mr. MacInnes and other Board Members to be credible. I find it more likely that Mr. Greenberg was motivated to file the instant Complaint in retaliation for Mr. Sullivan's dissemination of the Memorandum, which was highly critical of Mr. Greenberg's actions as a CA Board Member.

Conclusion

This concludes my investigation. I appreciate the cooperation and assistance of CA, its staff, and the witnesses who participated in the investigation. Naturally, should you have any questions or need any clarification regarding my findings and proposed conclusion, please do not hesitate to contact me.

Sincerely,

LIFF, WALSH & SIMMONS



By: Richard J. Berwanger, Jr.

Enclosures



CA President/CEO Performance Evaluation Policy & Procedure

During the final quarter of the fiscal year the Board shall prepare an evaluation of the President/CEO which shall be used to inform the bonus that the President/CEO shall receive.

Evaluation Process

1. The President/CEO shall provide the Board of Directors a self evaluation
2. The voting members of the Board shall meet in closed session to review and discuss the policy and procedure steps for the CA President's annual evaluation including:
 - a. Policy and procedures for the evaluation
 - b. The President's Contract
 - c. The Evaluation Forms
 - d. The Board approved annual Goals and Objectives for the President/CEO
 - e. The Columbia Association's Strategic Plan
 - f. The CA President/CEO's self evaluation
 - g. Other relevant items that Board members believe should be considered
3. Each voting member shall individually fill-out their own copy of the evaluation form(s) to:
 - a. Provide a score for each goal in the Board approved annual Goals and Objectives for the President/CEO. These scores shall be provided anonymously to maintain confidentiality
 - b. Provide for each goal, a list of areas where the President/CEO made progress
 - c. Provide for each goal, feedback with examples that allow for actionable steps towards growth/improvement
 - d. Board Chair and Vice Chair compile scores and feedback for presentation of final evaluation for President/CEO review
4. The voting members of the Board shall then meet in a second closed session to review the scores to determine the bonus as follows:
 - a. Review scores in final compiled evaluation
 - b. An overall Board score for each goal shall be computed in accordance with Section 2
 - c. The bonus shall be computed based the overall Board score for each goal in accordance with Sections 3
 - d. The Chair will provide the Board a draft summary of the responses from 2c, 2d and 2f, for the Board to discuss and vote on.

Board Approved 4-10-25





5. The Chair and Vice Chair shall meet with the President/CEO to present the Board's final evaluation and feedback along with any bonus awarded.
6. The Board shall also conduct a mid-year evaluation in closed session with the President/CEO to discuss progress towards goals and any challenges to achieving them. The mid-year evaluation will not impact the bonus

Annual Schedule:

- By July 31: Establish Goals.
- Nov 1-15: Board completes mid-year review.
- By Nov 30: Results of mid-year review shared with board, Pres/CEO and HR.
- Mar 1 - April 1 End-of-year review starts
 - President/CEO self-evaluation
 - Board begins evaluation process
- April 1 - April 16 Board evaluation process completed
 - April 16-23: Window for compiling results and final report
- Week of April 30: Present results to President/CEO



Scale and Evaluation:

Scale:

- 4 - Exceeds Expectations- Performs above & beyond expectations**
- 3 - Meets All Expectations - Always meets expectations**
- 2 - Meets Most Expectations - Often meets expectations**
- 1 - Meets Some Expectations - Meets some expectations but not consistently**
- 0 - Does not meet expectations - Rarely or never meets expectations**
- N/A - Not applicable or has not been observed**

- In the event of an N/A rating, the other scores will be averaged based on those who scored that category.
- The rating for each goal will be calculated by averaging all the scores submitted for that goal.
- The overall rating will be calculated by averaging the overall score
- A rating of 2 or lower requires comments outlining what influenced that rating and what could have been done differently to make it 3 or higher.
- A rating of 2 or lower without comments will become an N/A.
- An average rating of 2.0 or higher qualifies for an increase in alignment with the approved increase for the organization.
- Once calculated, the final report accompanied by the scores and comments (anonymous) will be provided to the Board.
- In the event of concern around the overall result, the ratings or the comments, a majority of the board can request a closed meeting to discuss.

Merit increase and bonus structure:

Average Rating	Merit Increase	Bonus
3.0 - 4	Yes	100%
2.75 - 2.99	Yes	50%
2.5 - 2.749	Yes	25%
2.0-2.49	Yes	No
Below 2.0	No	No

Board Approved 4-10-25



President/CEO Goals Summary 2024-2025:

1	Complete the strategic plan, including developing definitions of success and tools, timeline and plans for monitoring/measuring success, and update Mission and Vision statements.
2	Evaluate CA assuming management of the buildings currently managed by the village community associations, evaluate opportunities and challenges for both CA and the villages, and develop a plan for Board consideration.
3	Determine whether to exercise the lease option to purchase the headquarters building before the option expires on April 30, 2025. Consider evaluating the purchase of the headquarters building regardless of the lease option and evaluate other potential options.
4	Analyze opportunities to add value and/or reduce costs associated with accessing or using CA facilities, programs and services, as well as the annual charge. Additional consideration given to groups that are marginalized or undeserved in the Columbia community.
5	Increase community engagement through improved user interfaces with website and Geographic Information System (GIS). Including using Multicultural Programs events opportunities to learn, survey and engage participants in CA programming and CA and village elections
6	Develop Natural Resource Stewardship Plan by combining and building upon aspects of the Columbia Watershed Management Plan, Forest Stewardship Plan, and Energy Management Plan.
7	Advance CA's vision, mission and values by meeting or exceeding key benchmarks <ul style="list-style-type: none"> ○ Financial Leadership/Stewardship of Resources ○ Strategic Development ○ Board Relations ○ Ethics, Leadership and Culture ○ Community Engagement & Partnerships

Board Approved 4-10-25



<p>Achievement of Organizational Goals:</p> <p>1. Complete the strategic plan, including developing definitions of success and tools, timeline and plans for monitoring/measuring success, and update Mission and Vision statements</p>	<p>Choose Applicable Rating & Include Comments</p> <table border="1" data-bbox="711 468 1518 533"> <tr> <td>0</td> <td>1</td> <td>2</td> <td>3</td> <td>4</td> <td>N/A</td> </tr> </table>	0	1	2	3	4	N/A
0	1	2	3	4	N/A		
	<p>Comments:</p>						

CEO Self-Evaluation Rating:



<p>Achievement of Organizational Goals:</p> <p>2. Evaluate CA assuming management of the buildings currently managed by the village community associations, evaluate opportunities and challenges for both CA and the villages, and develop a plan for Board consideration.</p>	<p>Choose Applicable Rating & Include Comments</p> <p>0 1 2 3 4 N/A</p>
	<p>Comments:</p>

CEO Self-Evaluation Rating:



<p>Achievement of Organizational Goals:</p> <p>3. Determine whether to exercise the lease option to purchase the headquarters building before the option expires on April 30, 2025. Consider evaluating the purchase of the headquarters building regardless of the lease option and evaluate other potential options.</p>	<p>Choose Applicable Rating & Include Comments</p> <table border="1" data-bbox="711 426 1518 489"> <tr> <td>0</td> <td>1</td> <td>2</td> <td>3</td> <td>4</td> <td>N/A</td> </tr> </table>	0	1	2	3	4	N/A
0	1	2	3	4	N/A		
	<p>Comments:</p>						

CEO Self-Evaluation Rating:



<p>Achievement of Organizational Goals:</p> <p>4. Analyze opportunities to add value and/or reduce costs associated with accessing or using CA facilities, programs and services, as well as the annual charge. Additional consideration given to groups that are marginalized or undeserved in the Columbia community.</p>	<p>Choose Applicable Rating & Include Comments</p> <table border="1" data-bbox="711 457 1518 525"> <tr> <td>0</td> <td>1</td> <td>2</td> <td>3</td> <td>4</td> <td>N/A</td> </tr> </table>	0	1	2	3	4	N/A
0	1	2	3	4	N/A		
	<p>Comments:</p>						

CEO Self-Evaluation Rating:



<p>Achievement of Organizational Goals:</p> <p>5. Increase community engagement through improved user interfaces with website and Geographic Information System (GIS). Including using Multicultural Programs events opportunities to learn, survey and engage participants in CA programming and CA and village elections</p>	<p>Choose Applicable Rating & Include Comments</p> <table border="1" data-bbox="711 426 1518 489"> <tr> <td>0</td> <td>1</td> <td>2</td> <td>3</td> <td>4</td> <td>N/A</td> </tr> </table>	0	1	2	3	4	N/A
0	1	2	3	4	N/A		
	<p>Comments:</p>						

CEO Self-Evaluation Rating:



<p>Achievement of Organizational Goals:</p> <p>6. Develop Natural Resource Stewardship Plan by combining and building upon aspects of the Columbia Watershed Management Plan, Forest Stewardship Plan, and Energy Management Plan.</p>	<p>Choose Applicable Rating & Include Comments</p> <table border="1" data-bbox="711 426 1518 489"> <tr> <td>0</td> <td>1</td> <td>2</td> <td>3</td> <td>4</td> <td>N/A</td> </tr> </table>	0	1	2	3	4	N/A
0	1	2	3	4	N/A		
	<p>Comments:</p>						

CEO Self-Evaluation Rating:



Achievement of Organizational Goals:

7. Advance CA's vision, mission and values by meeting or exceeding key benchmarks

Financial Leadership/Stewardship of Resources	Choose Applicable Performance Rating & Include Comments					
	0	1	2	3	4	N/A
<ul style="list-style-type: none"> Financial results in the past year met or exceeded CA's financial goals. Sets the tone for financial discipline and the importance of financial balance to achieve the mission and vision. Engages the audit committee in robust dialogue about financial reports and plans, providing sufficient and clear information about progress and results achieved. Ensures an annual audit of financial operations, with a careful and thorough review by the Board. Presents budget discussions to communicate trade-offs and provide scenarios to facilitate understanding during decision making. Conduct ongoing assessment of CA program/service relevance and impact. 	Comments:					

CEO Self-Evaluation Rating:



Strategic Development	Choose Applicable Performance Rating & Include Comments					
	0	1	2	3	4	N/A
<ul style="list-style-type: none"> • Collaborates with the Board to set strategic direction for the organization. • Develops, communicates and leads the implementation of the strategic plan in a manner consistent with CA's mission, vision and values. • Develops strategies for engaging internal and external stakeholders. • Ensures that short-term and long-term goals and priorities are communicated and well understood by the Board, team members, villages and the community at large. • Considers evolving internal and external trends and factors and adjusts and plans as necessary. 	Comments:					

CEO Self-Evaluation Rating:



Board Relations	Choose Applicable Performance Rating & Include Comments					
	0	1	2	3	4	N/A
<ul style="list-style-type: none"> Keeps the Board well-informed of important developments and issues. Ensures positive working relations with the Board founded on transparency, honesty, trust and collaboration. Recommends appropriate actions for Board consideration, providing clear and timely information for deliberation and decision-making when appropriate. Ensures continuous education for the Board on issues/topics important to ensure effective, evidence based governing leadership. 	Comments:					

CEO Self-Evaluation Rating:



Ethics, Leadership and Culture	Choose Applicable Performance Rating & Include Comments					
	0	1	2	3	4	N/A
<ul style="list-style-type: none"> • Combines strong ethical judgement with technical management skills. • Exhibits values of transparency, fairness, honesty and compassion. • Maintains a high level of commitment to the mission and vision. • Provides focused and effective leadership that ensures commitment to CA's mission and vision. • Sets an organizational tone that attracts, retains, motivates and develops a highly qualified workforce. • Embeds importance of the member experience throughout CA. • Values a diversity of opinions. • Establish and clearly communicate specific, measurable, and time-bound goals with regards to diversity, equity, and inclusion. 	Comments:					

CEO Self-Evaluation Rating:



Community Engagement & Partnerships	Choose Applicable Performance Rating & Include Comments					
<ul style="list-style-type: none"> ● Increase CA's engagement in Howard County Government, and community business partners. ● Increase engagement with village managers, boards, and community stakeholders. ● Build connections with community stakeholders and organizations, both long-established and those not historically engaged, for Columbia's benefit. ● Join forces with respected partners around understanding the community. ● Ensure the complexity of CA is easy to navigate for our stakeholders. 						
	0	1	2	3	4	N/A
	Comments:					

CEO Self-Evaluation Rating:

	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Director 10	Average	FINAL		
1 . Complete the strategic plan, including developing definitions of success and tools, timeline and plans for monitoring/measuring success, and update Mission and Vision statements.	■	■	■	■	■	■	■	■	■	■	■	■	■	■
2 . Evaluate CA assuming management of the buildings currently managed by the village community associations, evaluate opportunities and challenges for both CA and the villages, and develop a plan for Board consideration.	■	■	■	■	■	■	■	■	■	■	■	■	■	■
3 . Determine whether to exercise the lease option to purchase the headquarters building before the option expires on April 30, 2025. Consider evaluating the purchase of the headquarters building regardless of the lease option and evaluate other potential options.	■	■	■	■	■	■	■	■	■	■	■	■	■	■
4 . Analyze opportunities to add value and/or reduce costs associated with accessing or using CA facilities, programs and services, as well as the annual charge. Additional consideration given to groups that are marginalized or undeserved in the Columbia community.	■	■	■	■	■	■	■	■	■	■	■	■	■	■
5 . Increase community engagement through improved user interfaces with website and Geographic Information System (GIS). Including using Multicultural Programs events opportunities to learn, survey and engage participants in CA programming and CA and village elections	■	■	■	■	■	■	■	■	■	■	■	■	■	■
6 . Develop Natural Resource Stewardship Plan by combining and building upon aspects of the Columbia Watershed Management Plan, Forest Stewardship Plan, and Energy Management Plan.	■	■	■	■	■	■	■	■	■	■	■	■	■	■



	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Director 10	Average	FINAL
1 . Complete the strategic plan, including developing definitions of success and tools, timeline and plans for monitoring/measuring success, and update Mission and Vision statements.	■	■	■	■	■	■	■	■	■	■	■	■
2 . Evaluate CA assuming management of the buildings currently managed by the village community associations, evaluate opportunities and challenges for both CA and the villages, and develop a plan for Board consideration.	■	■	■	■	■	■	■	■	■	■	■	■
3 . Determine whether to exercise the lease option to purchase the headquarters building before the option expires on April 30, 2025. Consider evaluating the purchase of the headquarters building regardless of the lease option and evaluate other potential options.	■	■	■	■	■	■	■	■	■	■	■	■
4 . Analyze opportunities to add value and/or reduce costs associated with accessing or using CA facilities, programs and services, as well as the annual charge. Additional consideration given to groups that are marginalized or undeserved in the Columbia community.	■	■	■	■	■	■	■	■	■	■	■	■
5 . Increase community engagement through improved user interfaces with website and Geographic Information System (GIS). Including using Multicultural Programs events opportunities to learn, survey and engage participants in CA programming and CA and village elections	■	■	■	■	■	■	■	■	■	■	■	■
6 . Develop Natural Resource Stewardship Plan by combining and building upon aspects of the Columbia Watershed Management Plan, Forest Stewardship Plan, and Energy Management Plan.	■	■	■	■	■	■	■	■	■	■	■	■

Submission of Ethics Complaint

From Collin Sullivan [REDACTED]
Date Fri 01/09/2026 11:59 AM
To John Kuchno [REDACTED] Caroline Payton [REDACTED]
[REDACTED] Shawn MacInnes [REDACTED]
Jackie Tuma [REDACTED]

Dear John, Caroline, Shawn, and Jackie,

I am submitting this formal ethics complaint pursuant to the Columbia Association (CA) Code of Business Conduct and Policies, adopted on September 25, 2025, regarding the conduct of Karin Emery, Eric Greenberg, and Reg Avery, current members of the CA Board of Directors.

Summary of Concern

On September 26, 2025, one day after the adoption of the revised Code of Business Conduct and Policies, Karin, Eric, and Reg filed an ethics complaint against Bill Santos and me, regarding the discussion of the President/CEO Evaluation Policy and review of scores (Ethics Panel#: FY26-002).

The Ethics Panel initiated an investigation and retained independent counsel to conduct a further review. The review concluded that no ethics violation occurred. Independent counsel also concluded that the complaint was filed without an evidentiary basis and was submitted in retaliation for specific Board actions taken earlier in the year.

Because of this conclusion, reached by independent counsel, I believe the September 26, 2025 complaint (FY26-002) constitutes a bad-faith complaint, directly prohibited under Section 3.0 of the Code.

Relevant Policy

Section 3.0 – Restrictions on Board Members’ Activities

The Code states that Board members shall not:

“Submit a bad faith complaint to the Ethics Panel.”

“Bad faith implies a lack of ethical conduct, honesty and fairness, often with the aim of causing harm.”

“Bad-faith reporting includes, but is not limited to, false or frivolous claims, repetitive meritless complaints, those submitted with retaliatory intent, and complaints without substantial justification.”

The findings of the independent attorney, and the Ethics Panel’s acceptance of those findings, indicate that the complaint meets this definition.

Findings of Independent Counsel

Independent counsel made several explicit determinations regarding the basis and motivation for the September 26 complaint.

From the report:

"It also appeared to me that at least part of the motivation for filing the Complaint in this matter may be an effort by some to seek retribution for the actions of the FY2026 Board in revising Mr. MacInnes's evaluation in May 2025. For example, when I asked Mr. Avery why he filed the Complaint, he told me that Ms. Emery and Mr. Greenberg approached him and talked to him about things that were going on with the Board – in particular, the decisions to “redo” the performance evaluation of Mr. MacInnes."

"Moreover, Mr. Avery stated unequivocally during his interview that he did not believe that Mr. Santos should have an ethics complaint against him. I had trouble reconciling that statement with the fact that Mr. Avery signed a Complaint plainly making an ethics complaint against Mr. Santos."

Independent counsel further concluded:

"I also conclude that a significant motive for the Complainants' filing of this Complaint was an effort to retaliate against Mr. Santos and Mr. Sullivan for their perceived roles in rescinding Mr. MacInnes's initial FY2025 evaluation and replacing it with a new evaluation on May 29, 2025 and for circulating the Memorandum, which the Complainants stated they believe was a personal attack on Mr. Greenberg and damaged his relationship with the Board and CA senior leadership."

And specifically regarding Eric:

"I find it more likely that Mr. Greenberg was motivated to file the instant Complaint in retaliation for Mr. Sullivan's dissemination of the Memorandum, which was highly critical of Mr. Greenberg's actions as a CA Board Member."

No Supporting Evidence for filing FY26-002

Independent counsel also wrote:

"Indeed, none of the Complainants alleged any facts, and I did not find any evidence to support a conclusion that Mr. Santos revealed Mr. Greenberg's scores to anyone."

These findings reflect not a disagreement over interpretation, but a conclusion that:

- No factual predicate existed for the complaint, and
- The complainants' primary motivation was retaliatory.

Ethics Panel Adoption

The Ethics Panel formally adopted the findings and conclusions of independent counsel. As stated in the Panel's own memorandum:

"The Panel met on December 19, 2025, reviewed Mr. Berwanger's findings of fact and proposed conclusions. The Panel unanimously adopts Mr. Berwanger's findings of fact and proposed conclusions as the Panel's final Findings and Conclusions as if fully stated herein."

Institutional Impact

The submission of an ethics complaint in bad faith, particularly one determined by independent counsel and accepted by the Ethics Panel to be retaliatory, undermines the integrity of CA's ethics process, risks chilling legitimate reporting, and diverts organizational resources away from genuine governance and oversight responsibilities.

Moreover, Mr. Berwanger wrote that, "there is a clear and deep divide among certain members of the CA Board that appears to have caused significant strain on the operations of CA."

Request for Review

I am happy to provide any additional supporting documentation; however, I believe all evidence can be found within the FY26-002 report.

I respectfully request that the Ethics Panel:

1. Review the findings of the independent counsel regarding the motivations and evidentiary basis of the September 26 complaint;
2. Determine whether the filing of that complaint violated the Code of Business Conduct and Policies, particular as noted in Section 3.0; and
3. If a violation is found, recommend sanctions as appropriate under the Code.

I submit this complaint in good faith to uphold the integrity, fairness, and accountability of Columbia Association's governance processes.

Respectfully,
Collin Sullivan

Collin Sullivan

he/him/his

Director, Columbia Association Board of Directors

Town Center Representative, Columbia Council

e. [REDACTED] | c. [REDACTED]

[Columbia Association](#) | [Town Center](#) | [Historic Oakland](#)

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MEMORANDUM

To: Shawn MacInnes, President & CEO

cc: Columbia Association, Audit Committee

From: Columbia Association Ethics Panel

Date: February 2, 2026

Re: Review of Complaint No. FY26-004

This Memorandum is submitted pursuant to Section E.1. of the Ethics Panel Charter and contains the Ethics Panel's decision that an investigation of the complaint filed by Board Member #1 ("Complainant") on January 9, 2026 ("the complaint") is warranted. The Panel's decision is explained below.

BACKGROUND

Upon receipt of the complaint, the Ethics Panel ("Panel") is required to review the complaint within fifteen (15) business days of submission and determine whether an investigation is warranted. *See* Ethics Panel Charter, Section E.1. The complaint was received on January 9, 2026 and assigned Complaint No. FY26-004. The Panel met on January 19, 2026, reviewed the complaint and determined that an investigation is warranted.

STANDARDS

While the Ethics Panel Charter does not include the standards with which to review a complaint, the Panel consulted the Policy for Reporting Violations of the Code of Business Conduct and Policies and agreed that our standards for determining whether an investigation is warranted will be guided by the factors outlined in Section B of the Policy. Relevant to this matter is the following standard: whether the allegations, even if true, amount to a violation of CA's Code of Business Conduct and Policies or other law.

ANALYSIS

On September 26, 2025, one day after the adoption of the revised Code of Business Conduct and Policies, three CA Board Members (each a "Respondent" and together "Respondents") filed an ethics complaint against the Complainant and one other Board Member alleging violations of Section 3.0 of the Code of Business Conduct by disclosing confidential information to CA's CEO and President. That complaint was assigned Complaint No. FY26-002.

The Ethics Panel reviewed the complaint and, pursuant to Section E.1. of the Ethics Panel Charter determined that an investigation was warranted. The Panel retained the independent law firm Liff Walsh & Simmons and Richard J. Berwanger, Jr. to investigate the complaint. After

completing an investigation, Mr. Berwanger submitted his findings of fact and proposed conclusions to the Panel. Mr. Berwanger findings indicate that Complaint No. FY-002 was filed, in part, in an “effort to seek retribution” and that a “significant motive” for the complaint “was an effort to retaliate” against certain Board members for actions taken in their capacities as Board Members. Mr. Berwanger concluded that there was no evidence to support a violation of the Business Code. The Panel adopted Mr. Berwanger’s findings and proposed conclusions.

Shortly thereafter, the Complainant (who was the subject of Complaint No. FY26-002) filed the instant complaint alleging the Respondents filed Complaint No. FY26-002 in bad faith in violation of Section 3.0 of the Code which provides, in relevant part:

Board members shall not ... [s]ubmit a bad faith complaint to the Ethics Panel. Bad faith implies a lack of ethical conduct, honesty and fairness, often with the aim of causing harm. Bad-faith reporting includes, but is not limited to, false or frivolous claims, repetitive meritless complaints, those submitted with retaliatory intent, and complaints without substantial justification.

The Panel has already adopted Mr. Berwanger’s findings as true but additional investigation is warranted to determine whether there are sufficient facts to conclude the Respondents violated Section 3 of the Code of Business Conduct by filing a bad faith complaint.

Conclusion

The Panel unanimously finds an investigation is warranted.

**REPORT OF FINDINGS AND CONCLUSIONS
AND RECOMMENDATION**

To: Caroline Payton, Assistant General Counsel

cc: Columbia Association, Audit Committee

From: Columbia Association Ethics Panel

Date: April 9, 2026

Re: Review of Complaint No. FY26-004

This Report and Findings and Conclusions (“Report”) is submitted pursuant to Section E.1 of the Ethics Panel Charter and contains the Ethics Panel’s findings of fact and conclusions that CA Board Members Eric Greenberg, Karin Emery and Reginald “Reg” Avery (combined “Respondents”) violated the Code of Business Conduct and Policies (“Code”).

Procedural Background

Upon receipt of a complaint, the Ethics Panel (“Panel”) is required to review the complaint within fifteen (15) business days of submission and determine whether an investigation is warranted. *See* Ethics Panel Charter, Section E.1. The complaint was received on January 9, 2026 and assigned Complaint No. FY26-004. The Panel met on January 19, 2026, reviewed the complaint and determined that an investigation was warranted. By Memorandum dated February 2, 2026, the Panel advised CA of its decision.

The Panel retained the independent law firm Liff Walsh & Simmons and Richard J. Berwanger, Jr. to investigate the complaint. None of the Panel Members hold any financial interest in Liff Walsh & Simmons. Mr. Berwanger investigated the complaint and, on April 3, 2026, submitted his findings of fact and proposed conclusions to the Panel. A copy of Mr. Berwanger’s April 3, 2026 letter is attached as **Exhibit A**.

Findings and Conclusions

The Panel met on April 7, 2026, reviewed Mr. Berwanger’s findings of fact and proposed conclusions. The Panel unanimously adopts Mr. Berwanger’s findings of fact and proposed conclusions as the Panel’s final Findings and Conclusions as if fully stated herein.

Recommendation

Section E.1 of the Charter provides, “If the Ethics Panel determines that a violation of the Code of Business Conduct and Policies has occurred, the Ethics Panel may provide recommendations for corrective action, including and up to removal of a director from the Board

of Directors[.]” Here, the Panel unanimously recommends that the Respondents be removed from the CA Board. We explain our reasoning below.

Preliminarily, the Panel concludes the Respondents submitted a bad faith complaint in violation of Section 3.0 of the Code when they filed a complaint (“FY26-002 Complaint”) against two other CA Board Members: Collin Sullivan and Bill Santos. The investigation of that matter found that part of the Respondents’ motivation for filing the FY26-002 Complaint “may be an effort by some to seek retribution” for prior Board actions. The finding was supported by specific facts including: (1) that Ms. Emery and Mr. Greenberg approached Mr. Avery to garner his support for filing the complaint; (2) Mr. Avery’s statements during the investigation of the FY26-002 Complaint varied significantly from the written complaint including his stated motivation for filing the complaint; (3) Mr. Avery’s statement that he did not believe a complaint should have been filed against Mr. Santos.

The instant complaint followed. Further investigation only strengthened the conclusion that the FY26-002 Complaint was, indeed, filed in bad faith. *See, e.g.*, April 3, 2026 Letter at 7-9; 11-12.

Had the investigation merely concluded that the FY26-002 Complaint was filed in bad faith,¹ the Panel would not recommend removal and would be inclined to recommend a censure or reprimand, additional ethics training, and (if possible) a monetary fine.² Unfortunately, the Respondents’ conduct vis a vis the investigation of this complaint is deeply troubling and shows a total disregard of their obligations as CA Board Members. The Panel sees no option short of removal.

Mr. Avery refused to participate in the investigation in any manner. Mr. Greenberg refused to provide relevant information about the preparation and filing of the FY26-002 Complaint and refused to answer Mr. Berwanger’s questions about whether any written communications between the Respondents related to the preparation and filing of the FY26-002 Complaint exist. Ms. Emery initially unilaterally terminated her interview when Mr. Berwanger declined to provide her with legal advice. Feigning an intention to cooperate, Ms. Emery requested a “second chance.” During her subsequent meeting with Mr. Berwanger, Ms. Emery made misrepresentations and refused to provide relevant written communications between the Respondents related to the preparation and filing of the FY26-002 Complaint.

¹ This should not be read as minimizing or trivializing the filing of a meritless complaint to the Ethics Panel. Filing a frivolous complaint has serious repercussions: it costs CA potentially substantial funds to investigate; wastes valuable time of CA Board Members, Senior Leadership and/or employees; and causes undue stress for the subject of the complaint.

² The Panel recommends the Board consider amending its By-laws, Charter, or Code to permit the imposition of financial penalties for violations of the Code. Here, a reasonable penalty would be the cost incurred by CA to investigate the frivolous complaint filed by the Respondents.

The Panel adopts Mr. Berwanger's finding that the Respondents exchanged written communications (text message and/or emails) relating to the filing of the FY26-002 Complaint.³ Those communications have either been intentionally destroyed by the Respondents or the Respondents are knowingly and intentionally withholding information relevant to this investigation. In reviewing this matter, the Panel considered the severity of the actions taken by the Respondents, the intentionality of the actions taken by the Respondents, and the impact on both the organization as a whole and the other persons involved in the Complaint. There is simply no excuse for the Respondents' knowing and intentional obstruction of this investigation. The Panel concludes that the Respondents violated Section 6.15 of the Code which requires them to cooperate with the Panel's investigation.

Conclusion

Members of CA's Board are fiduciaries and owe duties of loyalty and fidelity to CA. As the Code makes clear, Board Members are required to act in good faith, in a manner reasonably believed by them to be in the best interest of CA, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Code, Section 2.0. The Respondents failed in each regard and should not be afforded the privilege of serving on the CA Board. They should be removed.

The Panel submits this recommendation to the disinterested members of the Board for consideration and a vote.

³ To the extent the Respondents used their personal email accounts related to the drafting and filing of the FY26-002 Complaint, they violated Section 3.0 of the Code which prohibits them from "[u]s[ing] any non-CA email system (including personal email) to conduct CA Business (including Board business)."

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April 3, 2026

VIA EMAIL ([REDACTED])

Lydia E. Lawless, Esquire
Kramon & Graham, P.A.
750 East Pratt Street, Suite 1100
Baltimore, MD 21202

Re: Columbia Association Ethics Complaint FY26-004

Dear Ms. Lawless:

As you know, my office was retained by the Columbia Association (“CA”) to investigate the allegations contained in the Complaint filed by CA Board Member, Collin Sullivan (the “*Complainant*”), against CA Board Members, Eric Greenberg, Karin Emery, and Reginald “Reg” Avery (collectively, the “*Respondents*”), in the above-referenced matter.

Below is a summary of my factual findings and my proposed conclusions concerning whether any of the Respondents violated the CA Code of Business Conduct and Policies as alleged in the Complaint. I am sending this letter to you in your role as the Chair of the Ethics Panel for CA.

My findings are based on interviews with the following individuals:

- Board Member Collin Sullivan. Mr. Sullivan is the CA Board Member from the Village of Town Center. He has been a Board Member since April 2024. Mr. Sullivan is the Chair of the CA Board for FY2026. I interviewed Mr. Sullivan by video in connection with this investigation on March 11, 2026, and Mr. Sullivan provided additional information to me via email. I previously interviewed and collected information from Mr. Sullivan on November 24, 2025 as part of my investigation of CA Ethics Complaint FY26-002, which is documented in more detail in my written report in that matter.
- Board Member Eric Greenberg. Mr. Greenberg is the CA Board Member from the Village of River Hill. I interviewed Mr. Greenberg by video in connection with this investigation on March 10, 2026. I previously interviewed Mr. Greenberg on November 18, 2025 and by phone call on December 11, 2025 as part of my investigation of CA Ethics Complaint FY26-002, which is documented in more detail in my written report in that matter.
- Board Member Karin Emery. Ms. Emery is the CA Board Member from the Village of Oakland Mills. She has been a Board Member since approximately May 2023. I interviewed Ms. Emery by video in connection with this investigation on March 25, 2026,

and Ms. Emery provided additional information to me via email on March 27, 2026. I previously interviewed Ms. Emery on November 17, 2025 as part of my investigation of CA Ethics Complaint FY26-002, which is documented in more detail in my written report in that matter.

I requested to interview Board Member Reginald “Reg” Avery as part of this investigation. Mr. Avery is the CA Board Member from the Village of Long Reach and is a subject of the Complaint in this matter. As discussed in more detail below, however, Mr. Avery refused to meet with me or otherwise cooperate with my investigation. I previously interviewed Mr. Avery on November 18, 2026 as part of my investigation of CA Ethics Complaint FY26-002, which is documented in more detail in my written report in that matter.

My findings are also based on my review of documents provided by CA and my interviews conducted as part of my investigation of CA Ethics Complaint FY26-002. In addition to the interviews outlined above, as part of my investigation of CA Ethics Complaint FY26-002, I interviewed CA Board Members, Bill Santos and Michael Golibersuch, CA President/CEO, Shawn MacInnes, and CA General Counsel, John Kuchno.

Neither CA nor the members of its Board or senior leadership directed me as to the conclusions set forth herein. CA staff was cooperative in facilitating my investigation and my requests for information in connection therewith. As will be discussed later in this Report, however, the Respondents did not cooperate fully in my investigation. If you would like copies of any documents I reviewed in connection with this investigation, please let me know.

Summary of Complaint

The Complainant alleges that the Respondents’ submission of their ethics complaint against him and Mr. Santos on September 26, 2025, which was designated as CA Ethics Complaint FY26-002 (“***FY26-002 Complaint***”), was submitted by the Respondents in bad faith. The FY26-002 Complaint involved allegations by the Respondents that the Complainant and Mr. Santos revealed Mr. Greenberg’s numerical scores associated with his review of the CA President/CEO’s performance in FY2024-2025 in a Memorandum (the “***Memorandum***”) dated September 18, 2025 that was circulated at a closed CA Board Meeting of the same date. This office investigated the FY26-002 Complaint, and I generated a written report (the “***FY26-002 Report***”) in that matter dated December 12, 2025, in which I concluded that the Complainant and Mr. Santos did not violate the CA Code of Business Conduct and Policies or the CA President/CEO Performance Evaluation Policy. The Ethics Panel adopted the FY-26-002 Report as its findings in response to the FY26-002 Complaint.

Citing various sections of the FY26-002 Report, the Complainant contends that this office’s findings in that matter demonstrate that the FY26-002 Complaint “was filed without an evidentiary basis and was submitted in retaliation for specific Board actions taken earlier in the year.” As a result, the Complainant asserts that the Respondents filed the FY26-002 Complaint in bad faith in violation of Section 3.0 of the CA Code of Business Conduct and Policies.

The Complainant requested that the Ethics Panel:

1. Review the findings of the independent counsel regarding the motivations and evidentiary basis of the September 26 complaint;
2. Determine whether the filing of that complaint violated the Code of Business Conduct and Policies, particular [sic] as noted in Section 3.0; and
3. If a violation is found, recommend sanctions as appropriate under the Code.

Summary of the CA Code of Business Conduct and Policies

CA Code of Business Conduct and Policies

The “Columbia Association, Inc. Code of Business Conduct and Policies”¹ (hereinafter, the “*CA Code*”), by its terms, “applies to all activities involving CA business including Board Meetings and work sessions, committee and subcommittee meetings, email, social media, CA events and any other situation where a person could be considered to be representing CA in an official or semiofficial manner.”

Section 3.0 of the CA Code, which is the section of the Code that was specifically referenced in the Complaint, reads as follows:

Board members shall not:

Conduct themselves in a manner that assumes any greater rights or privileges than other members of the Columbia community.

Speak for or act on behalf of CA unless specifically authorized to do so. They will be considered to be acting as a CA representative when:

carrying out work or volunteer duties on behalf of CA;

attending a CA meeting or event sponsored by CA;

attending an outside meeting as a CA representative;

wearing a name badge or clothing designating them as a CA representative; or

¹ The CA Code relevant to this investigation is the version adopted by the CA Board on September 25, 2026. Indeed, this version governs this investigation because the conduct of the Respondents in filing the FY26-002 Complaint occurred after the adoption of the new CA Code. This is a different version of the CA Code referenced in the FY26-002 Report.

communicating via a CA email account or on CA stationery.

Engage in any communications, whether or not on behalf of CA, that defames another Board member or CA employee.

Submit a bad faith complaint to the Ethics Panel. Bad faith implies a lack of ethical conduct, honesty and fairness, often with the aim of causing harm. Bad-faith reporting includes, but is not limited to, false or frivolous claims, repetitive meritless complaints, those submitted with retaliatory intent, and complaints without substantial justification. The Board may sanction members who submit bad faith complaints.

Discuss or release the confidential proceedings of the Board, except with or to another Board member, or discuss or release confidential CA information with or to anyone other than another Board member or a member of Senior Management who is authorized by CA to have such information.

Act in a way that is intended to intimidate or harass others in the conduct of their responsibilities.

Interfere with the duties of other Board members, corporate officers or CA employees.

Knowingly misrepresent facts, the Board's position on issues, or disseminate false or misleading information about CA, other Board members or CA staff members.

Simultaneously serve on the Board and as a sworn public officer.

Be compensated for service other than one free activities membership and a gift card. (Board members will, however, be reimbursed for attendance at relevant conferences and meetings or other activities that are reasonably related to CA business. Any CA business expenses must be documented and recorded accurately for reimbursement.)

Accept any loans from CA other than ordinary travel and expense advances.

Assist or represent for compensation another party in any matters involving CA while on the Board or within one year after the end of service on the Board.

Use the CA email system to conduct personal business.

Use any non-CA email system (including personal email) to conduct CA business (including Board business).

While on the Board or within one year after the end of service on the Board, assist or represent another party for compensation in a case, contract or other matter involving CA, or be employed by or enter into any contract for compensation with CA either personally or in a manner from which they would benefit. (Reimbursement for personal expenses is permitted.)

(emphasis added).

Summary of Factual Findings

At the outset, I adopt and incorporate the FY26-002 Report as part of this Report, and the findings herein should be considered as a supplement to my findings in the FY26-002 Report. Of particular relevance in this matter is the following conclusion in the FY26-002 Report: “It also appeared to me that at least part of the motivation for filing the Complaint in this matter may be an effort by some to seek retribution for the actions of the FY2026 Board in revising Mr. MacInnes’s evaluation in May 2025.” FY26-002 Report at 14. I also concluded in the FY26-002 Report: “I also conclude that a significant motive for the Complainants’ filing of this Complaint was an effort to retaliate against Mr. Santos and Mr. Sullivan for their perceived roles in rescinding Mr. MacInnes’s initial FY2025 evaluation and replacing it with a new evaluation on May 29, 2025 and for circulating the Memorandum, which the Complainants stated they believe was a personal attack on Mr. Greenberg and damaged his relationship with the Board and CA senior leadership.” FY26-002 Report at 16-17.

Supplement to FY26-002 Report Findings Based on CA Ethics Complaint FY26-002 Investigation Interview With Mr. Avery

As outlined in the FY26-002 Report, my conclusions relating to the motives of the Respondents for filing the FY26-002 Complaint were based in large part on my interview with Mr. Avery in that matter. Mr. Avery spent the majority of that interview complaining about the decision of the majority of the FY2026 Board to revise Mr. MacInnes’s evaluation as CA President/CEO, which was not the stated basis for the FY26-002 Complaint that the Respondents had filed. In addition, Mr. Avery stated during that interview that both Mr. Greenberg’s and Ms. Emery’s scores had been revealed in the Memorandum at issue in that matter, which was not consistent with the FY26-002 Complaint or the statements of any other witness I interviewed. More troubling was Mr. Avery’s statement during his interview that he did not believe that Mr. Santos should have an ethics complaint against him, despite the fact that Mr. Avery had filed the Complaint in that matter against Mr. Santos.

As I outlined in the FY26-002 Report:

I found the following issues regarding Mr. Avery’s interview statements significant:

- Mr. Avery contended that Ms. Emery and Mr. Greenberg approached him seemingly as part of an effort to garner his support for filing the Complaint;
- Mr. Avery's stated motivation for filing the Complaint (his complaints about revisiting Mr. MacInnes's evaluation) was the clear emphasis of his statements to me and is *not* the alleged basis for the Complaint as stated therein;
- Mr. Avery made multiple statements that were inconsistent with the statements of other witnesses and other determinations I made (e.g., that Mr. Sullivan required the Board Members to put their names on their ballots when giving numerical scores and that he believed that Ms. Emery's scores had been shared), leaving open the possibility he had motivations for filing the Complaint other than those stated in the Complaint;
- Mr. Avery stated during his interview that he did not believe that Mr. Santos should have an ethics complaint against him, which contradicted the fact that Mr. Avery signed a Complaint plainly making an ethics complaint against Mr. Santos.

FY26-002 Report at 14-15.

I requested to interview Mr. Avery in connection with my investigation in this matter, but Mr. Avery refused to participate in my investigation. Additional details regarding Mr. Avery's failure to cooperate are outlined below. Therefore, Mr. Avery offered no additional evidence as part of this investigation to explain his motives for filing the FY26-002 Complaint or that would contradict my findings in the FY26-002 Report. Moreover, none of the witnesses I interviewed in this investigation provided any evidence that provided further explanation or context for Mr. Avery's statements outlined above. Therefore, my findings relating to Mr. Avery's involvement in the FY26-002 Complaint remain unchanged from the FY26-002 Report, and are, in my view, bolstered by Mr. Avery's refusal to participate in this investigation.

Supplement to FY26-002 Report Findings Based on Mr. Greenberg's Assertions of Damage to His Relationship with Mr. MacInnes and Other CA Board Members

Another basis for the conclusions reached in the FY26-002 Report was Mr. Greenberg's statements in his FY26-002 Complaint interview regarding his concern about damage to his relationships with Mr. MacInnes and other Board Members that resulted from his scores being revealed in the Memorandum. I concluded in the FY26-002 Report that Mr. Greenberg's statement in that regard was not credible. *See* FY26-002 Report at 17. I further concluded that "there is significant evidence that Mr. Greenberg has openly and forcefully criticized CA senior leadership directly for several years, including Mr. MacInnes and prior CA employees, some of whom cited Mr. Greenberg's actions as a reason for their resignation." *See* FY26-002 Report at 17. My findings in this regard

were based on statements made by a number of CA Board Members and staff I interviewed as part of my investigation of the FY26-002 Complaint, which are outlined in more detail in the FY26-002 Report at pages 13-14.

I wish to make clear that I pass no judgment on any position taken or criticism of CA operations or its staff levied by Mr. Greenberg as a member of the CA Board. Rather, my finding regarding Mr. Greenberg's credibility was based on the fact that the evidence available to me demonstrated that Mr. Greenberg's expressed concern had no merit and was belied by prior actions he had taken as a CA Board Member. Specifically, Mr. Greenberg told me that he gave low scores to Mr. MacInnes in certain categories of his evaluations because he wanted to see change and improvement, but that revealing his negative scores in the Memorandum hindered his relationship with Mr. MacInnes and distorted his relationship with Mr. MacInnes and other members of the CA Board. He claimed he was painted in a light that was not warranted and that revealing his scores made it harder to work with Mr. MacInnes.

To date, however, including as part of this investigation, Mr. Greenberg has been unable to produce any evidence to demonstrate that his relationship with Mr. MacInnes or other CA Board Members changed in any way as a result of the September 18, 2025 Memorandum. I specifically asked Mr. Greenberg what, if any, information he had to explain or rebut this conclusion, and he only offered that revealing his scores singled him out and affected him in an unequal manner. He did not provide any examples of his relationship with Mr. MacInnes or any Board Members being harmed.

Moreover, I received evidence during my investigation of the FY26-002 Complaint and this matter that suggests that Mr. Greenberg's relationship with Mr. MacInnes and several CA Board Members was adversarial prior to the circulation of the September 18, 2025 Memorandum and was not impacted by the Memorandum.

Specifically, Mr. MacInnes stated to me in his interview during my investigation of the FY26-002 Complaint that, because he works with the Board directly, he had an understanding of how various Board members felt about his performance. He also stated that, in approximately February 2025, he met with the CA Board to review the Board Goals that had been agreed upon the prior fall. As part of this investigation, I reviewed the Meeting Minutes from several CA Board Meetings and recordings of multiple CA Board Meetings. At the February 27, 2025 CA Board Meeting, Mr. MacInnes and Jackie Tuma, CA's Director of Audit and Advisory Services, gave a presentation to the CA Board regarding the Board Goal to "evaluate CA assuming management of the buildings currently managed by the Village community associations, evaluate opportunities and challenges for both CA and the villages, and develop a plan for Board consideration." *See* February 27, 2025 CA Board Meeting Minutes at § 8(f). When that presentation concluded, Mr. Greenberg was the first Board Member to give comments about the presentation. His comments related to (1) skepticism he had regarding the conclusions reached in the report regarding anticipated increase in use of CA facilities; (2) complaints he had about the potential loss of revenue from the use of CA facilities if CA assumed control of those facilities; (3) his position that CA was ignoring the affordability goal set by the Board by failing to reduce charge rate and raising membership rate; and (4) his concern that the Board was not considering an option to keep the "status quo" as it related to the managements of facilities currently being managed by Village community associations. *See* Video of February 27, 2025 CA Board Meeting

(<https://www.youtube.com/live/RdatMP5AOHA?t=9999s>) at 3:19:20, 3:35:53. I noted that Mr. Greenberg's commentary was consistent with and further supports the conclusion I reached in the FY26-002 Report that there is evidence that Mr. Greenberg openly criticized CA senior leadership as part of his service as a CA Board Member.

In addition, Mr. Greenberg's critical statements during the Board Goals discussion align directly with the ratings of "0" he gave in his evaluation of Mr. MacInnes as CA President/CEO on [REDACTED], which state:

[REDACTED]

* * *

[REDACTED]

See Ex. B to FY26-002 Report.

This is noteworthy in that Mr. Greenberg's comments during the February 27, 2025 Board Meeting, which was a Board Meeting that is currently accessible to the public for viewing on YouTube at the link cited above, directly align with the ratings of "0" given by Mr. Greenberg during his evaluation of Mr. MacInnes. Thus, not only was Mr. Greenberg openly critical of Mr. MacInnes's and Ms. Tuma's presentation, his criticism as compared to the comments of the other Board Members made it clear that he was dissatisfied with Ms. MacInnes's performance on Goal No. [REDACTED]. Moreover, Mr. Greenberg specifically stated during the February 27, 2025 Board Meeting that he thought that CA was ignoring the affordability goal set by the Board, [REDACTED] referenced above. Thus, it would not have been difficult for anyone who heard his comments as compared to those of the other Board Members to determine that he was dissatisfied with Mr. MacInnes's performance on Goal No. [REDACTED].

I also noted that, whereas other Board Members thanked the staff or made comments about the work that went into the report, Mr. Greenberg did not. That is not to suggest that there exists any obligation on the part of a CA Board Member to thank or comment on the work of the CA employees who prepared or presented information at a Board Meeting. Rather, I noted it as evidence that Mr. Greenberg's behavior was inconsistent with that of several other Board Members and was consistent with characterizations of many with whom I spoke that Mr. Greenberg was often particularly critical of CA staff and did not have a positive relationship with many staff members.

Mr. Greenberg's statements during the February 27, 2025 Board Meeting corroborate the statements by the Board Members I interviewed previously who told me that they were able to independently deduce which scores in Exhibit B to the FY26-002 Report belonged to Mr.

Greenberg. Mr. Greenberg's statements also corroborate the statements by Mr. MacInnes and Mr. Kuchno that they also generally deduced or had assumed that Mr. Greenberg had given Mr. MacInnes low scores in his evaluation.

Mr. Greenberg's comments and behavior outlined above further support my conclusion in the FY26-002 Report that Mr. Greenberg's assertions that his relationship with Mr. MacInnes and other Board Members had in some way been damaged by the September 18, 2025 Memorandum lack credibility.

Interview With the Complainant

As part of my investigation, I interviewed the Complainant and he provided me with additional information after my interview. The Complainant made clear that most of the basis for his Complaint was the contents of the FY26-002 Report. He also stated, however, that he believed that the conduct of the Respondents during the September 25, 2025 CA Board Meeting – in particular, their repeated efforts to delay and stop the Board's efforts to revise the CA Ethics Policy – constituted additional evidence of the bad faith motives of the Respondents.

I reviewed the video recording of the FY26-002, and the Complainant's descriptions of what occurred was generally corroborated by the video. That is, the Respondents did employ various tactics throughout that Board Meeting seeking to terminate, delay, or oppose the Board's efforts to revise the Ethics Policy. Those efforts included moving to move the Ethics Policy amendments from "Old Business" to "New Business" on the Agenda, moving to table discussion on the Ethics Policy, and moving to further amend the Amendments to the Ethics Policy. While the Complainant may not have agreed with those tactics or the positions taken by the Respondents during that Meeting, I do not have sufficient evidence conclude that the Respondents exhibited bad faith doing so.

Failure of Respondents to Provide Information Rebutting Conclusions in FY26-002 Report and Lack of Cooperation of Respondents in My Investigation

Mr. Avery's Failure to Cooperate in FY26-004 Complaint Investigation

As referenced above, Mr. Avery refused to participate in the investigation entirely, despite my request to interview him. Mr. Avery asserted in an email dated March 5, 2026 that a personal matter made him "incapable" of participating. *See Exhibit A*. In an effort to respect the privacy of Mr. Avery, I redacted the substance of his explanation as to why he claimed he could not participate. However, Mr. Avery also stated in that email:

...when I am able to participate, I will not work with nor speak to Richard Berwanger. He is most certainly part of the issue and to have him investigate this is like having the fox guarding the chicken coop. You can do better and find someone who is not part of the problem. When I last spoke with him during the last investigation I found him to be abrasive, condescending bordering on disrespectful. And lastly, this is a case of revenge and retaliation, not a case of an ethics violation.

See **Exhibit A**. I interpreted Mr. Avery's email to state that, regardless of his personal matter, he was not willing to cooperate in my investigation.

For completeness of the record, I respectfully deny Mr. Avery's allegations that I was "abrasive, condescending bordering on disrespectful" during my interview of him in connection with my investigation of the FY26-002 Complaint. Mr. Avery did not cite any basis for his contentions in that regard.

Mr. Greenberg's Interview and His Failure to Cooperate in FY26-004 Complaint Investigation

Mr. Greenberg was initially cooperative in scheduling and attending his interview in this matter. During my interview, Mr. Greenberg told me that he disagreed with my conclusions in the FY26-002 Report and contended that they were "based on conjecture." He further contended that material evidence to support my conclusions was lacking. When I asked Mr. Greenberg to explain why he disagreed with my conclusions, he pointed to the fact that the September 18, 2025 Memorandum was misleading because, while it referenced his "0" scores, it failed to state that he also gave a "perfect 4" score. He also stated that, if he wanted his President/CEO Evaluation scores revealed, he would have revealed them. Mr. Greenberg, did not explain, however, how those facts were material to my conclusions regarding his motive in filing the FY26-002 Complaint.

I further asked Mr. Greenberg to tell me what evidence he had to support his contention in the FY26-002 Complaint that Mr. Santos violated the CA Code or the CA President/CEO Performance Evaluation Policy. Mr. Greenberg stated that Ms. Santos had collected the scores and that was the only evidence he had. I also asked Mr. Greenberg to tell me what evidence he had to support his allegations against the Complainant in the FY26-002 Complaint. Mr. Greenberg stated that his sole basis was Mr. Sullivan's circulation of the September 18, 2025 Memorandum. Mr. Greenberg did not claim to have evidence that either Mr. Santos or the Complainant ever had his President/CEO evaluation scores with his name associated with them.

I also asked Mr. Greenberg to explain how Ms. Emery and Mr. Avery came to be involved in filing the FY26-002 Complaint about his scores. The purpose of my inquiry was to gain better insight as to how the Complaint came to be prepared and what, if any, coordination took place between the Respondents to file it. Mr. Greenberg responded that he, Ms. Emery, and Mr. Avery discussed their concerns, and each signed the FY26-002 Complaint. I asked Mr. Greenberg whose idea it was first to file the FY26-002 Complaint, and he refused to answer my question, instead repeating his statement that all of the Respondents discussed the FY26-002 Complaint and signed it. I asked the question again, and Mr. Greenberg repeated his answer. I asked Mr. Greenberg why Ms. Emery and Mr. Avery were involved in filing a complaint about his President/CEO evaluation scores, and in response, he simply repeated that they all discussed it and signed it and did not offer any additional information or context. Mr. Greenberg was evasive and not cooperative in responding to my questions.

I also asked Mr. Greenberg during his interview if he had any written communications, including emails or text messages, with any of the Respondents regarding the preparation or filing of the FY26-002 Complaint. Mr. Greenberg refused to answer that question. I asked if he would be willing to provide any such communications to me, and Mr. Greenberg again refused to answer. To be clear, Mr. Greenberg did not deny that such communications exist. Rather, he simply refused

to answer my questions entirely. On March 28, 2026, I sent Mr. Greenberg emails confirming his refusal to provide written communications to me. *See Exhibit B*. Mr. Greenberg did not respond to my emails in **Exhibit B**.

Based on my interview with Ms. Emery described below and her and Mr. Greenberg's failure to deny the existence of such communications, I conclude that written communications among the Respondents, including Mr. Greenberg, relating to the filing of the FY26-002 Complaint likely do (or did) exist. Moreover, given that the communications relate to filing an ethics complaint against other CA Board Members, those communications would have been within the scope of Mr. Greenberg's activities as a Member of the CA Board. Therefore, I know of no reason why Mr. Greenberg would refuse to answer questions about CA-related communications or provide such communications to me unless he believed that they would either support the allegations in the Complaint or be damaging to his position in this investigation.

Ms. Emery's Interview and Her Failure to Cooperate in FY26-004 Complaint Investigation

I also asked to interview Ms. Emery as part of my investigation in this matter, and we scheduled her interview by video call at 1:30 p.m. on March 24, 2026. I initiated a video call with Ms. Emery at that scheduled time and, as is my custom, asked if Ms. Emery had any questions before I began. She responded in the affirmative. Ms. Emery then asked me a hypothetical question about whether a member of a Board of Directors could disavow something he said in a document with his name on it. I did not fully understand Ms. Emery's question or the context for it, but I interpreted her question as a request that I provide legal advice. I, therefore, responded that I was not retained to give legal advice to her and could not do so. Ms. Emery did not accept that response, and I then engaged Ms. Emery in a discussion to attempt to better understand her inquiry. Ms. Emery became further dissatisfied with what she clearly perceived as my refusal to answer her question. She then stated abruptly, "I think we are done here," and unilaterally terminated the video call. The video call lasted less than five (5) minutes in total.

That same afternoon, at approximately 4:38 p.m., Ms. Emery left me a voicemail acknowledging that she prematurely terminated our call, but that she did not want me to think she was not cooperating. *See Exhibit C* (Ms. Emery's March 24, 2026 Voicemail). She stated, "if your questions are fair, and you're willing to talk to me, I will not hang up on you, and I would like a second chance." *See Exhibit C*. After receiving Ms. Emery's voicemail, I rescheduled her interview for the following day, March 25, 2026.

Ms. Emery spent several minutes at the beginning of the interview expressing her disagreement with the conclusions reached in the FY26-002 Report. Ms. Emery stated that she filed the FY26-002 Complaint because she believed that the Complainant had a duty to maintain confidentiality regarding Mr. Greenberg's President/CEO Performance Evaluation scores and that he breached that obligation. She also remains steadfast in her belief that the Complainant violated the CA Code and the CA President/CEO Performance Evaluation Policy. Ms. Emery did not, however, provide any additional facts in connection with the issues addressed in the FY26-002 Report.

Ms. Emery emphasized during her interview that it was her belief, even after reviewing the FY26-002 Report, that the Complainant and Mr. Santos had direct knowledge of Mr. Greenberg's President/CEO evaluation scores and caused the scores to be revealed in the Memorandum. Ms.

Emery did not appear to accept the possibility that the Complainant or anyone else was able to deduce Mr. Greenberg's scores as I concluded in the FY26-002 Report. However, Ms. Emery was unable to direct me to any evidence to support her assertion other than the fact that the Complainant and Mr. Santos collected the numerical scores and Mr. Greenberg's scores were published in the Memorandum. My conclusions as to how that occurred are contained in the FY26-002 Report, and I uncovered no evidence as part of this investigation that would cause me to amend those findings.

Ms. Emery further asserted that, immediately after the Respondents filed the FY26-002 Complaint, "they" had the policy changed because "they" knew "they" had violated it. While Ms. Emery did not specifically specify who "they" encompassed, I interpreted her reference to "they" to include the Complainant and Mr. Santos. I told Ms. Emery in response to her statement, however, that to my knowledge, the Complainant did not have the authority to change the Ethics Policy unilaterally, and that it was my understanding that the CA Board voted as a group to change the Ethics Policy. Ms. Emery agreed with that statement.

I have also since confirmed that Ms. Emery's allegation that the Board voted to change the Ethics Policy *after* the Respondents filed their Complaint was false. According to the Meeting Minutes from the September 25, 2025 CA Board Meeting, the CA Board voted to approve amendments to the "Policy for Reporting Violations of the Code of Business Conduct and Policies," the "Code of Business Conduct and Policies," and the "Ethics Panel Charter," at that meeting. The FY26-002 Complaint was not filed by the Respondents until *the following day – September 26, 2025*. The Meeting Minutes from several 2025 CA Board Meetings also reflect that amendments to the "Policy for Reporting Violations of the Code of Business Conduct and Policies," the "Code of Business Conduct and Policies," and the "Ethics Panel Charter," had been considered by the Board since at least May 29, 2025, as there are references to discussions of that topic in the Meeting Minutes from the CA Board Meetings on May 29, 2025, June 26, 2025, and July 24, 2025. Moreover, Ms. Emery participated in several motions and multiple discussions about the Ethics Policy at the September 25, 2025 Board Meeting during which she asserted different grounds for why she believed the Ethics Policy was being revised. Thus, I conclude that Ms. Emery's contention that the Complainant or any other Board Members revised any CA Ethics Policy because they knew they had violated it is false.

I also asked Ms. Emery how she became involved in filing the FY26-002 Complaint. She responded that, after the September 18, 2025 closed Board Meeting, she was upset that Mr. Greenberg's scores had been revealed in the Memorandum, which had been circulated to all attendees. Ms. Emery stated that, in her mind, there was a breach of confidentiality and that she believed that she had a duty to report it. Ms. Emery said that Mr. Greenberg told her that he was thinking of filing an ethics complaint, and that thereafter, she and Mr. Greenberg went to the CA office and reread the Memorandum multiple times and decided to file an ethics complaint. Ms. Emery stated that Mr. Greenberg wrote the first draft of the FY26-002 Complaint and that all of the Respondents had input on it.

I asked Ms. Emery how Mr. Avery became involved in the FY26-002 Complaint, and she responded that she and Mr. Greenberg asked Mr. Avery if he wanted to be involved, which is a fact that Mr. Greenberg refused to reveal. Notably, Ms. Emery stated that she did not ask any Member of the CA Board outside of the Respondents if they wished to participate in filing the

FY26-002 Complaint. She contended that she would have asked them, but she did not think they would join the complaint.

I concluded based on Ms. Emery's description of how the Respondents agreed to file the FY26-002 Complaint and how the FY26-002 Complaint was drafted that it is very likely that the Respondents, including Ms. Emery, engaged in written communications with each other regarding the decision to file the FY26-002 Complaint and/or the contents of the FY26-002 Complaint. I, therefore, asked Ms. Emery during her interview if she had any written communications, including emails or text messages, with any of the Respondents regarding the preparation or filing of the FY26-002 Complaint. Ms. Emery responded that she was not going to share her personal emails with me. I explained to her that I did not view emails between her as a CA Board Member and the other Respondents, who are also Board Members, regarding filing an ethics complaint against the Complainant and Mr. Santos, who are also CA Board Members, to be personal communications. I informed her that I was not seeking her personal emails, only those relating to the FY26-002 Complaint, which was a CA matter.

Like Mr. Greenberg, Ms. Emery did not deny the existence of such emails. Instead, she stated that she would not provide any such emails to me. On March 28, 2026, I sent Ms. Emery an email confirming her refusal to provide written communications to me. *See Exhibit D* (Email Exchange with Mr. Emery) at March 28, 2026 Email. Ms. Emery responded to that email on March 30, 2025 stating that she needed additional time to respond to my email. *See Exhibit D* at Ms. Emery's March 30, 2026 Email. In response, I asked Ms. Emery to submit any documents or additional information she wanted me to consider by April 1, 2026 at 9:00 a.m. *See Exhibit D* at my March 30, 2026 Email. On March 31, 2026, Ms. Emery responded that my "pursuit of additional information is inappropriate," which I understood to mean that she would not be providing me with any additional documents or information in response to my request. *See Exhibit D* at Ms. Emery's March 31, 2026 Email. Ms. Emery did not produce any emails to me in response to my request.

As I concluded above, I find that written communications among the Respondents relating to the filing of the FY26-002 Complaint likely do (or did), in fact, exist and that those communications would fall within the scope of CA business. I further find that Ms. Emery is likely party to and in possession of such communications given that she does not deny their existence, but she refuses to provide them. As I concluded with Mr. Greenberg, I know of no reason why Ms. Emery would refuse to provide me with copies of the requested communications unless she believed that they would either support the allegations in the Complaint or be damaging to her position in this investigation.

Proposed Conclusions

Complaint Against Mr. Avery

Based on the findings above, I conclude that Mr. Avery filed the FY26-002 Complaint in bad faith and in violation of Section 3.0 of the CA Code.

First, I note from the FY26-002 Report my finding that Mr. Greenberg and Ms. Emery approached Mr. Avery in an effort to solicit his support for filing the FY26-002 Complaint. My interview of Ms. Emery in this matter confirmed that is what occurred. Mr. Avery admitted during his interview as part of my investigation of the FY26-002 Complaint that he did not believe that Mr. Santos should have had an ethics complaint filed against him, but Mr. Avery nonetheless joined in filing the FY26-002 Complaint against Mr. Santos. Thus, the evidence establishes that Mr. Avery joined in filing the FY26-002 Complaint despite believing that at least a portion of it did not have merit. Neither he nor any other witness provided any additional information that would explain his decision to file the FY26-002 Complaint against Mr. Santos or otherwise rebut this conclusion.

In addition, as set forth in the FY26-002 Report, Mr. Avery spent much of his interview in that matter complaining about the decision of the FY2026 CA Board to revise Mr. MacInnes's evaluation as CA President/CEO. He claimed that revisiting the evaluation was wrong and against the rules. Those issues were not relevant to the FY26-002 Complaint. While Mr. Avery eventually stated that he believed it was wrong that individual Board Member scores were revealed, which *was* the subject of the FY26-002 Complaint, the vast majority of his statements related instead to the decision of the Board to revisit Mr. MacInnes's evaluation. I concluded, therefore, that at least part of Mr. Avery's motives for filing the FY26-002 Complaint was to seek retribution against the Complainant and Mr. Santos for what he perceived as improper actions taken by the Board in connection with revising Mr. MacInnes's performance evaluation, which was not the stated basis for the FY26-002 Complaint. This constitutes a bad faith motive on the part of Mr. Avery in filing the FY26-002 Complaint. No witness, including Mr. Avery, produced any information as part of this investigation to rebut that conclusion.

As I concluded in the FY26-002 Report, Mr. Avery also made multiple statements during his interview in the FY26-002 Complaint matter that were inconsistent with the statements of other witnesses and other determinations I made, leaving open the possibility he had motivations for filing the Complaint other than those stated in the Complaint. Given that Mr. Avery refused to cooperate with my investigation, I did not uncover any evidence to refute this conclusion.

Lastly, I find Mr. Avery's refusal to cooperate in my investigation significant in that, during that investigation, he would have been provided an opportunity to present me with any evidence he had to refute the allegations made in this matter that he filed the FY26-002 Complaint. Because he refused to do so, Mr. Avery did not provide any evidence that would establish that he acted in good faith.

Complaint Against Mr. Greenberg

Based on the findings above, I also conclude that Mr. Greenberg filed the FY26-002 Complaint in bad faith and in violation of Section 3.0 of the CA Code.

During my investigation, Mr. Greenberg adamantly disagreed with my conclusions in the FY26-002 Report and contended that they were “based on conjecture.” He further contended that material evidence to support my conclusions was lacking. However, Mr. Greenberg was ultimately unable to present me with evidence sufficient to refute my findings and conclusions in the FY26-002 Report.

Mr. Greenberg’s stated basis for filing the FY26-002 Complaint was the fact that his “0” President/CEO evaluation scores were published in the September 18, 2025 Memorandum. While there is no dispute that the Memorandum stated that he had given multiple scores of “0” in his evaluation of Mr. MacInnes as CA President/CEO, the evidence uncovered during my investigations and the statements and behavior of Mr. Greenberg establish that he had ulterior bad faith motives for filing the FY26-002 Complaint.

Specifically, Mr. Greenberg cited very little evidence beyond the publication of his scores in the Memorandum to support his contention that the Complainant and Mr. Santos violated the CA Code and the CA President/CEO Performance Evaluation Policy. Mr. Greenberg asserted that Mr. Santos and the Complainant had participated in collecting the scores at the closed April 2025 Board Meeting where they were discussed. Mr. Greenberg then pointed to the fact that the September 18, 2025 Memorandum had the Complainant’s name on it. Mr. Greenberg did not, however, claim to have evidence that either Mr. Santos or the Complainant ever had his President/CEO evaluation scores with his name associated with them, nor could he identify how the scores appeared in the Memorandum. Mr. Greenberg made it clear during my investigation in this matter that he refuses to accept the results of the FY26-002 Report, but was unable to identify evidence sufficient to establish that the findings contained therein are incorrect.

I further find that Mr. Greenberg was disingenuous regarding his statements during my investigation of the FY26-002 Complaint that he believed that his working relationship with Mr. MacInnes and other members of the CA Board was hindered by the inclusion of his President/CEO evaluation scores in the Memorandum. I found no evidence to support Mr. Greenberg’s contention. As set forth above, however, I did uncover evidence that Mr. Greenberg had previously shared his criticisms relating to CA and its staff openly in public forums, including Board Meetings. My additional investigation of this issue supported the statements made by the witnesses in the FY26-002 matter that it was not difficult for them to determine that it was Mr. Greenberg who had given multiple “0” scores as part of his evaluation of Mr. MacInnes. Moreover, it was clear from Mr. Greenberg’s behavior that his working relationship with CA staff and other Board Members was strained well before the publishing of the September 18, 2025 Memorandum, which Mr. Greenberg clearly knew. Mr. Greenberg’s disingenuous efforts to convince me as part of the FY26-002 Complaint that the Complainant’s and Mr. Santos’s actions harmed his relationship with Mr. MacInnes and other Board members is evidence of his bad faith in pursuing the FY26-002 Complaint.

As part of this investigation, it was my goal to attempt to gather more information regarding the Respondents’ motives and methods for filing the Complaint. As set forth above, however, Mr. Greenberg refused to answer most of my questions about how the FY26-002 Complaint was drafted and what communications occurred between the Respondents in connection with the FY26-002 Complaint. He also refused to produce any of the communications between him and the

other Respondents regarding the FY26-002 Complaint, which I found above, likely exist (or existed at one time). I find Mr. Greenberg's refusal to answer my questions regarding his coordination with the other Respondents to file the FY26-002 Complaint, which is CA-related business, and his refusal to provide copies of written communications relating to the same, further supports my conclusion that he acted in bad faith in pursuing the FY26-002 Complaint.

It was also clear to me that Mr. Greenberg and Ms. Emery participated in soliciting Mr. Avery to join in filing the FY26-002 Complaint, but no effort was made to solicit any other Board Members. Had Mr. Greenberg simply wished to report conduct of other CA Board Members that he believed to be unethical, he could have done so without soliciting support from other Board Members. Mr. Greenberg selectively solicited Mr. Avery to join in the FY26-002 Complaint when Mr. Avery stated to me that he did not believe that Complaint should have been filed against Mr. Santos supports my conclusion that Mr. Greenberg had ulterior motives in filing the FY26-002 Complaint and did so in bad faith.

Complaint Against Ms. Emery

Based on the findings above, I also conclude that Ms. Emery filed the FY26-002 Complaint in bad faith and in violation of Section 3.0 of the CA Code.

First, for the reasons set forth above, I conclude that Ms. Emery falsely stated to me during my investigation that the Complainant and/or other Board Members revised the CA Ethics Policy because they knew they had violated it. There is was no evidence to support that contention. Moreover, revisions to the CA Ethics Policy had been considered by the Board for months prior to filing the FY26-002 Complaint and Ms. Emery could not dispute that Ethics Policy was amended pursuant to a legitimate CA Board vote. Ms. Emery also actively participated in debate regarding the Ethics Policy before filing the FY26-002 Complaint. Therefore, I believe that Ms. Emery made that false allegation without any basis whatsoever, and either knew it had no basis or acted with complete disregard for the truth of her state, either of which would constitute bad faith.

Ms. Emery also acknowledged soliciting Mr. Avery to join in filing the FY26-002 Complaint, but admitted that she did not consult with any CA Board Members other than the Respondent to join in filing the Complaint. Moreover, she took part in soliciting Mr. Avery to participate in filing the FY26-002 Complaint when Mr. Avery did not believe that the FY26-002 Complaint should be filed against Mr. Santos. Like Mr. Greenberg, had Ms. Emery wanted to report conduct of other CA Board Members that she believed to be unethical, she could have done so without soliciting support from other Board Members. For these reasons and the same reasons set forth in my analysis of Mr. Greenberg's motives above, I conclude that Ms. Emery had ulterior motives in filing the FY26-002 Complaint and did so in bad faith.

Like Mr. Greenberg, Ms. Emery also refused to produce any of the communications between her and the other Respondents regarding the FY26-002 Complaint. For the same reasons set forth in my analysis of the Complaint against Mr. Greenberg, I find Ms. Emery's refusal to provide copies of written communications relating to CA-related business to further support my conclusion that she acted in bad faith in pursuing the FY26-002 Complaint.

Respondents' Violations of Section 6.15 of the CA Code

Section 6.15 of the CA Code reads:

6.15 Audits and Investigations. All persons shall cooperate with CA representatives and relevant authorities in internal and external audits, government investigations, and other activities to the fullest extent of the law. Any request for information, complaint, or other inquiry from a governmental organization shall be forwarded directly to CA's General Counsel. Likewise, any questions as to how to proceed should be directed to the General Counsel.

In interpret this section of the CA Code to require each of the Board Members to cooperate in my investigation of this matter.

As outlined above, all three Respondents refused to cooperate in my investigation in this matter to varying degrees. Therefore, I conclude that each of the three Respondents violated Section 6.15 of the CA Code in connection with this investigation.

Proposed Sanctions

I was not asked to provide a recommendation as to sanctions, and thus, I decline to do so here. I view that as outside the scope of my role as the independent investigator in this matter. If you disagree and would like me to make conclusions in this regard, please let me know.

Conclusion

This concludes my investigation. I appreciate the cooperation and assistance of CA, its staff, and the witnesses who participated in the investigation. Naturally, should you have any questions or need any clarification regarding my findings and proposed conclusion, please do not hesitate to contact me.

Sincerely,

LIFF, WALSH & SIMMONS



By: Richard J. Berwanger, Jr.

Enclosures

Richard Berwanger, Jr (LWS)

From: Janelle Lindstrom (LWS)
Sent: Friday, March 6, 2026 8:54 AM
To: Richard Berwanger, Jr (LWS)
Subject: FW: Investigation of Ethics Complaint - Interview Scheduling

Hi Richie,

Please see Reg's response below.

Best regards,
Janelle

Janelle Lindstrom
Paralegal, [Liff, Walsh & Simmons](#)

D: [REDACTED] | O: [REDACTED]



From: Reg Avery [REDACTED]
Sent: Thursday, March 5, 2026 6:16 PM
To: Caroline Payton [REDACTED]
Cc: Janelle Lindstrom (LWS) [REDACTED]
Subject: Re: Investigation of Ethics Complaint - Interview Scheduling

Caroline and Janelle,

I didn't want to share this with anyone, but now I am forced to explain why I can't participate in this investigation at this time. [REDACTED]

Secondly, when I am able to participate, I will not work with nor speak to Richard Berwanger. He is most certainly part of the issue and to have him investigate this is like having the fox guarding the chicken coop. You can do better and find someone who is not part of the problem. When I last spoke with him during the last investigation I found him to be abrasive, condescending bordering on disrespectful. And lastly, this is a case of revenge and retaliation, not a case of an ethics violation.

Reg Avery
CA Board of Directors, Long Reach Village Representative

From: Caroline Payton [REDACTED]
Sent: Wednesday, March 4, 2026 4:56 PM
To: Reg Avery [REDACTED]
Cc: Janelle Lindstrom (LWS) [REDACTED]
Subject: Investigation of Ethics Complaint - Interview Scheduling

Reg,

The Ethics Panel has retained Richard Berwanger of the law firm Liff, Walsh & Simmons to investigate a complaint, filed by a fellow Board member earlier this year.

Richard has requested to interview you as part of his investigation. The interview will be conducted over Teams and will last approximately one hour.

Richard is available at the following times:

- Monday, 3/9: 9:30 AM – 5:00 PM
- Tuesday, 3/10: Anytime after 9:30 AM
- Wednesday, 3/11: 10:00 AM – 1:30 PM; after 3:30 PM

Please coordinate scheduling directly with Richard's paralegal, Janelle, copied on this email.

Thank you.

--
Caroline E. Payton, Esq.
Assistant General Counsel

Phone: [REDACTED]
Email: [REDACTED]
6310 Hillside Court, Suite 100, Columbia, MD 21046-1070
[Pronouns: she / her / hers]
www.columbiaassociation.org



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Richard Berwanger, Jr (LWS)

From: Richard Berwanger, Jr (LWS)
Sent: Saturday, March 28, 2026 3:34 PM
To: eric.greenberg@[REDACTED]
Cc: Caroline Payton
Subject: RE: CA Ethics Complaint FY26-004 Investigation

Mr. Greenberg,

The deadline to provide the documents requested should have been March 30, 2026, not 2025. My apologies.

Best,

Richard J. Berwanger, Jr.
Partner, [Liff, Walsh & Simmons](#)
D: [REDACTED] | O: [REDACTED]



From: Richard Berwanger, Jr (LWS)
Sent: Saturday, March 28, 2026 3:32 PM
To: eric.greenberg@[REDACTED]
Cc: Caroline Payton [REDACTED]
Subject: CA Ethics Complaint FY26-004 Investigation

Dear Mr. Greenberg,

As you know, I am conducting an investigation of the ethics complaint filed against you in the above-referenced matter. During my interview with you earlier this month, I asked if you would provide me copies of any written communications between you, Ms. Emery, or Mr. Avery relating to the ethics complaint (Ethics Complaint FY26-002) you filed against Mr. Sullivan and Mr. Santos or the decision to file that complaint. You indicated to me during the interview that you would not provide me copies of such communications. As I finalize my report, I wanted to provide one final opportunity for you to provide those documents to me for my consideration. If you wish to do so, please forward them to me no later than this coming Monday, March 30, 2025. If you wish to produce the communications, but need more time to do so, please let me know. Thank you.

Best,

Richard J. Berwanger, Jr.
Partner, [Liff, Walsh & Simmons](#)
D: [REDACTED] | O: [REDACTED]



**EXHIBIT
B**

1
00:00:01,920 --> 00:00:02,400
Hello, Mr.

2
00:00:02,400 --> 00:00:02,840
Berwinger.

3
00:00:02,840 --> 00:00:07,121
This is Karen Emery, and we had a call this afternoon, and I cut it short.

4
00:00:07,281 --> 00:00:16,482
And on second thought, that may have seemed uncooperative, and I don't want you to think I'm not cooperating, but I didn't see the point of continuing

5
00:00:17,122 --> 00:00:19,242
if you don't understand the original complaint.

6
00:00:19,242 --> 00:00:21,603
And I didn't do a good job of explaining that.

7
00:00:21,763 --> 00:00:29,644
And if your questions are fair and you're willing to talk to me, I will not hang up on you and I would like a second chance.

8
00:00:29,644 --> 00:00:30,644
So thank you.

9
00:00:31,124 --> 00:00:35,044
My number is [REDACTED]

10
00:00:35,204 --> 00:00:35,844
Thanks so much.

11
00:00:36,044 --> 00:00:36,244
Bye-bye.

Richard Berwanger, Jr (LWS)

From: Richard Berwanger, Jr (LWS)
Sent: Tuesday, March 31, 2026 11:38 AM
To: Karin Emery
Cc: Caroline Payton
Subject: RE: CA Ethics Complaint FY26-004 Investigation

Thank you for your email, Ms. Emery. I understand from your email that you will not be providing any of the written communications I requested. If that changes, please let me know by tomorrow morning.

Best,

Richard J. Berwanger, Jr.
Partner, [Liff, Walsh & Simmons](#)
D: [REDACTED] | O: [REDACTED]



From: Karin Emery [REDACTED]
Sent: Tuesday, March 31, 2026 11:29 AM
To: Richard Berwanger, Jr (LWS) [REDACTED]
Cc: Caroline Payton [REDACTED]
Subject: Re: CA Ethics Complaint FY26-004 Investigation

Mr. Berwanger,

Clearly, Collin Sullivan’s 9/18/2025 memo was a violation of the code of conduct that requires such information to be kept confidential and not released to CA staff. Collin’s memo also contained derogatory comments about Eric Greenberg’s board conduct. Under these circumstances you should have concluded that Collin violated the code of conduct and the matter should have been closed. Your further pursuit of additional information is inappropriate.

Were Sullivan and Santos compelled to provide their communications regarding both matters?

Karin E. Emery

Director, Columbia Association Board of Directors

Oakland Mills Columbia Council Representative

e. [REDACTED] | c. [REDACTED]

[Columbia Association](#) | [Oakland Mills Community Association](#)



From: Richard Berwanger, Jr (LWS) [REDACTED]
Date: Monday, March 30, 2026 at 3:37 PM
To: Karin Emery [REDACTED]
Cc: Caroline Payton [REDACTED]
Subject: RE: CA Ethics Complaint FY26-004 Investigation

Dear Ms. Emery,

Thank you for your email. As you are likely aware, the Ethics Panel's investigation needs to be completed within 90 days per its Charter. My understanding is that, given this timeline, my report must be complete and sent to the Ethics Panel this week. In order for me to consider any documents or additional information you wish to provide, please provide it to me as soon as possible, but **no later than this Wednesday, April 1, 2026 at 9:00 a.m.** Thank you.

Best,

Richard J. Berwanger, Jr.
Partner, [Liff, Walsh & Simmons](#)
D: [REDACTED] | O: [REDACTED]



From: Karin Emery [REDACTED]
Sent: Monday, March 30, 2026 3:12 PM
To: Richard Berwanger, Jr (LWS) [REDACTED]
Cc: Caroline Payton [REDACTED]
Subject: Re: CA Ethics Complaint FY26-004 Investigation

Mr. Berwanger, I am just now reading your email below. I require more time to respond.

Karin E. Emery
Director, Columbia Association Board of Directors
Oakland Mills Columbia Council Representative
e. [REDACTED] | c. [REDACTED]
[Columbia Association](#) | [Oakland Mills Community Association](#)

From: Richard Berwanger, Jr (LWS) [REDACTED]
Date: Saturday, March 28, 2026 at 3:33 PM
To: Karin Emery [REDACTED]
Cc: Caroline Payton [REDACTED]
Subject: CA Ethics Complaint FY26-004 Investigation

Dear Ms. Emery,

As you know, I am conducting an investigation of the ethics complaint filed against you in the above-referenced matter. During my interview with you earlier this month, I asked if you would provide me

copies of any written communications between you, Mr. Greenberg, or Mr. Avery relating to the ethics complaint (Ethics Complaint FY26-002) you filed against Mr. Sullivan and Mr. Santos or the decision to file that complaint. You indicated to me during the interview that you would not provide me copies of such communications. As I finalize my report, I wanted to provide one final opportunity for you to provide those documents to me for my consideration. If you wish to do so, please forward them to me no later than this coming Monday, March 30, 2026. If you wish to produce the communications, but need more time to do so, please let me know. Thank you.

Best,

Richard J. Berwanger, Jr.

Partner, [Liff, Walsh & Simmons](#)

D: [REDACTED] | O: [REDACTED]



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