



February 21, 2023

The Honorable William C. Smith, Jr., Chair
Senate Judicial Proceedings Committee
Miller Senate Office Building, 2 East
Annapolis, MD 21401

Unfavorable: SB 657 – Commercial Law – Maryland Antitrust Act – Premerger Notification – Requirement and Remedies

Dear, Chair Smith and Committee Members:

The NAIOP Maryland Chapters representing more than 700 companies involved in all aspects of commercial, industrial, and mixed-use real estate recommend your unfavorable report on SB 657.

SB 657 would require 60-day notice to the Maryland Attorney General of any acquisition over \$8 million. The bill includes references to realty, mortgages, and deed of trust in the exemptions listed in 11-205 (A) that are insufficient.

While we appreciate the effort to exempt real estate transactions, the language applying the exemption to “the ordinary course of business” does not align well with the structure of the contemporary real estate enterprise that uses single purpose entities to develop, construct and lease buildings.

The reference to “realty” is not a term of art used elsewhere in Maryland law that we are aware of.

Any confusion about the exemption for real property would expose Maryland real estate companies and their in-state or out of state partners to at least a 60-day waiting period. Real estate transactions are time sensitive and target 30-day closings. This interference would be burdensome.

For these reasons NAIOP respectfully requests your unfavorable report on SB 657.

Sincerely,

A handwritten signature in blue ink that reads "T.M. Ballentine". The signature is written in a cursive style and is positioned above the typed name of the sender.

Tom Ballentine, Vice President for Policy
NAIOP Maryland Chapters - *The Association for Commercial Real Estate*

cc: Judicial Proceedings Committee Members
Nick Manis – Manis, Canning Assoc.