

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: June 12, 2014**

Approved: June 26, 2014

A meeting of the Columbia Association Board of Directors was held on Thursday, June 12, 2014, at the Columbia Association Building. Present were the Chair, Andrew Stack; members Reg Avery, Michael Cornell, Brian Dunn, Jeanne Ketley, Alan Klein, Nancy McCord, Tom O'Connor, Gregg Schwind (arrived at 8:05 p.m.) and Russ Swatek. Also present were CA President/CEO Milton Matthews, Governance Chief of Staff Rob Goldman, and Chief Staff Liaisons Susan Krabbe and Jane Dembner.

1. CALL TO ORDER: The Board of Directors Meeting was called to order at 7:30 p.m. by the Chair, Andrew Stack.

2. ANNOUNCEMENT OF CLOSED/SPECIAL MEETINGS HELD/TO BE HELD:

The **Board of Directors** held a closed meeting at the Columbia Association Building on April 24, 2014. Members present were: Andrew Stack, Gregg Schwind, Cynthia Coyle, Brian Dunn, Alex Hekimian, Nancy McCord, Tom O'Connor, Russ Swatek, and Suzanne Waller. The vote to close the meeting was 9-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(i), Discussion of matters pertaining to employees and personnel. The meeting was closed from 10:45 p.m. until 12:00 a.m.

The **Board of Directors** held a closed meeting at the Columbia Association Building on May 5, 2014. Members present were: Andrew Stack, Michael Cornell, Cynthia Coyle, Brian Dunn, Alex Hekimian, Nancy McCord, Tom O'Connor (via phone), Gregg Schwind (via phone), Russ Swatek, and Suzanne Waller (via phone). The vote to close the meeting was 9-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(i), Discussion of matters pertaining to employees and personnel, and §11B-111 (4)(iii), Consultation with legal counsel on legal matters. The meeting was closed from 7:30 p.m. until 8:05 p.m.

The **Architectural Resource Committee** held a closed meeting at the Columbia Association Building on May 12, 2014 to discuss covenant cases. Members present were: Michelle Miller, Denis Ellis, Michael Shaw, Debbie Bach, and Maryann Cohea. Also present were: Ingrid Hatz, Laura Parrish, Pat Loeber, Carl McKinney, Karen Turcan, Dale Wasmus, and Anne Kulesza. The vote to close the meeting was 5-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation. The meeting was closed from 1:20 p.m. until 1:50 p.m.

The **Architectural Resource Committee** held a closed meeting at the Columbia Association Building on June 9, 2014 to discuss covenant cases. Members present were: Michelle Miller, Denis Ellis, Michael Shaw, and Debbie Bach. Also present were: Ingrid Hatz, Eva Lambright, Carole MacPhee, Laura Parrish, Debbie Nix, Gordon MacPhee, Pat Loeber, Karen Turcan, and Dale Wasmus. The vote to close the meeting was 4-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation. The meeting was closed from 1:10 p.m. until 2:00 p.m.

3. APPROVAL OF AGENDA:

Action: Mr. Cornell moved to approve the agenda. Ms. McCord seconded the motion. Mr. Stack asked that an item be added under Recommendations for Board Action after Item 11.b.1. The new item, with a five-minute time limit, would be “Discussion of who can testify at an upcoming hearing regarding a variance to the sign ordinance.”

Action: Mr. Klein moved that an item be added: “Discussion of whether new Inner Arbor development plan represents a material change to its easement agreement, and whether CA is satisfied with IAT’s response to its concerns about the development’s new name.” Mr. Swatek seconded the motion, which passed. Vote: 5-4-0. The item will be added after Item 12: Committee Agendas.

For: Messrs. Avery, Klein and Swatek, and Mses. Ketley and McCord

Against: Messrs. Cornell, Dunn, O’Connor, and Stack

Abstain: None

The agenda as amended was approved. Vote: 5-4-0.

For: Messrs. Avery, Klein and Swatek, and Mses. Ketley and McCord

Against: Messrs. Cornell, Dunn, O’Connor, and Stack

Abstain: None

4. DISCLOSURE OF CONFLICT OF INTEREST: The chair said none were disclosed to him.

5. RESIDENT SPEAKOUT: There were three participants in Resident Speakout:

(a) Joel Broida, Town Center Village Board, spoke about the Inner Arbor Trust.

(b) Marla Peoples, co-owner of Still Point wellness spa, spoke about Haven on the Lake and its partnership with Still Point.

(c) Tom Scott, Wilde Lake, spoke about ways to increase membership and fee prices.

6. APPROVAL OF MINUTES

Action: Mr. Avery moved to approve the minutes of two board meetings held on May 8, 2014. Mr. Swatek seconded the motion. Mr. Klein asked that an Item 1 “Call to Order” be added. The minutes were approved as amended. Vote: 8-0-1.

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

Against: None

Abstain: Mr. O’Connor

Action: Ms. McCord moved to approve the minutes of May 22, 2014. Mr. Avery seconded the motion. Mr. Swatek asked that his name be removed from Line 70. Mr. Stack asked that all three PSC members’ names be removed from Line 70.

The minutes were approved as amended. Vote: 7-0-2.

For: Messrs. Stack, Avery, Dunn, Klein, and O'Connor, and Meses. Ketley and McCord

Against: None

Abstain: Messrs. Cornell and Swatek

7. CHAIRMAN'S REMARKS:

On June 19, there will be a Legal, Marketing and Financial Briefing for new members. Columbia's birthday celebration will be held on June 20. The Audit Committee will meet on June 23, and the next Board of Directors meeting will be held on June 26.

Mr. Schwind arrived at 8:05 p.m.

8: RECOMMENDATION FOR BOARD ACTION

(a) Approval of Resolution – Appointment of Milton W. Matthews as President

Action: Mr. O'Connor moved that the resolution appointing Milton W. Matthews as President/CEO of the Corporation as of June 2, 2014 be approved. Mr. Cornell seconded the motion, which passed unanimously. Vote: 10-0-0.

9. DISCUSSION PERIOD

The CA President and board members introduced themselves. Mr. Matthews stressed the importance of his working with CA staff and board members to help Columbia continue to evolve.

10. COMMITTEE CHAIRS' REMARKS

- (a) Board Operations Committee: The next BOC meeting will be on June 30 at 7:00 p.m.
- (b) External Relations Committee: None
- (c) Planning and Strategy Committee: None
- (d) Strategic Implementation Committee: None

11. RECOMMENDATIONS FOR BOARD ACTION

(a) Consent Agenda

- 1. Approval of appointments to the Wilde Lake Architectural Committee
- 2. Approval of appointments to the Kings Contrivance Architectural Committee
- 3. Approval of appointments to the Oakland Mills Architectural Committee
- 4. Approval of appointments to the Hickory Ridge Architectural Committee

The board approved appointments to the four villages' architectural committees.

(b) Recommendations for Action

- 1. **Approval of Howard Hughes Corp. Easement Request—Broken Land Parkway to Banneker Road pathway**

Action: The Board approved the SIC's recommendation to approve Howard Hughes' request for a multi-use pathway easement between Broken Land Parkway and Banneker Road. The motion passed unanimously. Vote: 10-0-0.

(Added to agenda) Discussion of who will testify on behalf of the Board at a sign ordinance variance meeting scheduled for the same evening as a BOD meeting.

Action: Mr. Swatek moved that the chair be authorized to designate someone to testify at an appeals hearing in opposition to a variance to the sign ordinance. Mr. O'Connor seconded the motion, which passed unanimously. Vote: 10-0-0.

2. Approval of the transfer of capital budget funds from projects closed in FY2014 to Haven on the Lake.

Action: Mr. Swatek moved to amend the SIC's recommendation (to approve transfer of \$719,000 in capital funds from projects closed in FY14 to Haven on the Lake) to add the cost of a pool, for a total of \$1,219,000, using funds proposed by staff from lists of alternatives to proposed capital budget changes, and adding a purchasing exception to the Whiting-Turner contract. The funds consist of \$948,000 from closed projects + \$200,000 from postponing digital signage + \$35,000 from postponing vehicle replacement + \$75,000 from postponing Wilde Lake barn renovation. Mr. Cornell seconded the motion, which passed. Vote: 9-1-0.

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

Against: Mr. Klein

Abstain: None

12. COMMITTEE AGENDAS

(a) Planning and Strategy Committee

1. Discussion

(a) **Columbia Market Study Overview and Next Steps.**

Ms. Dembner described the background and findings of the market study and suggested that CA's role is to advocate for village center revitalization based on information it has collected about potential uses and ways to recruit and retain retailers. She said lead consultant Tom Moriarity will address the Board in August.

(b) Board Operations Committee

1. Discussion

(a) **Addition of Board Member Updates to Board Meeting agendas**

The board discussed Mr. Klein's idea to add "Board Member Updates" to future Board meeting agendas to give members a chance to briefly share issues and concerns related to their role as members. After discussing past, similar efforts, the sense of the Board was that members would not vote in favor of the idea.

(b) **Work session on July 24 – CA and the Environment**

The BOD meeting on July 24 will consist of a work session focused on CA's environmentally sustainable and "going green" efforts, followed by a short business meeting to discuss items needing Board attention.

(Added to agenda): Discussion of whether the new Inner Arbor development plan represents a material change to its easement agreement, and whether CA is satisfied with IAT's response to its concerns about the development's new name.

Action: Mr. Avery moved to direct CA's President to inform the Inner Arbor Trust that its revised development plan represents a material change to the easement CA granted IAT. Mr. Swatek seconded the motion, which failed after much discussion. Vote: 3-7-0.

For: Messrs. Avery, Klein and Swatek.
Against: Messrs. Cornell, Dunn, O'Connor, Schwind, and Stack, and Meses. Ketley
and McCord.
Abstain: None

The three CA board members who also serve on the seven-member IAT board (Mr. Matthews, Ms. McCord and Mr. Schwind) will ask that board how it plans to resolve CA's concerns regarding changes to the development plan for Symphony Woods.

Mr. O'Connor left the meeting at 10:50 p.m.

13. TRACKING FORMS

(a) Tracking Form for Board Requests

Mr. Swatek and Mr. Klein expressed concerns that some requests have been on the tracking form for several months without being addressed.

(b) Tracking Form for Resident Requests

14. TALKING POINTS: Recording Secretary Valerie Montague read the Talking Points.

15. ADJOURNMENT: The meeting was adjourned at 10:55 p.m.

Respectfully submitted,
Valerie Montague
Recording Secretary