

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: March 13, 2014**

Approved: March 27, 2014

A meeting of the Columbia Association Board of Directors was held on Thursday, March 13, 2014 at the Columbia Association Building. Present were the Chair, Andy Stack; members Gregg Schwind, Michael Cornell, Cynthia Coyle (who participated by telephone initially and arrived at 7:47 p.m.), Brian Dunn (arrived at 8:08 p.m.), Alex Hekimian, Nancy McCord, Russ Swatek, and Tom O'Connor. Member Suzanne Waller was absent. Also in attendance were CA Chief Staff Liaisons Jane Dembner and Susan Krabbe, and Governance Chief of Staff Rob Goldman.

1. CALL TO ORDER: The Board of Directors Meeting was called to order at 7:34 p.m. by the Chair, Andy 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 March 6, 2014. Members present were: Andy Stack, Gregg Schwind, Michael Cornell, Cynthia Coyle, Brian Dunn, Alex Hekimian, Nancy McCord, Russ Swatek, and Suzanne Waller. CA President Phil Nelson also attended. 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; §11B-111 (4)(iii) Consultation with legal counsel on legal matters; and §11B-111 (4)(iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 9:36 p.m. until 11:15 p.m.

The **Architectural Resource Committee** held a closed meeting at the Columbia Association Building on March 10, 2014 to discuss covenant cases. Members present were: Michelle Miller, Denis Ellis, Michael Shaw, Eva Lambright, and Maryann Cohea. Also present were: Ingrid Hatz, Debbie Nix, Carole MacPhee, Laura Parrish, Debbie Bach, Gordon MacPhee, Pat Loeber, Carl McKinney, Karen Turcan, Dale Wasmus, Sheri Fanaroff, 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 or other legal matters. The meeting was closed from 1:10 p.m. until 1:45 p.m.

The **Audit Committee** held a closed meeting at the Columbia Association Building on March 12, 2014, to review internal audit reports. Members present were: Gregg Schwind, Michael Cornell, and Jim Young. The vote to close the meeting was 3-0-0.

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 (4)(iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in

connection with pending or potential litigation or other legal matters. The meeting was closed from 8:37 p.m. until 9:16 p.m.

3. APPROVAL OF AGENDA

Action: Mr. Swatek moved that the agenda be approved. Ms. McCord seconded the motion. Mr. Hekimian asked that Item 12(b)(1)(e) be renamed “discussion of letters to Inner Arbor Trust.” He also asked that “Item 12(b)(1)(d) Verizon Easement request – New Cell Tower at RV Park” be removed from the agenda.

Mr. Swatek moved to add a “Compensation Payment Policy” item to the SIC agenda.

Mr. Hekimian seconded the motion. The motion passed. Vote: 5-2-1.

For: Messrs. Cornell, Hekimian, Schwind, and Swatek, and Ms. McCord.

Against: Messrs. Stack and O’Connor.

Abstain: Ms. Coyle.

Action: The agenda was approved as amended. Vote: 6-1-1.

For: Messrs. Cornell, Hekimian, Schwind, Stack, and Swatek, and Ms. McCord.

Against: Mr. O’Connor

Abstain: Ms. Coyle

4. DISCLOSURE OF CONFLICT OF INTEREST: The Chair said no Board member had informed him of any conflicts of interest.

5. APPROVAL OF MINUTES

Action: Mr. Cornell moved to approve the minutes of **February 20, 2014**. Mr. Swatek seconded the motion. Mr. Hekimian requested two insertions:

1. At Line 141, after “... stream restoration,” add “with a Howard County payment of \$46,800 to CA.”

2. At Line 154, after “...near Blandair Park,” add “with a Howard County payment of \$45,400 to CA.”

The minutes were approved as amended. Vote: 6-0-2

For: Messrs. Cornell, Hekimian, O’Connor, Schwind, Stack, and Swatek.

Against: none

Abstain: Mses. Coyle and McCord

Action: Mr. Swatek moved that the minutes of **February 27, 2014**, be approved; Mr. Cornell seconded the motion, which passed. Vote: 6-0-2

For: Messrs. Cornell, Hekimian, Schwind, Stack, and Swatek; and Ms. McCord.

Against: none

Abstain: Ms. Coyle and Mr. O’Connor

Ms. Coyle arrived at 7:47 p.m.

6. RESIDENT SPEAKOUT: There were four participants in Resident Speakout:

(a) Paul Verchinski, Oakland Mills, asked that he and Rusty Toler be able join tonight’s PSC discussion of the Older Adult Plan. They were the Senior Advisory Committee members who served on the Older Adult Work Team.

(b) Dick Boulton, Ellicott City, spoke about the perpetual easement for the Inner Arbor and the Inner Arbor developer .

- (c) Alan Klein, Coalition of Columbia's Downtown, spoke about the Inner Arbor redevelopment plans.
- (d) Tom Scott, Wilde Lake, spoke about the Howard Hughes Corporation's request for an easement along Little Patuxent Parkway for a traffic light near the Whole Foods site.

7. CHAIRMAN'S REMARKS: The next in a series of meetings about the future of the village centers (market study) will be held Tuesday, March 25 at Slayton House at 7:00 p.m. The next CA Board meeting is on March 27 and the next BOC meeting is March 31 at 7:00 p.m. Dog park legislation was approved by the county council. The Council also approved the Cradlerock bridge work request, and approved an urban renewal law for Long Reach Village Center. CA's Dog Day Afternoon will be held May 3 at Hopewell Park. March 29 is Columbia clean-up day. April 5 is Howard County Green Fest at Howard Community College.

Mr. Dunn arrived at 8:08 p.m.

8: PRESIDENT'S REPORT: In response to questions from board members, CA senior staff said:

- The next President's report will include an update regarding state money for bike paths.
- Mr. Hekimian's request for recommendations for naming the bike paths will be added to the board tracking form.
- Mr. Hekimian's request that all of the minutes that were available via the old website be available on the new site will be looked into.
- CA has instituted a pilot program, which is promoted on the new website, that allows residents to buy memberships on a month-to-month basis if they also pay a \$150 initiation fee. Mr. Hekimian mentioned that the initiation fee appeared inconsistent with CA's practices.

9. CHAIRS' REPORTS

- (a) Board Operations Committee: Committee will meet on Monday, March 31.
- (b) External Relations Committee: At the next meeting, the Committee will discuss information it would like to see on the CA website.
- (c) Planning and Strategy Committee: NONE
- (d) Strategic Implementation Committee: NONE
- (e) Audit Committee: Its items are next on tonight's agenda

10. REPORTS

- (a) FY 14 3rd Quarter Board Report
Mr. Cornell said the Audit Committee unanimously voted to forward the report to the Board. The report will be filed.
- (b) FY 14 3rd Quarter Financial Statements
Mr. Cornell said the Audit Committee unanimously voted to forward the financial statements to the Board. The statements will be filed.

11. SPECIAL TOPICS AND PRESENTATIONS – None

12. COMMITTEE AGENDAS

- (a) Planning and Strategy Committee
 - 1. Discussion
 - (a) Discussion of Plan for Serving the Older Adult Community

Ms. Dembner and Mr. Goldman gave an overview of CA's 18 months of research, analysis and engagement with the community regarding how to best serve Columbia's growing community of adults age 55 and older. The resulting "Community for a Lifetime" comprehensive plan includes 51 recommendations grouped into the following nine areas of need: transportation; helping older adults age in place; social/cultural/educational activities; programming; facilities; rates and fees; partnering and cooperation; information, training, community engagement and coordination; and health promotion and services. CA plans to implement all 51 recommendations by 2017.

Paul Verchinski, who served on the Older Adult Work Team, said he does not endorse the plan as presented. Rusty Toler, who also served on the Older Adult Work Team, said the plan should focus on helping all people living on CA property, not just those who participate in paid CA programs.

Messrs. Verchinski and Toler participated in further discussion with the PSC. They agreed with the Board's request that the Senior Advisory Committee review the staff report again and recommend priorities and metrics. CA staff will also send the report to all of the village managers for review and comment.

(b) Strategic Implementation Committee

1. Discussion

(a) SHA Easement Request – Old Columbia Road

Daniel D'Amore, Open Space Management Division Director, described the State Highway Administration's request for an easement regarding the extension of Old Columbia Road to Twin Knolls Road.

Action: Mr. O'Connor moved that the SIC recommend that the CA Board approve the contract with the State Highway Administration for the Old Columbia Road easement. Mr. Hekimian seconded the motion, which the SIC passed unanimously. For: Messrs. Dunn, Hekimian, and O'Connor

(b) SHA Easement Request – Gales Lane

Mr. D'Amore explained how an easement requested by SHA to construct a sound barrier wall would impact CA property. The Board ask him to discuss options with SHA that would give CA better access to its adjacent open space.

(c) Howard Hughes Corp. Easement Request – New Traffic Light Cabling – Whole Foods and Haven on the Lake

Mr. D'Amore noted that the backup information related to Item 12(a)(1)(c) doesn't reflect that Howard Hughes Corp. will only be using the underground portion of the easement area. Board members asked that the draft contract between CA and HHC be revised so that it does not give HHC exclusive easements in, on, over, across and through the property in perpetuity.

(d) Compensation Payment Policy (*addition to the agenda*)

Staff will reconsider CA's compensation policy and make recommendations to the Board regarding compensation payments exceeding CA's established norms and guidelines.

(e) Letters to Inner Arbor Trust

Action: 1) Mr. O'Connor moved that the SIC recommend that the Board send a letter to the Inner Arbor Trust President requesting that the name "Symphony Woods" be retained. Mr. Hekimian seconded the motion. The committee approved the motion unanimously.

For: Messrs. Dunn, Hekimian and O'Connor

Action: 2) Mr. O'Connor moved that the SIC recommend that the Board chair send a letter to the Inner Arbor Trust Board of Directors advising them that their easement agreement requires the IAT board to include three CA members (the CA President ex-officio and two additional CA-selected board members). This letter and the one regarding retaining the park's name will be reviewed by Board Member Gregg Schwind and CA General Counsel Sheri Fanaroff before being finalized. Mr. Hekimian seconded the motion, which the committee approved unanimously.

For: Messrs. Dunn, Hekimian and O'Connor

13. RECOMMENDATIONS FOR BOARD ACTION:

- (a) Consent Agenda – None
- (b) Recommendations for Action

Action: To accept the SIC's recommendation to approve the contract with the State Highway Administration for the Old Columbia Road easement. The motion passed unanimously.

For: Cornell, Dunn, Hekimian, O'Connor, Schwind, Stack, and Swatek ; and Mes. McCord and Ms. Coyle.

Action: To accept the SIC recommendation to revise two letters to the Inner Arbor Trust board and President, and have them reviewed by Gregg Schwind and Shari Fanaroff before being finalized. The motion passed unanimously.

For: Cornell, Dunn, Hekimian, O'Connor, Schwind, Stack, and Swatek; and Mes. McCord and Ms. Coyle.

Mr. Hekimian moved to get nominations for the CA positions on the Inner Arbor Trust Board of Directors. Mr. Swatek seconded the motion. After discussion, the Board decided to add the topic to the March 27, 2014 meeting agenda.

14. TRACKING FORMS

- (a) Tracking Form for Board Requests
- (b) Tracking Form for Resident Requests

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

16. ADJOURNMENT: The open meeting adjourned at 10:21 p.m.

Respectfully submitted,
Valerie Montague
Recording Secretary