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DRAFT MINUTES
BOARD OF DIRECTORS MEETING
Held: September 22, 2016

To be approved: October 27, 2016

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A meeting of the Columbia Association Board of Directors was held on Thursday, September 22, 2016 at Columbia Association headquarters. Present were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Brian Dunn (arrived at 8:58 p.m.), Lin Eagan (arrived at 7:42 p.m.), Janet Evans, Nancy McCord, Gregg Schwind (arrived at 7:48 p.m.), and Chao Wu. Also present were CA President/CEO Milton W. Matthews, Vice President/CFO Susan Krabbe, General Counsel Sheri Fanaroff, and Executive Assistant Janet Loughran.

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1. Call to Order: The Board of Directors Meeting was called to Order at 7:29 p.m. by the Chair, Andrew Stack. Mr. Stack announced that Columbia had been named “Best Small City to Live In” by Money Magazine.

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2. Announcement of Closed/Special Meetings Held/To Be Held:

The Audit Committee held a closed meeting at the Columbia Association Building on July 27, 2016. Members present at the meeting were Nancy McCord, Janet Evans, Reginald Avery and James Young. The vote to close was 4-0-0.

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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 (iv) consultation with staff personnel consultants, attorneys, or other persons in connection with pending or potential litigation. The purpose of the meeting was to review Cohn Reznick’s review of internal controls and other communication with Internal Audit.

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The Architectural Resource Committee held a closed meeting at the Columbia Association Building on August 8, 2016. Members present at the meeting were Sheri Fanaroff, Scott Templin, Eva Lambright and Gracie Bradford. Others present were Maryann Cohea, Sandy Cederbaum, Deb Bach, Laura Parrish and Tom Mungo. The vote to close was 4-0-0.

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The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4) (iv) consultation with staff personnel consultants, attorneys, or other persons in connection with pending or potential litigation. The purpose of the meeting was to discuss new and ongoing covenant cases.

The Architectural Resource Committee held a closed meeting at the Columbia Association Building on September 12, 2016. ARC Members present at the meeting were Sheri Fanaroff, Scott Templin, Eva Lambright and Gracie Bradford. Others present were Maryann Cohea, Deb Bach, Tom Mungo, Susan Sloan, Bob Bellamy, Laura Parrish and Debbie Nix. The vote to close 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, or other

47 persons in connection with pending or potential litigation. The purpose of the meeting was to
48 discuss new and ongoing covenant cases.

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50 The Audit Committee held a closed meeting at the Columbia Association Building on
51 September 12, 2016. Members present at the meeting were Nancy McCord, Janet Evans,
52 Reginald Avery and James Young. The vote to close was 4-0-0.

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54 The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real
55 Property §11B-111 (4)(i) Discussion of matters pertaining to employees and personnel; and
56 (iv) consultation with staff personnel consultants, attorneys, or other persons in connection
57 with pending or potential litigation. The purpose of the meeting was to review several
58 internal audit reports and consultation with staff personnel on legal matters.

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60 **3. Approval of Agenda:**
61 **Action:** Mr. Avery moved that the agenda be approved as presented; Ms. McCord seconded
62 the motion. The agenda approved unanimously.

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64 **4. Disclosure of Conflicts of Interest:** No conflicts of interest were disclosed.

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66 **5. Resident Speakout:**
67 (a) Ken Greco, Owen Brown, spoke about Pickleball, a growing sport for seniors.
68 (b) Tim Lea, Hickory Ridge, spoke about the proposed veterans' monument.
69 (c) Larry Killen, Oakland Mills, spoke about the proposed veterans' monument.
70 (d) Janice Agazio, Kings Contrivance, spoke about the proposed veterans' monument.
71 (e) Bob Berlett, Sr., Oakland Mills, spoke about the proposed veterans' monument.
72 (f) Michael Blum, Long Reach, spoke in support of the proposed veterans' monument.
73 (g) Theresa Mills, Gold Star and Blue Star Mother, spoke about the proposed veterans'
74 monument.
75 (h) Christopher Williams, Town Center, spoke about the proposed veterans' monument.
76 (i) Lindsay Hall spoke about the proposed veterans' monument.
77 (j) Jonathan Branch, Owen Brown, spoke about the proposed veterans' monument.
78 (k) Steven Collins spoke about the proposed veterans' monument.
79 (l) Tom Glenn spoke about the proposed veterans' monument.
80 (m) Joan Lancos, Hickory Ridge, spoke about the proposed location of the veterans'
81 monument.
82 (n) Tom Fulcher of Glenmont spoke the zoning and development plans on Route 108 at Red
83 Branch Road..
84 (o) Chris Alleva, Hickory Ridge, spoke about New Town Zoning.

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86 **6. Approval of Minutes:**
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88 **July 28, 2016:** Ms. McCord moved to approve the minutes; Mr. Avery seconded. Mr.
89 Matthews pointed out that the topic listed on line 17 did not match the content of the
90 paragraph and should be amended.

91 **Action:** The minutes were approved as amended. Vote 5-0-2
92 For: Messrs. Avery, Boulton, and Stack; and Mmes. Eagan and Evans
93 Against: None
94 Abstain: Messrs. Schwind and Wu

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September 8, 2016: Ms. McCord moved to approve the minutes; Mr. Avery seconded.

Action: The minutes were approved unanimously.

7. **Chairman’s Remarks:** Mr. Stack advised that Excite Columbia had started and that the BikeAbout was held the previous Saturday. Mr. Stack updated the Board on the Village Board meetings he had attended and mentioned the next one on September 27. Mr. Stack reviewed other upcoming events in Columbia and noted he had testified before the Howard County Council on September 22 on affordable housing.

8. Reports Submitted:

President’s Report: Mr. Matthews referred the Board to his report provided to them in advance.

Financial Reports: Ms. Krabbe noted the Audit Committee reviewed the FY 17 1st Quarter Financial Report and FY 17 1st Quarter Financial Statement.

CA Representatives to the Inner Arbor Trust Board of Directors: Mr. Schwind answered several questions regarding the Inner Arbor Trust.

9. Recommendations for Board Action:

(a) Consent Agenda – None.

(b) Board Votes:

- 1) **Approval of IRS Forms 990 and 990T:** Ms. Krabbe advised that these are required forms and that the Audit Committee recommended they be approved by the Board.
Action: The Board voted unanimously to approve IRS Forms 990 and 990T.
- 2) **Easement for the Veterans Memorial on the Lakefront:** Mr. Matthews provided background information on the proposed easement for a veterans monument. The Board was given with a letter from Howard County Council members Calvin Ball, Mary Kay Sigaty and Jennifer Terrasa encouraging the Board to consider an alternate location, as well as a letter from Howard County Executive Allan Kittleman supporting the proposed monument location. While Board members appear to support a monument for veterans, concern was expressed about placing the monument at the fountain at the Lakefront. Mr. Stack asked CA staff to identify potential site(s) at the Lakefront for a veterans monument; draft the actual easement agreement (including all comments from the discussion); and, when available, bring the materials to the Board of Directors. CA staff were also asked to draft a policy regarding how to handle similar requests in the future.
- 3) **Revised Audit Committee Charter:** The Audit Committee recommended the Board of Directors approve a revision to the Audit Committee charter requiring the position of either the committee chair or vice chair be held by a member of the Board of Directors.
Action: The Board voted unanimously to approve the requested revision to the Audit Committee Charter.

143 **10. For Your Information:** The Board was provided information on the 1st Columbia-Tema
144 Sister Cities High School Student Exchange.

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146 **11. Tracking Forms:**

147 (a) Tracking Form for Board Requests: No additions

148 (b) Tracking Form for Resident Requests: No additions.

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150 **12. Talking Points:** Alison Mathieson presented the talking points.

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152 **13. Adjournment:** The Board voted to adjourn the open meeting at 10:08 p.m. and to hold a
153 closed meeting under the Maryland Homeowners Act, Md. Code, Real Property §11B-
154 111(4)(iii)(iv).

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156 Respectfully submitted,

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158 Alison Mathieson

159 Recording Secretary