

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: January 26, 2017**

Approved: February 23, 2017

A meeting of the Columbia Association Board of Directors was held on Thursday, January 26, 2017 at Columbia Association headquarters. Present were Chairman Andy Stack and members Reg Avery, Dick Boulton, Brian Dunn, Lin Eagan, Janet Evans, Alan Klein, Nancy McCord, Gregg Schwind, and Chao Wu (arrived at 7:38 p.m.). Also present were Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:33 p.m. by Chairman Andy Stack.

2. Announcement of Closed/Special Meetings:

The **Architectural Resource Committee** held a closed meeting on December 12, 2016 at Columbia Association headquarters. The Members present were Sheri Fanaroff, Scott Templin, Gordon MacPhee, and Eva Lambright. 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, or other persons in connection with pending or potential litigation. The meeting was closed from 1:08 p.m. until 2:27 p.m. to review new and ongoing covenant cases.

The **Architectural Resource Committee** held a closed meeting on January 9, 2017 at Columbia Association headquarters. The Members present were Sheri Fanaroff, Scott Templin, Gordon MacPhee, and Eva Lambright. 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, or other persons in connection with pending or potential litigation. The meeting was closed from 1:03 p.m. until 2:05 p.m. to review new and ongoing architecture resource cases.

The **Board of Directors** held a closed meeting on January 12, 2017 at Columbia Association headquarters. The Members present were: Andrew Stack, Reg Avery, Dick Boulton, Brian Dunn, Lin Eagan, Janet Evans, Alan Klein, Nancy McCord, Chao Wu, and Milton Matthews. 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)(iii) Consultation with legal counsel on legal matters; and (vi) Consideration of the terms and conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowners association. The meeting was closed from 10:26 p.m. until 10:51 p.m. to discuss a legal issue concerning a business transaction.

Chao Wu arrived at 7:38 p.m.

3. Approval of Agenda

Action: Mr. Klein moved to add to the agenda discussion of the President being a member of the BOC. Mr. Boulton seconded the motion, which failed. Vote: 5-5-0 (a two-thirds majority is required for passage).

For: Messrs. Avery, Boulton, Klein, Wu and Ms. Evans.

Against: Messrs. Dunn, Schwind and Stack and Mses. Eagan and McCord

Abstain: none

Action: Mr. Avery moved to approve the agenda as presented. Ms. Eagan seconded the motion, which passed. Vote: 9-1-0.

For: Messrs. Avery, Boulton, Dunn, Schwind, Stack, and Wu and Mses. Eagan, Evans and McCord.

Against: Mr. Klein

Abstain: none

4. Disclosure of Conflict of Interest: none

5. Resident Speakout

a) T.J. Dillard, Owen Brown, spoke about a the need for a bio-retention facility in the Lakeside Dockside area and about restoring a riparian buffer zone around Lake Elkhorn.

b) Greg Pfeiffer, Owen Brown, spoke about planting trees to mitigating increased traffic noise on Broken Land Parkway near the Lakeside community.

6. Approval of Minutes of November 10, 2016

Action: Ms. McCord moved that the minutes of November 10, 2016 be accepted as presented. Mr. Avery seconded the motion, which passed. Vote: 9-0-1.

For: Messrs. Avery, Boulton, Dunn, Klein, Schwind, Stack and Wu; and Mses. Evans and Eagan.

Against: none

Abstain: Ms. McCord.

Approval of Minutes of November 28, 2016

Action: Ms. McCord moved that the minutes of November 28, 2016 be accepted as presented. Mr. Avery seconded the motion, which passed unanimously.

Approval of Minutes of December 8, 2016

Action: Mr. Avery moved that the minutes of December 10, 2016 be accepted as presented. Ms. McCord seconded the motion, which passed unanimously.

7. Chairman's Remarks

Mr. Stack noted that the BOC will meet on January 30 and there will be a Board work session on February 9. He also said he appreciated attending a Chinese Lunar New Year celebration at River Hill High School at Mr. Wu's invitation.

8. Reports Submitted

(a) President's Report: Mr. Stack noted that the President's Report includes an announcement that CA will hold information sessions for potential BOD candidates on February 21 and 25.

(b) Financial Reports: None.

(c) Other Reports

1. Report from the CA Representative to the Inner Arbor Trust Board of Directors

In response to questions from Mr. Boulton, Ms. Lin explained that IAT is requesting \$1.5 million from Howard County in matching funds to pay for a boardwalk path and stream restoration, and that IAT will raise funds to match the county's contribution. She also said that IAT has submitted a request for a \$250,000 state bond bill grant, to be used primarily for lighting for the Chrysalis.

2. Mary Kay Sigaty – Overview of the Legislation Approving the TIF and affordable housing
Councilwoman Sigaty spoke about Tax Increment Financing (TIF) of up to \$90 million for three roads, five intersections and a parking garage. The council also approved an overall amount of up to \$170 million for developing Downtown Columbia. She said as a result of the TIF agreement, Howard County will reap several benefits from developer Howard Hughes, including funding for construction of a new school or library, capital improvements in Downtown Columbia, a parking garage that contains an emergency facility, additional tax revenue, public art and 10,000 trees planted. She also said bond funds will be given to the developer in the form of reimbursements as development occurs.

Regarding housing, Ms. Sigaty said the 30-year Developers Rights and Responsibilities Agreement between Howard Research and Development and Howard County will result in 900 affordable housing units, including 100 reserved for senior citizens. She said most of the housing sites will be controlled by the county’s Housing Commission, which will enable revenue generated from units in Downtown Columbia to be used to build affordable housing in other parts of the county.

9. Board Action

(a) Consent Agenda – none

(b) Board Votes

1. Code of Conduct and Ethics Policy; Conflicts of Interest Policy; Whistleblower Policy; code of Business Conduct and Ethics, Conflicts of Interest Policy Special Requirements for Members of the Board of Directors

Action: Mr. Boulton moved that the Board utilize the ethics policy format that he proposed, rather than the format used by CA Counsel Fanaroff. Mr. Klein seconded the motion, which passed. Vote: 6-3-1.

For: Messrs. Avery, Boulton, Klein, Schwind and Wu; and Ms. Evans

Against: Mses. Eagan and McCord, and Mr. Dunn

Abstain: Mr. Stack

Action: Mr. Stack moved to add section headers in the format developed by Mr. Boulton and include changes added by Mr. Stack and Ms. Fanaroff. Ms. Evans seconded the motion, which passed. Vote: 7-2-1.

For: Messrs. Avery, Boulton, Klein, Schwind, Stack and Wu; and Ms. Evans

Against: Mr. Dunn and Ms. McCord

Abstain: Ms. Eagan

Ms. Fanaroff will finalize the document.

2. Invitation to Guest Attendees—April 2017 Stakeholders Dinner

The Board discussed which groups to invite to its April 2017 stakeholders dinner. Previous dinners this fiscal year were with state and county elected officials, village boards and chairs, and the chamber of commerce executive board.

Action: Mr. Stack moved that the Board invite the Downtown Columbia Arts and Culture Commission, officers and executive director of the Columbia 50th Birthday Celebration committee, and Downtown Columbia Partnership to its April Stakeholders dinner. Mr. Avery seconded the motion, which passed unanimously.

3. CA Dashboard

Board members discussed a list of metrics presented by staff to help the Board evaluate CA’s operational, programmatic and financial performance over time. Mr. Schwind asked that definitions/glossary be added to explain what each metric is measuring

Action: Mr. Klein moved to approve the dashboard, with the addition of a “market penetration” metric. Mr. Wu seconded the motion, which passed. Vote: 9-0-0.

For: Messrs. Avery, Boulton, Klein, Schwind, Stack and Wu; and Mses. Egan, Evans, and McCord.
Against: none
Abstain: none

- (c) 1. Select two BOD members to serve on the Board Operations Committee at its February 27 and April 3 meetings
Four members volunteered and will serve as follows: Mr. Avery and Ms. Evans will serve on the BOC at its February 27 meeting and Mr. Klein and Ms. McCord will do so at its April 3 meeting.

10. Continuation of the Conditional FY 2018 Budget discussion, if needed

Mr. Stack asked that members submit any requested budget changes by February 5, to give staff time to prepare to discuss them during the February 9 work session. The budget is scheduled to be voted on during the February 23 Board meeting.

Mr. Boulton suggested that, before the Board gives it additional funding, IAT develop a business plan that includes a SWOT analysis, organizational objectives and strategies for achieving those objectives. He also presented a list of questions he says the IAT should be required to answer in the form of a grant proposal before CA gives it the \$75,000 in CA's proposed FY2018 budget, and that CA should set up an invoicing system to disperse grant funds to IAT on an as-needed basis. *(He also submitted the list of questions in writing and will email them to Board members.)*

Mr. Schwind asked staff to present CA's initiation fee or other fees required to join CA so that the Board can vote whether or not to approve the fee amounts.

11. Tracking Forms

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

12. Talking Points Recording Secretary Valerie Montague read the Talking Points.

13. Adjournment: The meeting was adjourned at 10:25 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary