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DRAFT
Minutes of the
BOARD OF DIRECTORS MEETING
Held: February 23, 2017

To be approved: March 23, 2017

A meeting of the Columbia Association Board of Directors was held on Thursday, February 23, 2017 at Columbia Association headquarters. Present were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Brian Dunn (via phone), Lin Eagan, Janet Evans, Alan Klein (via phone), Milton W. Matthews, Nancy McCord, Gregg Schwind (arrived at 8:18), and Chao Wu. 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 7:31 p.m. by Chairman Andrew Stack.

2. Announcement of Closed/Special Meetings:

The **Architectural Resource Committee** held a closed meeting on February 13, 2017 at Columbia Association headquarters. The members present were Sheri Fanaroff, Gordon MacPhee, and Eva Lambright. 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)(iv) consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation. The meeting was closed from 1:12 p.m. until 2:05 p.m. to review potential covenant cases.

The **Risk Management Committee** held a closed meeting on January 26, 2017 at Columbia Association headquarters. The Members present were Brian Dunn, Gregg Schwind, Susan Krabbe, and Richard Shaw. 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 or other legal matters. The meeting was closed from 7:00 p.m. until 7:25 p.m. to discuss general liability claims and related matters.

3. Approval of Agenda

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

4. Disclosure of Conflict of Interest: none

5. Resident Speakout

a) Joel Hurewitz, Harpers Choice, spoke about CA including money in its budget for the Inner Arbor.

6. Approval of Minutes of January 12, 2017

Action: Mr. Avery moved that the minutes of January 12, 2017 be accepted as presented. Ms. McCord seconded the motion, which passed unanimously. Vote: 9-0-0

47 **Approval of Minutes of January 26, 2017**

48 **Action:** Ms. McCord moved that the minutes of January 26, 2017 be accepted as presented. Mr. Avery
49 seconded the motion, which passed unanimously. Vote: 9-0-0.
50

51 **7. Chairman's Remarks**

52 Mr. Stack noted the following upcoming events:

53 February 25: Information session for people interested in running for the BOD

54 February 27: BOC meeting, with Reg Avery and Janet Evans attending

55 March 8: CA's "Volunteering Made Easy" session

56 March 9: Board work session about village centers. Kimco, which owns seven of Columbia's 10 village
57 centers, has been invited.

58 March 16: Stakeholders dinner with the executive committee of the Chamber of Commerce

59 March 19: Kickoff of Columbia's 50th Anniversary celebration will be held at the Mall.

60 March 23: BOD meeting about an upcoming zoning review. The county's director of planning and zoning is
61 scheduled to attend.

62 mid-March: The Audit Committee will review CA's third quarter financial report.
63

64 **8. Reports Submitted**

65 (a) In response to questions from Board member, staff said:

66 - More than 300 personalized bricks have been sold and will be installed at the Lakefront.

67 - CA is working to resolve a problem re: phishing hack into employee information.

68 - CA attorney has met with Howard Hughes Corp. re: covenants, and Ms. Fanaroff will prepare a written
69 report to give to the Board.

70 - CA will begin providing board members with highlights of development meetings that CA attends.

71 (b) Financial Reports - None

72 (c) Other Reports

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

74 (*Ms. Eagan provided a written report.*)
75

76 **9. Board Action**

77 (a) Consent Agenda – none

78 (b) Board Votes

79 1. Approve Annual Charge Rate and Cap for FY 18

80 **Action:** The Board voted to approve an annual charge rate of \$0.68 of assessed value and cap of 3.5%.

81 Vote: 8-1-0.

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

83 McCord

84 Against: Ms. Evans

85 Abstain: none
86

87 2. Approve Draft Conditional FY 18 Rates

88 **Action:** The Board voted to approve draft conditional FY 18 membership rates and fees, as presented
89 in the budget. Vote: 9-0-0.
90

91 3. Approve Draft Conditional FY 18 Capital Budget

92 **Action:** Mr. Wu moved to approve the draft conditional FY 18 capital budget. Mr. Klein seconded the
93 motion, which passed. Vote: 9-0-0.
94

95 4. Approve Draft Conditional \$72 million FY 18 Operating Budget

96 **Action:** Mr. Wu moved to approve the draft conditional FY 18 capital budget. Ms. McCord seconded
97 the motion.

98 In response to questions raised during discussion, Ms. Krabbe said that if funds are given to the Inner
99 Arbor Trust (IAT) in addition to the \$75,000 already included in the budget, the amount budgeted for
100 grants for other community programs would be reduced. The amount budgeted for community grants
101 is \$350,000, in addition to the \$75,000 budgeted for IAT.
102

103 *Mr. Schwind arrived at 8:18 p.m.*
104

105 **Action:** Ms. Eagan moved that CA give IAT \$46,000 from CA’s community grants budget, in addition
106 to the \$75,000 already included in the budget for IAT. Mr. Dunn seconded the motion, which
107 passed. Vote: 6-4-0.

108 For: Messrs. Dunn, Schwind, Stack, and Wu; and Meses. Eagan and McCord
109 Against: Messrs. Avery, Boulton and Klein; and Ms. Evans
110 Abstain: none
111

112 **Action:** Mr. Klein moved that, before CA funds are dispersed to IAT, that IAT agree in writing that: 1)
113 the Caterpillar and Picnic Table be deleted from the plan; 2) a new plan be created that includes
114 a “peaceful park” between Little Patuxent Parkway and Merriweather Post Pavilion; and 3) the
115 path system is simplified and the boardwalk does not go through the area where it is currently
116 proposed. Mr. Boulton seconded the motion, which failed. Vote: 3-7-0.

117 For: Messrs. Klein and Boulton; and Ms. Evans
118 Against: Messrs. Avery, Dunn, Schwind, Stack, and Wu; and Meses. Eagan and McCord
119 Abstain: none
120

121 **Action:** Mr. Stack moved that the following conditions be included in CA’s agreement with the Inner
122 Arbor Trust: 1) By January 2018 IAT deliver a business plan; 2) that IAT provide quarterly
123 reports on how the funds are expended; 3) that money is only used for operating expenses as in
124 the submitted budget; 4) that CA meet with IAT board in open session soon after a new IAT
125 board is constituted. Mr. Wu seconded the motion, which passed Vote: 8-0-2.

126 For: Messrs. Avery, Boulton, Schwind, Stack, and Wu; and Meses. Eagan, Evans and
127 McCord
128 Against: none
129 Abstain: Messrs. Dunn and Klein
130

131 **Action:** The board voted to approve the FY 18 operating budget, as amended. Vote: 8-2-0.

132 For: Messrs. Avery, Boulton, Dunn, Schwind, Stack, and Wu; and Meses. Eagan and
133 McCord
134 Against: Mr. Klein and Ms. Evans
135 Abstain: none
136

137 **5. Purchasing Exception – Turf Valley**

138 **Action:** Mr. Boulton moved to accept a purchasing exception to pay Turf Valley \$30,000 for CA’s
139 combined Length of Service luncheon and annual holiday celebration, a cost higher than
140 originally anticipated. Mr. Wu seconded the motion, which passed unanimously.
141

142 **6. Use of FY 15 Capital Funds—Repairs to the Jackson Pond Forebay**

143 **Action:** Ms. Eagan moved that the Board approve moving \$24,305 in unused of FY 15 Watershed
144 Improvement Projects capital funds to supplement funds approved for FY 13 Watershed
145 Improvement Project RZ4. Mr. Avery seconded the motion, which passed. Vote: 9-1-0.

146 For: Messrs. Avery, Boulton, Dunn, Klein, Stack, and Wu; and Meses. Eagan, Evans,
147 and McCord
148 Against: Mr. Schwind
149 Abstain: none

150 **10. Tracking Forms**

151 (a) Tracking Form for Board Requests

152 (b) Tracking Form for Resident Requests

153

154 **11. Talking Points** Recording Secretary Valerie Montague read the Talking Points.

155

156 **12. Adjournment:** The meeting was adjourned at 9:45 p.m.

157

158 Respectfully submitted,

159

160 Valerie Montague

161 Recording Secretary