



CONFIDENTIAL

Columbia Association Board of Directors Meeting Minutes – February 9, 2015
(Closed Meeting)

A closed meeting of the Columbia Association ("CA") Board of Directors convened on February 9, 2015 at 8:45 p.m. The directors present in person were Michael Cornell, Gregg Schwind, Reginald Avery, Alan Klein, Russ Swatek, Andy Stack, Brian Dunn, Tom O'Connor, Nancy McCord and Milton Matthews. Director Jeanne Ketley was present by phone. Mr. Stack moved to close the meeting pursuant to Maryland Homeowners Association Act section 11B-111(4) (i) for the purpose of "Discussion of matters pertaining to employees and personnel", (iii) for the purpose of "Consultation with legal counsel on legal matters" and (iv) for the purpose of "Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters." The motion was seconded by Mr. Dunn. The vote to close the meeting was 6-4-0:

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

A motion was made that the Board find that Alan Klein violated the Columbia Association Code of Ethics and Conflicts of Interest Policy when, after the CA Board endorsed the Inner Arbor plan, he urged Columbia residents to attend the November 6, 2014 Planning Board meeting and oppose the Inner Arbor plan. The motion was approved by a vote of 7-2-1:

For: Messrs. Cornell, Klein, O'Connor, Stack, Schwind, Dunn and Ms. McCord
Against: Mr. Avery and Ms. Ketley
Abstain: Mr. Swatek

A motion was made that the Board find that Alan Klein violated the Columbia Association Code of Ethics and Conflicts of Interest Policy when he posted on the Harper's Choice Village website notice of an opposing attorney's claim of illegality of the Symphony Woods easement agreement without also providing CA's General Counsel's refutation of that claim. The motion was disapproved by a vote of 4-5-1

For: Messrs. Cornell, O'Connor, Dunn and Ms. McCord
Against: Messrs. Avery, Klein, Swatek, Schwind and Ms. Ketley
Abstain: Mr. Stack

A motion was made that the Board find that Alan Klein violated the Columbia Association Code of Ethics and Conflicts of Interest Policy when, after the CA Board endorsed the Inner Arbor plan, he testified before the Planning Board and requested that the Planning Board disapprove the Inner Arbor plan based on his personal disagreement with the plan. The motion was approved by a vote of 8-2-0:

For: Messrs. Cornell, Klein, O'Connor, Dunn, Schwind, Stack, Avery and Ms. McCord

Against: Mr. Swatek and Ms. Ketley

A motion was made that the Board, through the President, inform the Harper's Choice Village Board of the CA Board's findings, and recommend that the Village take action to replace Mr. Klein.

Following discussion an amendment to this motion was made to read that the Board, through the President and Chair, inform the Harper's Choice Village Board of the CA Board's findings, and recommend that the Village take appropriate action as it sees fit. The amendment to the motion passed unanimously.

The amended motion was approved by a vote of 6-4-0:

For: Messrs. Cornell, O'Connor, Stack, Schwind, Dunn and Ms. McCord

Against: Messrs. Avery, Klein, Swatek and Ms. Ketley

The meeting ended at 11:30 p.m.

Approved for Release by the CA Board of Directors April 23, 2015