

**MINUTES OF A CLOSED MEETING OF THE COLUMBIA ASSOCIATION
BOARD OF DIRECTORS**

July 14, 2005

CA Headquarters

**Minutes Made Public by Vote of Columbia Association Board of Directors
April 27, 2006**

The Columbia Association (“CA”) Board of Directors (“Board”) commenced a closed meeting at 7:02 p.m. The Directors present were Joshua Feldmark, Phil Marcus, Patrick von Schlag, Henry Dagenais, Tom O’Connor, Jud Malone and Wolfer Schneider. Also present was CA President Maggie Brown. Mr. von Schlag moved to close the meeting and Mr. O’Connor seconded the motion. The meeting was closed by a unanimous vote pursuant to Section 11B-111(4)(iii) of the Homeowners Association Act (“HOA”) for “Legal advice”.

Mr. Malone moved to approve the minutes of the June 9, 2005 closed Board session. Mr. von Schlag seconded the motion. Mr. Marcus moved to strike the fourth paragraph on the first page of the draft minutes. The motion to approve the minutes as amended passed by a vote of four in favor (Mr. Marcus, Mr. von Schlag, Mr. Dagenais and Mr. Schneider), one opposed (Mr. O’Connor), and one abstention (Mr. Malone).

Ms. Brown reported on the July 14th meeting regarding the Board’s proposed changes to the CA Charter that was held between Tom Meachum of Reese & Carney, who is an attorney representing the Village Community Associations, David Bamberger and Ted Segal of DLA Piper Rudnick Gray Cary, who are lawyers representing CA, and CA General Counsel Sheri Fanaroff. Ms. Brown reported that Mr. Meachum said he had been directed by his clients to simply listen to DLA Piper’s analysis regarding the reserved powers and why CA can enforce the proposed amendments about election procedures, after which he is to report back to the Village Boards. Mr. Meachum had no authority to propose other resolutions or approaches and had not reviewed any other proposed amendments except for those relating to the election process. The meeting lasted an hour and 15 minutes. Mr. Malone and Mr. von Schlag indicated that they felt that this meeting was informational and would just be for communication purposes. Mr. O’Connor said that the feeling from the Villages was what he had put out in his email. Mr. O’Connor said that he thought the attorney should have asked the clients if he was not clear on the purpose of the meeting.

Director Barbara Russell arrived for the closed Board meeting at 7:20 p.m.

Mr. Marcus gave an academic presentation on the indemnification of the villages by the CA Board, which was in line with the explanation previously provided to Ms. Brown by Ms. Fanaroff. The explanation supported the reason for a resolution rather than an agreement.

Mr. Malone moved to release the resolution prepared by Ms. Fanaroff. Mr. von Schlag seconded the motion. The motion passed by a unanimous vote. The resolution will be released along with the attached explanation memo from Ms. Fanaroff. Copies will be provided to all of the Village Boards by Ms. Brown.

Mr. Marcus moved to open the meeting. Mr. von Schlag seconded the motion. The motion passed by a unanimous vote. The closed session ended at approximately 7:35 p.m.

Respectfully submitted,

Joshua Feldmark, Chair
Columbia Association Board of Directors

Approved by Columbia Association Board of Directors September 22, 2005