

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

October 28, 2004

CA Headquarters

**Minutes made Public by Vote of Columbia Association Board of Directors
April 21, 2005**

The Columbia Association (“CA”) Board of Directors (“Board”) commenced a closed session at approximately 7:10 p.m. The Directors present were Joshua Feldmark, Phil Marcus, Jud Malone, Tom O’Connor, Miles Coffman, Barbara Russell, and Wolfger Schneider. Also present were Chick Rhodehamel (acting President in Maggie Brown’s absence) and Sheri Fanaroff (CA’s General Counsel). Mr. Coffman moved to close the meeting and Mr. Marcus 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 consultation with legal counsel as to whether to waive the attorney-client privilege with respect to a memorandum dated September 18, 2004 from David Bamberger and Theodore Segal of the law firm of Piper Rudnick entitled “Alternative Governance Arrangements” (the “Memo”).

Mr. Coffman moved to approve the minutes of the September 2, 2004 closed Board session. Mr. Schneider seconded the motion, and the minutes were approved unanimously with amendments noted. Mr. Coffman moved to make those minutes public, and Mr. Marcus seconded the motion, which was approved unanimously. The Board requested that the minutes be posted on the website as are the minutes of all open Board meetings.

Ms. Fanaroff advised the Board that it should not waive its privilege with respect to the Memo, since the Memo lays out the legal arguments as to why the Charter cannot be changed to make the Village Associations members of CA and thus may foreclose the Board from implementing such a change should it wish to do so. Mr. Feldmark stated that he originally agreed with this advice, but now thought that if the Board wanted to explain why the Governance Committee chose to recommend a compact with the Villages rather than making the Villages members, the Board would need to release the Memo. Mr. Marcus said that the Memo contains no admissions of fact, just a legal theory, and so there is no evidentiary reason not to release it. Mr. O’Connor pointed out that the Memo provides a potential plaintiff with a roadmap. Mr. Marcus stated that there were plenty of capable attorneys who could arrive at the same legal arguments made in the Memo. Mr. Schneider asked whether a plaintiff’s attorney would be able to get the Memo. Ms. Fanaroff explained that, unless the Board votes to release it, the Memo is privileged and not subject to discovery.

Mr. Marcus suggested that perhaps the portions of the Memo that created an issue could be redacted. Mr. O’Connor proposed that Ms. Fanaroff review the Memo to

determine which portions should be redacted. Ms. Russell stated that the Board should release the Memo in order to allow for an open and frank discussion and to explain why the Board is exploring one route rather than another. Mr. Malone moved to have Ms. Fanaroff suggest which portions of the memo should be redacted. Mr. O'Connor seconded the motion. The motion passed by a vote of four in favor (Mr. Coffman, Mr. O'Connor, Mr. Malone and Mr. Schneider), two opposed (Mr. Marcus and Ms. Russell), and one abstention (Mr. Feldmark). The meeting adjourned at approximately 7:35 p.m.

Respectfully submitted,

Joshua Feldmark, Chair
Columbia Association Board of Directors

Approved by Columbia Association Board of Directors November 20, 2004