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DRAFT
Minutes of the
BOARD OF DIRECTORS MEETING
Held: February 22, 2018

To be approved: March 22, 2018

A meeting of the Columbia Association Board of Directors was held on Thursday, February 22, 2018 at Columbia Association headquarters. Present were Chairman Andy Stack and members Dick Boulton, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, Ginny Thomas, Chao Wu (arrived at 7:38), and Shari Zaret. Also present were CA Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:35 p.m. by Chairman Andy Stack. Mr. Stack announced the directors and senior staff in attendance, reminded attendees that the meeting is being recorded and broadcast, and read CA's Five Civility Principles.

2. Announcement of Closed/Special Meetings:

The **Risk Management Committee** held a closed meeting on January 25, 2018. Members present were Susan Krabbe, Milton W. Matthews, and Dick Boulton. 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, board members or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 7:05 p.m. until 7:28 p.m. to review general liability matters and claims.

The **Board of Directors** held a closed meeting on February 8, 2018. Members present were Chairman Andy Stack and members Dick Boulton, Lin Eagan, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, Ginny Thomas, Shari Zaret, and Chao Wu. The vote to close the meeting was 7-0-0 (voted during January 25 meeting by Mses. Eagan, Evans, and Thomas; and Messrs. Stack, Boulton, Klein and Wu).

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 10:30 p.m. until 11:25 p.m. to consult with counsel regarding liquor licenses and other legal matters.

The **Architectural Resource Committee** held a closed meeting on February 12, 2018 at Columbia Association headquarters. Members present were Sheri Fanaroff, Deb Bach, Evamarie Lambright, and Tom Mungo. 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, board members or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:04 p.m. until 1:55 p.m. to discuss new and ongoing covenant cases.

Mr. Wu arrived at 7:38 p.m.

52 **3. Approval of Agenda**
53 Mr. Boulton moved that Item 8(b)7. “Draft charter – Climate Change and Sustainability Advisory
54 Committee” be moved to ahead of 8(b)1 “Annual Charge Rate and Cap for FY19.” Mr. Klein seconded the
55 motion. Mr. Stack suggested that, given the importance of allowing enough time to deliberate about proposed
56 rates and budgets, if Item 8(b)7 is moved to an earlier position on the agenda, discussion on the topic last no
57 more than 10 minutes. If more time is needed, discussion could resume at the point on the agenda originally
58 designated for this item. The motion to move up the agenda item passed unanimously.
59 Ms. Thomas moved that the agenda be approved as amended. Mr. Klein seconded the motion, which passed
60 unanimously.
61

62 **4. Disclosure of Conflict of Interest:** none
63

64 **5. Resident Speakout:**

- 65 a) Judi Neckritz, River Hill, spoke about the possibility of moving the Columbia Art Center.
- 66 b) Crissy Simpson, Dorsey Search, spoke about keeping the Columbia Art Center open or creating something
67 comparable.
- 68 c) Anne Metta, Long Reach, said she concurred with the previous two speakers.
- 69 d) Elisabeth Hoffman, River Hill, spoke about the value of the Columbia Art Center.
- 70 e) Tim Lattimer, Long Reach, spoke about the proposed charter for the Climate Change and Sustainability
71 Advisory Committee and the Board’s planned vote on it tonight.
- 72 f) Joel Hurewitz, Harpers Choice, spoke about climate, and about CA sending a letter regarding State HB
73 1568, regarding Verizon. He also spoke about CA adding features to attract new members.
- 74 g) Nina Basu, chair of Long Reach Village Board, spoke about Columbia Art Center and the Village Board’s
75 general support of Orchard’s Plan for redeveloping the Village Center, preferably in a phased way.
76

77 **6. Chairman’s Remarks:**

78 Mr. Stack submitted a written report. He also said two people attended an information session for potential
79 CA Board candidates. He also attended the county executive’s State of the County address.
80

81 **7. Reports/Presentations**

82 (a) President’s Report

- 83 Mr. Matthews submitted a written report. In response to questions from the Board, he said:
84 - New Tennis Center will open by the end of March.
85 - The first meeting of the Millennials Work Group is scheduled for February 27; a report with
86 recommendations is due by the end of the calendar year. There are 13 members of the work group,
87 ranging in age from 17 to 33.
88

89 Mr. Stack noted that the development tracker has been updated.
90

91 (b) Report from the CA Representatives to the Inner Arbor Trust Board of Directors

92 Ms. Eagan submitted a written report.
93

94 (c) Financial Reports – None
95

96 **8. Board Action**

97 (a) Consent Agenda

- 98 1. Approval of Minutes of January 25, 2018
99 The minutes were approved by consent.
100

101 (b) Board Votes

- 102 7. Draft Charter – Climate Change and Sustainability Advisory Committee (*moved up on agenda*)

103 Ms. McCord read a statement about the value of having one committee focused on watershed issues and

104 on climate change. Board members discussed the pros and cons of have a combined committee or two
105 separate ones.

106 **Action:** Mr. Klein moved to accept the proposed charter for a new Climate Change and Sustainability
107 Advisory Committee. Mr. Wu seconded the motion.

108
109 **Action:** Ms. Thomas moved to revise the end of the first sentence in Article 1, Section 1 of the
110 committee's charter so as not to limit membership to Columbia residents. Mr. Klein seconded the motion.
111 The Board discussed changing the end of the relevant sentence so that it says: "...stakeholders in the
112 Columbia community and its environs." The motion passed. Vote: 8-2-0.

113 For: Messrs. Boulton, Klein, Schwind, and Wu; and Mses. Eagan, Evans, Thomas and Zaret

114 Against: Ms. McCord and Mr. Stack

115 Abstain: none

116

117 Mr. Stack noted that the 10 minutes allotted for this item at this time had expired. Discussion will
118 continue at the point in the agenda originally designated for this topic.

119

120 1. Annual Charge Rate and Cap for FY 19

121 **Action:** Mr. Boulton moved to approve the annual charge and rate cap. Mr. Wu seconded the motion.

122 Mr. Wu then moved to reduce the annual charge rate for FY 19 and FY 20 from \$0.68 to \$0.65 and
123 approve a rate cap of 3.5%. Mr. Klein seconded the motion, which failed. Vote: 1- 9-0.

124 For: Mr. Wu

125 Against: Messrs. Boulton, Klein, Schwind, and Stack; and Mses. Eagan, Evans, McCord, Thomas,
126 and Zaret

127 Abstain: none

128

129 The motion to approve a charge rate of \$0.68 and a rate cap of 3.5% was approved. Vote: 9-0-1.

130 For: Messrs. Boulton, Klein, Schwind, and Stack; and Mses. Eagan, Evans, McCord,

131 Thomas and Zaret

132 Against: none

133 Abstain: Mr. Wu

134

135 2. Proposed FY 19 and FY 20 Rates for memberships, daily fees and admissions for Sport and Fitness
136 facilities, School Age Services monthly rates and rates for Open Space Management facilities.

137 **Action:** Mr. Wu moved to approve the proposed rates. Ms. Evans seconded the motion.

138

139 **Action:** Mr. Schwind moved to reduce all Sport and fitness fees by 10% for assessment-payers for FY 19
140 and FY 20. Mr. Wu seconded the motion, which failed. Vote: 2-8-0.

141 For: Messrs. Schwind and Wu

142 Against: Messrs. Boulton, Klein, and Stack; and Mses. Eagan, Evans, McCord, Thomas, and Zaret

143 Abstain: none

144

145 Board members discussed whether lowering fees may prompt more people to become members. CFO
146 Susan Krabbe and Fitness Director Dan Burns said participation actually increased at Haven on the Lake
147 after one of the rates was increased. Mr. Burns said members are not quitting at a faster rate, but CA is not
148 gaining as many new memberships, and CA is hiring a professional sales team to remedy this by selling
149 memberships to businesses and other community members.

150

151 Board members also noted that next month's Board meetings will include discussion of strategic issues
152 and work plan for the upcoming year.

153

154 **Action:** Mr. Schwind moved to keep FY 19 and FY 20 rates for Sports and Fitness at current FY 18
155 levels for rate-payers. Mr. Wu seconded the motion, which failed. Vote: 2-8-0.

156 For: Messrs. Schwind and Wu
157 Against: Messrs. Boulton, Klein, and Stack; and Mses. Eagan, Evans, McCord, Thomas, and Zaret
158 Abstain: none
159

160 **Action:** Mr. Schwind moved to make the 10% senior discount applicable to renewal memberships, as
161 well as new ones; the 10% discount would be applied in addition to other discounts for which members
162 are eligible. Mr. Klein seconded the motion, which failed. Vote: 2-7-1.

163 For: Messrs. Klein and Schwind
164 Messrs. Messrs. Boulton and Stack; and Mses. Eagan, Evans, McCord, Thomas and Zaret
165 Against: Mr. Wu
166

167 **Action:** Mr. Schwind moved to re-define “family memberships” to include single parents and their
168 children, whether they are dependents or not. Mr. Wu seconded the motion.
169

170 **Action:** Mr. Stack moved to table Mr. Schwind’s motion re: redefining memberships. Ms. Thomas
171 seconded the motion, which passed. Vote: 8-1-1.

172 For: Mses. Eagan, Evans, McCord, Thomas and Zaret; and Messrs. Boulton, Stack and Wu
173 Against: Mr. Schwind
174 Abstain: Mr. Klein
175

176 **Action:** Mr. Schwind moved to increase the age of dependent children eligible to be included in family
177 memberships (living at their parents’ address) from age 22 to 25. The motion was not seconded.
178

179 **Action:** Mr. Stack moved to vote on motions 7 through 13, listed in an email Mr. Schwind sent to Board
180 members. Mr. Boulton seconded the motion. Mr. Stack then moved to table the motions. Mr. Boulton
181 seconded the motion, which passed. Vote: 9-0-1.

182 For: Messrs. Boulton, Klein, Stack and Wu; and Mses. Eagan, Evans, McCord, Thomas, and Zaret.
183 Against: none
184 Abstain: Mr. Schwind
185

186 **Action:** Mr. Boulton moved to un-table the previous motion. Mr. Wu seconded the motion, which failed.
187 Vote: 3-6-1

188 For: Messrs. Boulton, Klein, and Wu
189 Against: Mr. Stack and Mses. Eagan, Evans, McCord, Thomas and Zaret.
190 Abstain: Mr. Schwind
191

192 The original motion to approve proposed FY 19 rates for memberships and fees passed. Vote: 8-2-0.

193 For: Messrs. Boulton, Stack, and Wu; and Mses. Eagan, Evans, McCord, Thomas and Zaret
194 Against: Messrs. Klein and Schwind
195 Abstain: none
196

197 3. Proposed FY 19 Capital Budget

198 **Action:** Ms. McCord moved to approve the FY 19 and FY 20 Capital Budgets. Mr. Wu seconded the
199 motion.
200

201 **Action:** Ms. Thomas moved that FY 19 capital funds (\$1 million) not be used for capital changes to
202 Haven on the Lake until plans for renovations are finalized. However, funds could be used to develop
203 studies, diagrams, etc., that could help CA make a decision. Mr. Schwind seconded the motion, which
204 passed. Vote: 8-0-2

205 For: Messrs. Klein, Schwind, Stack and Wu; and Mses. Eagan, Evans, McCord, and Thomas.
206 Against: none
207 Abstain: Mr. Boulton and Ms. Zaret

208 Board members discussed whether it is wise to plan revisions for CA property at the Lakefront when there
209 is so much uncertainty about what the county's Planning Board guidelines will be and what Howard
210 Hughes Corp. plans to design on property it owns adjacent to CA's.
211

212 **Action:** Ms. McCord moved to remove \$100,000 from the FY 19 budget and \$250,000 from the FY 20
213 budget allocated for Lakefront Master Plan design and implementation. Ms. Zaret seconded the motion.
214

215 **Action:** Ms. Evans proposed a friendly amendment to move the \$100,000 for Master Plan design from
216 the FY 19 budget to the FY 20 budget and to remove the \$250,000 from the FY 20 budget. Ms. McCord
217 accepted the amendment to her motion, which passed unanimously.
218

219 **Action:** Ms. Thomas moved that \$100,000 be added to the amount budgeted for FY 19 for renovations at
220 the Ice Rink. Mr. Boulton seconded the motion, which failed. Vote: 2-6-2.

221 For: Ms. Thomas and Mr. Wu

222 Against: Messrs. Boulton, Schwind, and Stack; and Mses. Eagan, McCord and Zaret

223 Abstain: Ms. Evans and Mr. Klein
224

225 **Action:** Ms. Thomas moved that FY 19 funding for tenant housing at Columbia Horse Center be deleted.
226 Mr. Wu seconded the motion, which failed. Vote: 1-8-1.

227 For: Ms. Thomas

228 Against: Messrs. Boulton, Klein, Schwind, and Stack; and Mses. Eagan, Evans, McCord and Zaret

229 Abstain: Mr. Wu
230

231 **Action:** Mr. Schwind moved that all capital funding for the horse center be removed from the FY 19 and
232 FY 20 budgets until the Board gets more information from staff re: facility usage, profitability, etc.
233 compared to CA's other amenities. Ms. Thomas seconded the motion, which failed. Vote: 3-6-1.

234 For: Messrs. Schwind and Wu, and Ms. Thomas

235 Against: Messrs. Boulton, and Stack; and Mses. Eagan, Evans, McCord, and Zaret

236 Abstain: Mr. Klein
237

238 **Action:** Mr. Schwind moved that \$175,000 to repair Harpers Farm Road overpass be removed from the
239 FY 19 capital budget. Ms. Thomas seconded the motion, which failed. Vote: 3-7-0.

240 For: Messrs. Schwind and Stack, and Ms. Thomas

241 Against: Messrs. Boulton, Klein, and Wu; and Mses. Eagan, Evans, McCord and Zaret

242 Abstain: none
243

244 **Action:** Mr. Wu moved that \$52,000 for village signage be removed from the FY 20 budget and added to
245 the FY 19 budget for signage. Ms. Thomas seconded the motion. After discussion reflecting various
246 villages' views about proposed signage, Mr. Wu withdrew his motion.
247

248 **Action:** Mr. Wu moved to remove all funding for village signage from the FY 19 and FY 20 budget. Ms.
249 Thomas seconded the motion, which passed. Vote: 6-2-2.

250 For: Messrs. Boulton, Klein, Schwind, and Wu, and Mses. McCord and Zaret

251 Against: Messrs. Mr. Stack and Ms. Thomas

252 Abstain: Mses. Eagan and Evans
253

254 The motion to approve the FY19 Capital Budget and Proposed Conditional FY 20 Capital Budget, as
255 amended, was approved unanimously.
256

257 4. Proposed FY 19 Operating Budget

258 **Action:** Mr. Schwind moved to add \$40,000 to create a Senior Resource Advisor Position to help seniors
259 access CA programs, technology, transportation, etc. Ms. McCord seconded the motion, which failed.

260 Vote: 1-6-3.
261 For: Mr. Schwind
262 Against: Messrs. Boulton, Klein, and Stack, and Wu; and Mses. Eagan and McCord
263 Abstain: Mses. Evans, Thomas and Zaret
264

265 **Action:** Mr. Schwind moved to add \$40,000 to create a Pathway Safety Monitor position. The motion
266 was not seconded.
267

268 **Action:** Mr. Stack moved that the Board accept a two-part amendment regarding funds designated to
269 Inner Arbor Trust in FY 19 and FY20 for a permanent pathway from the pathway along Little Patuxent
270 Parkway to the Chrysalis, with CA as the project manager for the pathway. Mr. Wu seconded the motion.
271

272 **Action:** Mr. Klein moved to add a new sentence to the end of Part One of Mr. Stack's amendment, to
273 say: "The path shall be approved by the CA Board before it is built." Ms. Thomas seconded the motion,
274 which passed. Vote: 6-4-0.

275 For: Messrs. Boulton, Klein, Schwind, and Wu; and Mses. Evans and Thomas
276 Against: Mses. Eagan, McCord, and Zagat; and Mr. Stack
277 Abstain: none
278

279 The motion to accept the two-part amendment, as amended, passed. Vote: 9-1-0
280 For: Messrs. Boulton, Klein, Schwind, Stack and Wu; and Mses. Eagan, Evans, McCord and
281 Thomas
282 Against: Ms. Zaret
283 Abstain: none
284

285 Mr. Stack moved that the Board approve the FY19 and FY 20 Operating Budgets, as amended. Mr.
286 Boulton seconded the motion, which passed unanimously.
287

288 7. Draft Charter – Climate Change and Sustainability Advisory Committee (*continuation of earlier*
289 *discussion*)

290 The Board voted to again approve the motion made earlier in the evening to revise the end of the first
291 sentence in Article 1, Section 1 of the committee's charter so that it reads "... community stakeholders in
292 the Columbia community and its environs." Vote: 9-1-0.

293 For: Messrs. Boulton, Klein, Schwind, Stack and Wu; and Mses. Eagan, Evans, Thomas, and Zaret
294 Against: Ms. McCord
295 Abstain: none
296

297 The Board voted to accept the proposed charter for a new Climate Change and Sustainability Advisory
298 Committee, as amended. Vote: 9-0-1.

299 For: Messrs. Boulton, Klein, Stack and Wu; and Mses. Eagan, Evans, McCord, Thomas, and Zaret
300 Against: none
301 Abstain: Mr. Schwind
302

303 **9. Tracking Forms**

- 304 (a) Tracking Form for Board Requests
 - 305 (b) Tracking Form for Resident Requests
- 306

307 **10. Talking Points:** Not read
308

309 **11. Adjournment:** The meeting was adjourned at 11:50 p.m.
310

311 Respectfully submitted,
312
313 Valerie Montague
314 Recording Secretary