

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held: September 27, 2018**

Approved: November 8, 2018

A meeting of the Columbia Association Board of Directors was held on Thursday, September 27, 2018, at Columbia Association headquarters. Present were Chairman Andrew Stack and members Dick Boulton, Janet Evans (via phone, then arrived at 7:07), Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind (via phone, then arrived at 7:36), Ginny Thomas, Chao Wu (via phone), 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 7:00 p.m. by Chairman Andrew 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 **Audit Committee** held a closed meeting on July 23, 2018. Members present were James Young, Gregg Schwind, Ginny Thomas and Dick Boulton. 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)(i) discussion of matters pertaining to employees and personnel, and (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 8:45 p.m. until 9:30 p.m. for CliftonLarsonAllen's review internal controls, and other communication with the external and internal auditors

The **Board of Directors** held a closed meeting on July 26, 2018. Members present were Dick Boulton, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, Andy Stack, Virginia Thomas, and Shari Zaret. The vote to close the meeting was held during the June 28, 2018 Board of Directors meeting.

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, and (vi) consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowners association. The meeting was closed from 11:15 p.m. until 12:30 a.m. to discuss legal matters and a contract issue.

The **Architectural Resource Committee** held a closed meeting on August 13, 2018 at Columbia Association headquarters. Members present were Sheri Fanaroff (arrived late), Deb Bach, Tom Mongo and Gracie Bradford. 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 1:08 p.m. until 2:20 p.m. to discuss new and ongoing covenant cases.

The **Board of Directors** held a closed meeting on August 27, 2018. Members present were Dick Boulton, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, Andy Stack, Virginia Thomas, and Chao Wu. The Board Chair called a closed meeting of the Board of Directors under his authority as Chair to discuss a personnel issue. No vote was taken to close the meeting.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(i) discussion of matters pertaining to employees and personnel, and (iii) consultation with legal counsel on legal matters. The meeting was closed from 8:25 p.m. until 9:50 p.m. to discuss a personnel issue.

The **Audit Committee** held a closed meeting on September 12, 2018 at CA headquarters. Members present were James Young, Ginny Thomas 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)(i) discussion of matters pertaining to employees and personnel, and (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 7:36 p.m. until 9:08 p.m. to review an outsourced audit report and hold an executive session with the auditor.

The **Audit Committee** held an additional closed meeting on September 12, 2018 at CA headquarters. Members present were James Young, Gregg Schwind, Ginny Thomas and Dick Boulton. 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)(i) discussion of matters pertaining to employees and personnel, and (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 10:00 p.m. until 10:38 p.m. to review internal audit reports and consultation with staff personnel on other legal matters.

The **Audit Committee** held a closed meeting on September 25, 2018 at CA headquarters. Members present were James Young, Gregg Schwind, 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)(i) discussion of matters pertaining to employees and personnel. The meeting was closed from 7:30 p.m. until 10:03 p.m. to interview and evaluate applicants for an Audit Committee community member position.

### **3. Approval of Agenda**

**Action:** Ms. McCord moved to approve the agenda. Ms. Thomas seconded the motion, which passed unanimously. Vote: 7-0-0

For: Mses. McCord, Thomas and Zaret; and Messrs. Stack, Boulton, Klein, and Schwind.

### **4. Disclosure of Conflict of Interest: none**

*Ms. Evans arrived at 7:07 p.m.*

### **5. Resident Speakout:**

- a) David Phillips, Columbia Festival of the Arts, spoke about the successful 2018 festival.
- b) Hilton Gluck, Ellicott City, spoke about the Hobbits Glen Golf Course.

### **6. Chairman's Remarks:**

Mr. Stack submitted a written report. He also noted that he and Mr. Boulton have begun their annual visits to village board meetings.

### **7. Board Vote – Patuxent Branch Trail Easement Request from Howard County**

Dennis Matthey, Director of Open Space and Facility Services, said the engineering plans for the county's planned pathway are technically complete. He requested that the CA Board grant the easement associated with the Patuxent Branch Trail that the county requested, subject to staff review of the final construction and legal agreements.

*Mr. Wu joined the call at approximately 7:30 p.m.*

*Mr. Schwind arrived at 7:38 p.m.*

Board members, joined by Howard County Constituent Services Director David Lee and Capital Projects Bureau Chief Raul Delerme, discussed issues regarding environmental concerns, safety, and landscaping related to the proposed pathway.

**Action:** Mr. Boulton moved that the Board approve the easement request from Howard County associated with the Patuxent Branch Trail, subject to review of the plan by CA's Watershed Manager and coordination with the county regarding safety issues. Ms. Thomas seconded the motion.

**Action:** Mr. Schwind moved to table the motion until CA's Watershed Manager reviews the county's pathway plan. Ms. McCord seconded the motion, which failed. Vote: 4-4-0.

For: Mses. McCord and Zaret, and Messrs. Klein and Schwind  
Against: Messrs. Boulton, Stack, and Mses. Thomas and Evans  
Abstain: none

A vote was then taken on Mr. Boulton's original motion. The vote failed, 4-4-0.

For: Mses. Evans, Thomas and Messrs. Boulton and Stack  
Against: Messrs. Klein and Schwind, and Mses. McCord and Zaret  
Abstain: none

**Action:** Mr. Schwind moved to direct CA's Watershed Manager to review the county's plan for Patuxent Branch Trail pathway and provide a written report on likely impacts to the watershed. Ms. Zaret seconded the motion, which passed. Vote: 6-2-0.

For: Messrs. Boulton, Klein and Schwind, and Mses. McCord, Thomas and Zaret  
Against: Ms. Evans and Mr. Stack  
Abstain: none

## **8. Reports/Presentations**

### (a) President's Report

Milton W. Matthews submitted a written report.

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

Lin Eagan submitted a written report.

### (c) Financial Reports

1. FY 2019 1<sup>st</sup> Quarter Financial Report

2. FY 2019 1st Quarter Financial Statements

CA Vice President/CFO Susan Krabbe submitted written reports.

### (d) Dashboard

Ms. Krabbe submitted written reports.

## **9. Budget Testimony – Village Community Associations and other Community Stakeholders**

a) Jonathan Edelson, Oakland Mills Community Association, spoke about the village's requests for the CA FY 20 budget.

b) Kevin McAliley, Wilde Lake Village Association, spoke about projects completed in FY19 with CA funding, and requests for the FY 20 budget.

c) Deborah Wessner, CA Watershed Advisory Committee, spoke about the committee's recommendations regarding budget items related to watershed projects and environmental stewardship.

- d) Duane St. Clair, Howard County Pickleball Association, spoke about the committee's request to have the Locust Park tennis courts converted to permanent pickleball courts.

## 10. Board Action

### (a) Consent Agenda

1. **Approval of Minutes** of July 26, 2018 BOD meeting  
The minutes were approved by consent
  2. **Approval of Minutes** of July 26, 2018 BOD closed meeting
  3. **Approval of Minutes** of June 28, 2018 BOD closed meeting
- All were approved by consent.

## 11. Board Votes

### 1. Approval of IRS Form 990

**Action:** Ms. Thomas moved to approve CA's Form 990. Mr. Schwind seconded the motion, which passed. Vote: 8-0-0.

For: Mses. Evans, McCord, Thomas and Zaret; Messrs. Boulton, Klein, Schwind and Stack  
Against: none  
Abstain: none

### 2. Resolution regarding Council Bill 70-2018: Zoning Counsel

**Action:** Mr. Boulton moved to send the letter to the county council supporting Council Bill 70-2018, which would require a zoning counsel to appear at Planning Board hearings at which there are requests to approve plans or aspects of development in Downtown Columbia. Mr. Klein seconded the motion.

**Action:** Ms. Thomas moved to amend the resolution to ask the county to require a zoning counsel to appear at Planning Board hearings at which there are requests to approve plans or aspects of development in any land in Columbia (not only Downtown Columbia). Mr. Klein seconded the motion, which failed. Vote: 4-4-0.

For: Mr. Klein and Mses. McCord, Thomas and Zaret  
Against: Messrs. Boulton, Stack and Schwind and Ms. Evans  
Abstain: none

A vote was then taken on Mr. Boulton's original motion, which passed. Vote: 7-0-1.

For: Messrs. Boulton, Klein, Stack and Schwind, and Mses. Evans, McCord, and Zaret  
Against: none  
Abstain: Ms. Thomas

## 12. Board Discussion

### (a) Howard County Phase 2 Land Development Regulations Assessment

Marsha McLaughlin, former Howard County Planning Director, gave an overview of the current zoning system and the process of re-writing development regulations. She and Board members discussed ways CA can help develop solutions to issues that impact Columbia that can be addressed as part of the county's rewrite of the development regulations.

## 13. Tracking Forms

- (a) Tracking Form for Board Requests
- (b) Tracking Form for Resident Requests

## 14. Talking Points: Recording Secretary Valerie Montague read the Talking Points.

**15. Action:** Ms. McCord moved to hold a closed meeting of the CA Board of Directors on September 27, 2018 under the Maryland Homeowners Association Act Section 11B-111(4)(i) Discussion of matters pertaining to employees and personnel, and (iii) Consultation with legal counsel on legal matters. Ms. Evans seconded the motion, which passed. Vote: 7-2-0  
For: Messrs. Boulton, Klein, Schwind, and Wu, and Meses. Evans, McCord and Zaret  
Against: Mr. Stack, Ms. Thomas  
Abstain: none

**16. Action:** Ms. Thomas moved to hold a closed meeting of the CA Board of Directors on October 11, 2018 under the Maryland Homeowners Association Act Section 11B-111(4)(iii) Consultation with legal counsel on legal matters. Ms. McCord seconded the motion, which passed unanimously. Vote: 9-0-0  
For: Messrs. Boulton, Klein, Schwind, Stack and Wu, and Meses. Evans, McCord, Thomas, and Zaret  
Against: none  
Abstain: none

**17. Action:** Ms. Thomas moved to hold a closed meeting of the CA Board of Directors on November 27, 2018 under the Maryland Homeowners Association Act Section 11B-111(4)(i) Discussion of matters pertaining to employees and personnel. Ms. McCord seconded the motion, which passed unanimously. Vote: 9-0-0  
For: Messrs. Boulton, Klein, Schwind, Stack and Wu, and Meses. Evans, McCord, Thomas, and Zaret  
Against: none  
Abstain: none

**18. Adjournment:** The open meeting was adjourned at 10:25 p.m. A closed meeting was held following adjournment of the open meeting.

Respectfully submitted,

Valerie Montague  
Recording Secretary