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

To be approved: October 25, 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 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 Matthews, Nancy McCord, Gregg Schwind, Andy Stack, Virginia Thomas, and Chao Wu.

52 The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-
53 111(4)(i) discussion of matters pertaining to employees and personnel, and (iii) consultation with legal counsel
54 on legal matters. The meeting was closed from 8:25 p.m. until 9:50 p.m. to discuss a personnel issue.
55

56 The **Audit Committee** held a closed meeting on September 12, 2018 at CA headquarters. Members present
57 were James Young, Ginny Thomas and Dick Boulton. The vote to close the meeting was 3-0-0.
58

59 The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111
60 (4)(i) discussion of matters pertaining to employees and personnel, and (iv) consultation with staff personnel,
61 consultants, attorneys, board members or other persons in connection with pending or potential litigation or
62 other legal matters. The meeting was closed from 7:36 p.m. until 9:08 p.m. to review an outsourced audit report
63 and hold an executive session with the auditor.
64

65 The **Audit Committee** held an additional closed meeting on September 12, 2018 at CA headquarters. Members
66 present were James Young, Gregg Schwind, Ginny Thomas and Dick Boulton. The vote to close the meeting
67 was 4-0-0.
68

69 The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111
70 (4)(i) discussion of matters pertaining to employees and personnel, and (iv) consultation with staff personnel,
71 consultants, attorneys, board members or other persons in connection with pending or potential litigation or
72 other legal matters. The meeting was closed from 10:00 p.m. until 10:38 p.m. to review internal audit reports
73 and consultation with staff personnel on other legal matters.
74

75 The **Audit Committee** held a closed meeting on September 25, 2018 at CA headquarters. Members present
76 were James Young, Gregg Schwind, and Dick Boulton. The vote to close the meeting was 3-0-0.

77 The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111
78 (4)(i) discussion of matters pertaining to employees and personnel. The meeting was closed from 7:30 p.m. until
79 10:03 p.m. to interview and evaluate applicants for an Audit Committee community member position.
80

81 **3. Approval of Agenda**

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

84 For: Mses. McCord, Thomas and Zaret; and Messrs. Stack, Boulton, Klein, and Schwind.
85

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

87
88 *Ms. Evans arrived at 7:07 p.m.*
89

90 **5. Resident Speakout:**

- 91 a) David Phillips, Columbia Festival of the Arts, spoke about the successful 2018 festival.
 - 92 b) Hilton Gluck, Ellicott City, spoke about the Hobbits Glen Golf Course.
- 93

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

95 Mr. Stack submitted a written report. He also noted that he and Mr. Boulton have begun their annual visits to
96 village board meetings.
97

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

99 Dennis Matthey, Director of Open Space and Facility Services, said the engineering plans for the county's
100 planned pathway are technically complete. He requested that the CA Board grant the easement associated with
101 the Patuxent Branch Trail that the county requested, subject to staff review of the final construction and legal
102 agreements.
103

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

105

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

107

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

111

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

115

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

118

For: Mses. McCord and Zaret, and Messrs. Klein and Schwind

119

Against: Messrs. Boulton, Stack, and Mses. Thomas and Evans

120

Abstain: none

121

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

123

For: Mses. Evans, Thomas and Messrs. Boulton and Stack

124

Against: Messrs. Klein and Schwind, and Mses. McCord and Zaret

125

Abstain: none

126

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

130

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

131

Against: Ms. Evans and Mr. Stack

132

Abstain: none

133

134 **8. Reports/Presentations**

135

(a) President's Report

136

Milton W. Matthews submitted a written report.

137

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

139

Lin Eagan submitted a written report.

140

141 (c) Financial Reports

142

1. FY 2019 1st Quarter Financial Report

143

2. FY 2019 1st Quarter Financial Statements

144

CA Vice President/CFO Susan Krabbe submitted written reports.

145

146 (d) Dashboard

147

Ms. Krabbe submitted written reports.

148

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

150

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

152

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

154

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

- 156 d) Duane St. Clair, Howard County Pickleball Association, spoke about the committee’s request to have the
157 Locust Park tennis courts converted to permanent pickleball courts.
158

159 **10. Board Action**

160 (a) Consent Agenda

- 161 1. **Approval of Minutes** of July 26, 2018 BOD meeting
162 The minutes were approved by consent
163 2. **Approval of Minutes** of July 26, 2018 BOD closed meeting
164 3. **Approval of Minutes** of June 28, 2018 BOD closed meeting
165 All were approved by consent.
166

167 **11. Board Votes**

168 1. Approval of IRS Form 990

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

171 For: Mses. Evans, McCord, Thomas and Zaret; Messrs. Boulton, Klein, Schwind and Stack
172 Against: none
173 Abstain: none
174

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

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

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

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

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

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

191 **12. Board Discussion**

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

193 Marsha McLaughlin, former Howard County Planning Director, gave an overview of the current zoning
194 system and the process of re-writing development regulations. She and Board members discussed ways
195 CA can help develop solutions to issues that impact Columbia that can be addressed as part of the county’s
196 rewrite of the development regulations.
197

198 **13. Tracking Forms**

- 199 (a) Tracking Form for Board Requests
200 (b) Tracking Form for Resident Requests
201

202 **14. Talking Points:** Recording Secretary Valerie Montague read the Talking Points.
203

204 **15. Action:** Ms. McCord moved to hold a closed meeting of the CA Board of Directors on September 27,
205 2018 under the Maryland Homeowners Association Act Section 11B-111(4)(i) Discussion of
206 matters pertaining to employees and personnel, and (iii) Consultation with legal counsel on legal
207 matters. Ms. Evans seconded the motion, which passed. Vote: 7-2-0
208 For: Messrs. Boulton, Klein, Schwind, and Wu, and Mses. Evans, McCord and Zaret
209 Against: Mr. Stack, Ms. Thomas
210 Abstain: none
211

212 **16. Action:** Ms. Thomas moved to hold a closed meeting of the CA Board of Directors on October 11, 2018
213 under the Maryland Homeowners Association Act Section 11B-111(4)(iii) Consultation with
214 legal counsel on legal matters. Ms. McCord seconded the motion, which passed unanimously.
215 Vote: 9-0-0
216 For: Messrs. Boulton, Klein, Schwind, Stack and Wu, and Mses. Evans, McCord, Thomas,
217 and Zaret
218 Against: none
219 Abstain: none
220

221 **17. Action:** Ms. Thomas moved to hold a closed meeting of the CA Board of Directors on November 27, 2018
222 under the Maryland Homeowners Association Act Section 11B-111(4)(i) Discussion of matters
223 pertaining to employees and personnel. Ms. McCord seconded the motion, which passed
224 unanimously. Vote: 9-0-0
225 For: Messrs. Boulton, Klein, Schwind, Stack and Wu, and Mses. Evans, McCord, Thomas,
226 and Zaret
227 Against: none
228 Abstain: none
229

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

232 Respectfully submitted,

233

234

235 Valerie Montague

236 Recording Secretary