

**Minutes of the
BOARD OF DIRECTORS MEETING
Held January 28, 2021**

Approved February 25, 2021

A virtual meeting of Columbia Association's Board of Directors was held on Thursday, January 28, 2021. Present were Chairman Andrew Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, 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 took roll of the directors in attendance and reminded attendees that the meeting was being live-streamed and recorded.

2. Announcement of Closed/Special Meetings Held/To Be Held

The **Risk Management Committee** held a closed virtual meeting on December 10, 2020. Members present were Susan Krabbe, Milton W. Matthews, Nancy McCord, and Lin Eagan, with Renee Dubois also in attendance. The vote to close the meeting was 4-0-0.

The closed meeting was authorized under the Maryland Homeowners Association 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 6:37 p.m. until 6:53 p.m. to discuss general liability incidents and claims.

The **Architectural Resource Committee** held a closed virtual meeting on December 14, 2020. Members present were Deb Bach, Sheri Fanaroff, Ed Gordon, Anne McKissick, and Devora Wilkinson. The vote to close the meeting was 5-0-0.

The closed meeting was authorized under the Maryland Homeowners Association 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 1:5 p.m. until 2:57 p.m. to discuss new and ongoing covenant cases.

CA's **Board of Directors** held a closed virtual meeting on December 17, 2021. Members present were Chairman Andrew Stack, Vice Chair Virginia Thomas, Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan (arrived 6:38 p.m.), Janet Evans (arrived 6:08 p.m.), Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret. The vote to close the meeting was 8-0-0.

The closed meeting was authorized under the Maryland Homeowners Association 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 state if the disclosure could adversely affect the economic interests of the homeowner association. The meeting was closed from 6:04 pm. until 8:24 p.m. for a meeting with lawyers to discuss legal issues.

The **Architectural Resource Committee** held a closed virtual meeting on January 11, 2021. Members present were Deb Bach, Sheri Fanaroff, Ed Gordon, and Devora Wilkinson. The vote to close the meeting was 4-0-0.

The closed meeting was authorized under the Maryland Homeowners Association 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 1:06 p.m. until 2:06 p.m. to discuss new and ongoing covenant cases.

CA's **Board of Directors** held a closed virtual meeting on January 27, 2021. Members present were Chairman Andrew Stack, Vice Chair Virginia Thomas, Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, and Nancy McCord. The vote to close the meeting was 9-0-0.

The closed meeting was authorized under the Maryland Homeowners Association 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 state if the disclosure could adversely affect the economic interests of the homeowner association. The meeting was closed from 7:05 pm. until 9:05 p.m. for a discussion of legal issues concerning Symphony Woods.

3. Approval of Agenda

Action: Ms. Thomas moved to approve the agenda. Mr. Boulton seconded the motion, which was approved unanimously.

4. Verbal Resident Speakout

- 1) Carol Kramme of Ellicott City – spoke about the proposal to close Haven on the Lake.
- 2) Alex Hekimian – spoke about the virtual CA town meeting and the proposed reopening of pools.
- 3) Brigitte V. Fessenden – spoke about Haven on the Lake.
- 4) Steve Thur – spoke about the eight outdoor pools not proposed for reopening in summer 2021.
- 5) Sherman Howell of the African American Coalition of Howard County – spoke about the lack of diversity on the CA BOD and how to encourage it.

5. Consent Agenda

- (a) Approval of Minutes – December 10, 2020 Board Meeting - Approved by consent

6. Board Votes

1. Easement Agreement – Roslyn Rise Fire Access Easement
Action: Ms. Thomas moved to approve the Roslyn Rise Fire Easement. Mr. Boulton seconded the motion, which passed by a vote of 9-1-0.
For: Messrs. Boulton, Klein, and Stack, and Mmes. DuBois, Duvall, Eagan, Evans, Thomas, and Zaret
Against: Ms. Zaret
Abstain: None
2. Easement Agreement – Wetland Studies and Solutions (WSSI) Stream Restoration and Access Easement
Action: Ms. Thomas moved for approval of the WSSI Stream Restoration and Access Easement. Ms. Evans seconded the motion, which was approved unanimously by a vote of 10-0-0.
For: Messrs. Boulton, Klein, and Stack, and Mmes. Dubois, Duvall, Eagan, Evans, McCord, Thomas, and Zaret
Against: None
Abstain: None

3. Inner Arbor Trust Revised Concept Plan

Action: Mr. Boulton made a motion, seconded by Ms. Eagan, regarding the new concept plan for the Inner Arbor Trust. The motion in its entirety is attached to the minutes.

Action: Ms. Zaret offered an amendment to Mr. Boulton’s motion, requesting the removal of the fourth bulleted paragraph. Ms. Zaret’s amendment was seconded by Ms. Evans. Ms. Zaret’s amendment failed by a vote of 3-6-1.

For: Mmes. Evans, McCord, and Zaret

Against: Messrs. Boulton and Klein, and Mmes. DuBois, Duvall, Eagan, and Thomas

Abstain: Mr. Stack

Action: Mr. Stack called for a vote on Mr. Boulton’s original motion. The motion passed by a vote of 9-0-1.

For: Messrs. Boulton and Klein, and Mmes. Dubois, Duvall, Eagan, Evans, McCord, Thomas, and Zaret

Against: None

Abstain: Mr. Stack

7. Board Discussion

(a) FY 2022 Draft Budget Work Session

Discussion centered on the previously approved two million dollar rainy day fund and whether it should be kept as intended or used in part to help with, for example, Haven on the Lake’s proposed closing or the proposed non-opening of eight outdoor pools in summer 2021. Information on the proposed FY 2021 budgets is available on CA’s website.

(b) FY 2021 Budget Update

Ms. Krabbe provided the 2021 Budget Update with a written report, also available on the CA website.

(c) Community Outreach Discussion-Part 1

Timothy Pinel, Chief Marketing Officer, discussed the overall positive feedback for the Virtual Town Hall event. Dannika Rynes received positive feedback as the presenter. A written summary was provided and is on the CA website.

(d) Applicable State Legislation

Ms. Fanaroff provided a written report for the 2021 Legislative Session.

(e) Howard County General Plan Update

Kristin Russell, Office of Planning and Community Affairs, provided a written update about the Howard County Planning Advisory Committee. After attending a subsequent meeting, she noted the Planning Advisory Committee is seeking feedback about the new five assessment themes in a survey open until February 8.

8. Chairman’s Remarks

(a) Mr. Stack provided a written report.

(b) Update on President/CEO Search

Monica McMellon-Ajayi stated that the recruiting firm will identify 10-15 potential candidates for the President/CEO position. More information, including a video from each finalist, will be provided to the BOD members, who will review the information and select 3-4 final candidates. The Board of Directors would like to make a hiring decision for the next President/CEO by March 31.

9. Reports/Presentations

(a) President’s Report was provided in writing.

(b) CA Representatives to the Inner Arbor Trust Board of Directors provided a written report.

(c) Financial Reports and Updates - None

10. Tracking Forms – No changes

11. Possible New Topics

Mr. Boulton asked that the Inner Arbor Easement and expectations go on the list for future discussion.

12. Talking Points – Postponed.

13 Adjournment – The meeting was adjourned at 9:27 p.m.

Respectfully submitted,

Bonnie Butler
Recording Secretary

MOTION REGARDING CONCEPT PLAN

I move that the Columbia Association (CA) Board of Directors vote in favor of the Resolution set forth below.

CA hereby conditionally accepts the new concept plan (the "Plan") for Symphony Woods presented to CA by Inner Arbor Trust (the "Trust") and discussed by the Board at two CA Board meetings. The Plan is attached to and incorporated in this Resolution as Exhibit A. This Plan would replace the previous concept plan referenced and incorporated in the easement agreement between CA and the Trust (the "Easement"). This acceptance is conditioned upon the following:

- The Plan is only a suggested framework for future development of Symphony Woods, and its acceptance by CA is of no binding effect. CA's acceptance of the Plan in no way obligates CA to approve or construct any specific elements of the Plan. CA's acceptance of the Plan shall in no way be construed as an agreement to finance any of the development depicted in the Plan. CA retains the right to modify any aspect or element of the Plan for any reason and at any time.*
- Implementation of the Plan is subject to the easements and agreements between CA, the Trust and other parties that relate to the uses of and structures already existing in Symphony Woods. CA's acceptance of the Plan does not constitute permission for any person to enter into new license agreements or easements for which they currently lack authority.*
- Construction of any element of the Plan would be subject to applicable building codes, environmental regulations, and any other applicable statutes, codes and regulations that might require modification of the Plan.*
- The CA Board currently intends to work with the Trust to reexamine the Easement between the parties and may choose to negotiate amendments to the Easement. Acceptance of the Plan shall not impact the adoption of any amendments to the Easement.*