

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: February 23, 2017**

Approved: March 23, 2017

A meeting of the Columbia Association Board of Directors was held on Thursday, February 23, 2017 at Columbia Association headquarters. Present were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Brian Dunn (via phone), Lin Eagan, Janet Evans, Alan Klein (via phone), Milton W. Matthews, Nancy McCord, Gregg Schwind (arrived at 8:18), and Chao Wu. Also present were Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:31 p.m. by Chairman Andrew Stack.

2. Announcement of Closed/Special Meetings:

The **Architectural Resource Committee** held a closed meeting on February 13, 2017 at Columbia Association headquarters. The members present were Sheri Fanaroff, Gordon MacPhee, and Eva Lambright. 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, or other persons in connection with pending or potential litigation. The meeting was closed from 1:12 p.m. until 2:05 p.m. to review potential covenant cases.

The **Risk Management Committee** held a closed meeting on January 26, 2017 at Columbia Association headquarters. The Members present were Brian Dunn, Gregg Schwind, Susan Krabbe, and Richard Shaw. 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, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 7:00 p.m. until 7:25 p.m. to discuss general liability claims and related matters.

3. Approval of Agenda

Action: Ms. McCord moved to approve the agenda as presented. Mr. Avery seconded the motion, which passed unanimously. Vote: 9-0-0.

4. Disclosure of Conflict of Interest: none

5. Resident Speakout

a) Joel Hurewitz, Harpers Choice, spoke about CA including money in its budget for the Inner Arbor.

6. Approval of Minutes of January 12, 2017

Action: Mr. Avery moved that the minutes of January 12, 2017 be accepted as presented. Ms. McCord seconded the motion, which passed unanimously. Vote: 9-0-0

Approval of Minutes of January 26, 2017

Action: Ms. McCord moved that the minutes of January 26, 2017 be accepted as presented. Mr. Avery seconded the motion, which passed unanimously. Vote: 9-0-0.

7. Chairman's Remarks

Mr. Stack noted the following upcoming events:

February 25: Information session for people interested in running for the BOD

February 27: BOC meeting, with Reg Avery and Janet Evans attending

March 8: CA's "Volunteering Made Easy" session

March 9: Board work session about village centers. Kimco, which owns six of Columbia's nine village centers, has been invited.

March 16: Stakeholders dinner with the executive committee of the Chamber of Commerce

March 19: Kickoff of Columbia's 50th Anniversary celebration will be held at the Mall.

March 23: BOD meeting about an upcoming zoning review. The county's director of planning and zoning is scheduled to attend.

mid-March: The Audit Committee will review CA's third quarter financial report.

8. Reports Submitted

(a) In response to questions from Board member, staff said:

- More than 300 personalized bricks have been sold and will be installed at the Lakefront.
- CA is working to resolve a problem re: phishing hack into employee information.
- CA attorney has met with Howard Hughes Corp. re: covenants, and Ms. Fanaroff will prepare a written report to give to the Board.
- CA will begin providing board members with highlights of development meetings that CA attends.

(b) Financial Reports - None

(c) Other Reports

1. Report from the CA Representative to the Inner Arbor Trust Board of Directors
(*Ms. Eagan provided a written report.*)

9. Board Action

(a) Consent Agenda – none

(b) Board Votes

1. Approve Annual Charge Rate and Cap for FY 18

Action: The Board voted to approve an annual charge rate of \$0.68 of assessed value and cap of 3.5%.
Vote: 8-1-0.

For: Messrs. Avery, Boulton, Dunn, Klein, Stack, and Wu; and Meses. Eagan and McCord

Against: Ms. Evans

Abstain: none

2. Approve Draft Conditional FY 18 Rates

Action: The Board voted to approve draft conditional FY 18 membership rates and fees, as presented in the budget. Vote: 9-0-0.

3. Approve Draft Conditional FY 18 Capital Budget

Action: Mr. Wu moved to approve the draft conditional FY 18 capital budget. Mr. Klein seconded the motion, which passed. Vote: 9-0-0.

4. Approve Draft Conditional \$72 million FY 18 Operating Budget

Action: Mr. Wu moved to approve the draft conditional FY 18 capital budget. Ms. McCord seconded the motion.

In response to questions raised during discussion, Ms. Krabbe said that if funds are given to the Inner Arbor Trust (IAT) in addition to the \$75,000 already included in the budget, the amount budgeted for grants for other community programs would be reduced. The amount budgeted for community grants is \$350,000, in addition to the \$75,000 budgeted for IAT.

Mr. Schwind arrived at 8:18 p.m.

Action: Ms. Eagan moved that CA give IAT \$46,000 from CA’s community grants budget, in addition to the \$75,000 already included in the budget for IAT. Mr. Dunn seconded the motion, which passed. Vote: 6-4-0.

For: Messrs. Dunn, Schwind, Stack, and Wu; and Meses. Eagan and McCord
Against: Messrs. Avery, Boulton and Klein; and Ms. Evans
Abstain: none

Action: Mr. Klein moved that, before CA funds are dispersed to IAT, that IAT agree in writing that: 1) the Caterpillar and Picnic Table be deleted from the plan; 2) a new plan be created that includes a “peaceful park” between Little Patuxent Parkway and Merriweather Post Pavilion; and 3) the path system is simplified and the boardwalk does not go through the area where it is currently proposed. Mr. Boulton seconded the motion, which failed. Vote: 3-7-0.

For: Messrs. Klein and Boulton; and Ms. Evans
Against: Messrs. Avery, Dunn, Schwind, Stack, and Wu; and Meses. Eagan and McCord
Abstain: none

Action: Mr. Stack moved that the following conditions be included in CA’s agreement with the Inner Arbor Trust: 1) By January 2018 IAT deliver a business plan; 2) that IAT provide quarterly reports on how the funds are expended; 3) that money is only used for operating expenses as in the submitted budget; 4) that CA meet with IAT board in open session soon after a new IAT board is constituted. Mr. Wu seconded the motion, which passed. Vote: 8-0-2.

For: Messrs. Avery, Boulton, Schwind, Stack, and Wu; and Meses. Eagan, Evans and McCord
Against: none
Abstain: Messrs. Dunn and Klein

Action: The board voted to approve the FY 18 operating budget, as amended. Vote: 8-2-0.

For: Messrs. Avery, Boulton, Dunn, Schwind, Stack, and Wu; and Meses. Eagan and McCord
Against: Mr. Klein and Ms. Evans
Abstain: none

5. Purchasing Exception – Turf Valley

Action: Mr. Boulton moved to accept a purchasing exception to pay Turf Valley \$30,000 for CA’s combined Length of Service luncheon and annual holiday celebration, a cost higher than originally anticipated. Mr. Wu seconded the motion, which passed unanimously.

6. Use of FY 15 Capital Funds—Repairs to the Jackson Pond Forebay

Action: Ms. Eagan moved that the Board approve moving \$24,305 in unused of FY 15 Watershed Improvement Projects capital funds to supplement funds approved for FY 13 Watershed Improvement Project RZ4. Mr. Avery seconded the motion, which passed. Vote: 9-1-0.

For: Messrs. Avery, Boulton, Dunn, Klein, Stack, and Wu; and Meses. Eagan, Evans, and McCord
Against: Mr. Schwind
Abstain: none

10. Tracking Forms

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

11. Talking Points Recording Secretary Valerie Montague read the Talking Points.

12. Adjournment: The meeting was adjourned at 9:45 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary