

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: February 11, 2016**

Approved: February 25, 2016

A meeting of the Columbia Association Board of Directors was held on Thursday, February 11, 2016, at the Columbia Association Building. Present were Chairman Andrew Stack and members Reg Avery (via phone at 7:42 and in person at 7:52 p.m.), Dick Boulton, Brian Dunn, Janet Evans (via phone), Jeanne Ketley, Alan Klein, Nancy McCord, and Chao Wu. Member Gregg Schwind was absent. Also present were CA President/CEO Milton W. Matthews, Chief Staff Liaisons Susan Krabbe and Norma Heim, and General Counsel Sheri Fanaroff.

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

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

The Risk Management Committee met on January 28, 2016 at the Columbia Association headquarters. Members present were Milton Matthews, Susan Krabbe, Reg Avery, and Gregg Schwind (via phone). 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)(iii) consultation with legal counsel on legal matters, and (iv) investigative proceedings concerning possible or potential litigation or other legal matters. The meeting was closed from 7:05 p.m. until 7:25 p.m.

Mr. Dunn arrived at 7:35 p.m.

3. Approval of Agenda

Action: Ms. McCord moved to approve the agenda. Ms. Ketley seconded the motion, which passed unanimously. Vote: 8-0-0

4. Disclosure of Conflicts of Interest: none

5. Resident Speakout:

(a) Barbara Russell, Oakland Mills, requested information about how the Inner Arbor Trust has spent funds received from CA, the state and county, how it raises money, and progress it has made thus far.

Mr. Avery called in at 7:42 p.m.

6. Approval of Minutes of January 28, 2016 (deferred until February 25, 2016)

7. Chairman's Remarks: Mr. Stack announced upcoming meetings and events:

- February 13: CA All-Star activities at the athletic facilities.
- February 20: Downtown Columbia Affordable Housing presentation
- February 20 and 23: Information sessions for people interested in running for the Board of Directors
- February 22: meeting of the Long Reach Village Board to present Indoor Tennis Facility plans.
- February 25: next CA Board meeting during which the budget vote will take place.
- February 25: Downtown Columbia Transportation session.
- February 29: BOC meeting.
- March 15 and 16: Google App training

8. President's Remarks: none

9. Committee Chairs' Remarks:

- (a) Board Operations Committee: none
- (b) External Relations Committee: none
- (c) Planning and Strategy Committee: Mr. Wu spoke about email he sent to staff re: Long Reach Tennis Facility
- (d) Strategic Implementation Committee: none
- (e) CA Representatives to the Inner Arbor Trust Board of Directors: Mr. Boulton said he drafted guidelines for CA Board members serving as representatives on the Inner Arbor Trust Board of Directors and will get input on the guidelines from Mr. Schwind and Mr. Matthews. He said a presentation regarding raising \$400,000 for lighting and audio equipment in the Chrysalis was cancelled due to snow. He also said the next IAT meeting will be on February 22.

Mr. Avery arrived at 7:52 p.m.

10. Recommendations for Board Action

- (a) Consent Agenda – None
- (b) Recommendations for Action
 - 1. Approval of the Easement Agreements related to the Crescent Property
Ian Kennedy, Executive Director of the Downtown Columbia Arts and Culture Commission, described his organization's role in the process of transferring ownership of Merriweather Post Pavilion from Howard Hughes Corporation to the county. He asked the Board to approve easements needed to upgrade facilities at Merriweather.
Action: The Board approved the SIC's recommendation to approve six easements in the Crescent Property for water and sewer lines related to improvements at Merriweather Post Pavilion. Vote: 7-1-1
For: Messrs. Avery, Dunn, Stack, and Wu, and Mses. Evans, Ketley and McCord
Against: Mr. Klein
Abstain: Mr. Boulton
 - 2. Approval of the Recommendations from the Watershed Advisory Committee
Open Space Director Dennis Matthey said CA would benefit if the county continues to impose its Stormwater Utility fee.
Action: The Board unanimously approved the ERC's recommendation to support the Watershed Advisory Committee's request that CA oppose repeal of the county's Stormwater Utility Fee.

11. Special Topics and Presentations – none

- (a) Briefing on Concept Plan for New Indoor Tennis Facility
CA Construction Director Albert Edwards and Donald Konapelsky of GTM Architects gave an update regarding the Long Reach Indoor Tennis Club Project construction documents, cost estimates and preliminary project schedule. They estimate the project will be complete in February 2018, but the date is dependent on the county permitting process and the actual start date of construction.

12. Committee Agendas

- (a) Planning and Strategy Committee
 - 1. Discussion:
 - (a) PSC hosts Board work session on the Proposed Draft FY 17 and FY 18 Capital and Operating Budgets
 - (b) Formulate and Approve Recommendations to the Board of Directors re: Proposed Draft FY 17 and Conditional FY18 Budgets (Capital and Operating) and Rates
Board members commended staff on the budget document and process. Mr. Matthews noted that when budget requests exceed fund availability, requests related to safety issues take priority.

Action: Ms. McCord moved that the PSC recommend that the Board approve the Draft FY 17 and FY 18 Capital and Operating budgets. Ms. Ketley seconded the motion, which the committee passed unanimously. Vote: 3-0-0.

(c) Committee Tracking Form

13. Tracking Forms

(a) Tracking Form for Board Requests: No additions

(b) Tracking Form for Resident Requests: Barbara Russell requested receiving within 30 days information regarding how the Inner Arbor Trust has spent funds received from CA, the state and county, how it raises money, and progress it has made thus far.

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

Ms. Heim noted the dates for stakeholders dinners: March 28 (League of Women Voters and Howard County Citizens Association), April 11 (Village Managers and Board Chairs), and April 27 (Chamber of Commerce Executive Committee)

15. Adjournment: The meeting was adjourned at 9:08 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary

The following pages are from
Resident Speakout
at the February 11, 2016
Columbia Association
Board of Directors meeting

From: Barbara Russell <BABSRUSSELL@COMCAST.NET>

Subject: **Symphony Woods Park**

Date: June 26, 2014 2:57:13 PM EDT

To: Andrew.Stack@ca-board.org, Russ Swatek <swatek1@yahoo.com>, Milton.Matthews@columbiaassociation.org, alankleinca@gmail.com, brianjdunn@gmail.com, Greg.Schwind@usdoj.gov, Michael Cornell <michaelcornell@comcast.net>, nancy.mccord@LNF.com, Reg and Anne <rtavery@verizon.net>, Tom O'Connor <tomfoc3@verizon.net>, towncentercarep@gmail.com

Cc: Barbara Russell <babsrussell@comcast.net>

To the Columbia Association Board of Directors and Columbia Association President Milton Matthews,

I am writing this to point out serious and possibly legal flaws with regard to how the Columbia Association (CA) and the Inner Arbor Trust have handled the redevelopment of Symphony Woods Park and to ask that the CA Board and CA President review the process thus far and take action to remedy the situation so that the future development of Symphony Woods Park is both legal and fair to the CA Annual Charge payers who have financially supported CA operations and CA property, including Symphony Woods, for 47 years.

1 - The CA Board publicly vetted the original CA plan for Symphony Woods for nearly four years. It became known as the Paumier Plan (Cy Paumier, a longtime successful, respected and recognized Columbia land designer, was a principal designer and spokesperson for the CA Plan). His group worked within the parameters set by CA. There were many public meetings, much public input, many CA Board discussions, and finally a CA Board vote approving that plan. The plan was also presented to Howard County's Design Advisory Panel for approval.

2 - In addition, the Paumier Plan received a pledge of \$250,000 from the State of Maryland primarily through the efforts of State Senator Edward Kasemeyer and State Delegate Elizabeth Bobo who represent(ed) Columbia.

3 - On September 6, 2012 the Howard County Planning Board approved the Paumier Plan with two conditions - save more trees and work with Merriweather Post Pavilion to coordinate the planning of both venues, thus allowing the Symphony Woods Plan to move forward.

4 - However, Michael McCall (the current President and CEO of the organization known as the Inner Arbor Trust), said that in October of 2012 former CA President, Phil Nelson, "... called me to ask for help with Symphony Woods."

5 - Also, according to Mr. McCall, "... I volunteered to develop an alternate plan, which was completed in the fall of 2012".

6 - On October 11, 2012, the CA Board met in an open public meeting and heard a presentation from Mr. Nelson on Symphony Woods Park and Merriweather Post Neighborhood. The CA Board took several straw votes on several limited issues related to Symphony Woods to give direction to Mr. Nelson as he met with other stakeholders in the development process. The CA Board also voted at that meeting to go into closed session to continue their discussion on certain issues - those issues were not disclosed.

7 - I CANNOT FIND WHERE THE DETAILS OF THE "INNER ARBOR PLAN" WERE DISCUSSED BY THE CA BOARD IN AN OPEN PUBLIC MEETING BETWEEN THE OCTOBER 11, 2012 MEETING AND THE JANUARY 24, 2013 MEETING. THOUGH I HAVE NO PROOF BECAUSE THE CONTENTS OF CLOSED MEETINGS ARE NOT DIVULGED UNLESS THE BOARD VOTES TO DO SO, I SUSPECT THAT WHAT BECAME THE INNER ARBOR PLAN WAS DISCUSSED BY THE CA BOARD IN CLOSED MEETINGS DURING THAT PERIOD. WHY DO I SUSPECT THAT? MR. NELSON AND MR. MCCALL MADE A FULLY DEVELOPED PRESENTATION OF THE INNER ARBOR PLAN AND ITS COMPONENTS TO THE BOARD ON JANUARY 24, 2013 AND JUST A FEW WEEKS LATER ON FEBRUARY 14, 2013, WITHOUT A REASONABLE AMOUNT OF TIME TO REVIEW SUCH A MAJOR PLAN, THE BOARD VOTED TO SUSPEND ITS OWN RULES IN ORDER TO APPROVE THE INNER ARBOR PLAN FOR SYMPHONY WOODS THAT VERY NIGHT.

8 - I was a CA Board member for eight years and I am familiar with the exceptions in the Homeowners Association Law that allow the CA Board to meet in closed session. I do not believe that any discussions between October 11, 2012 and January 24, 2013 related to the initial development of the Inner Arbor Plan could be legally held in closed meetings.

9 - Public testimony on the Inner Arbor Plan was received at the Residents Speakout at the January 24, 2013 CA Board meeting before the full plan was even presented to the Board following the Speakout. How those testifying on the plan could present meaningful testimony is a mystery to me. As one person testified, it didn't make sense to have residents speak out before the Inner Arbor Trust presentation even took place. The only other public information meeting that I am aware of, which consisted of displays and conversation but no formal presentation, was held on January 31, 2013.

10 - Mr. Nelson presented the updated background information on the Inner Arbor Plan, the proposed 501(c)(3) Trust, the perpetual easement and the initial \$1,600,000 in CA funding to the CA Board only one day before the February 14, 2013 meeting, at which he requested that the CA Board pass the entire proposal.

11 - It boggles the mind that such an important decision on the fate of a major CA property would be made so quickly by the CA Board with so little notice and with so little opportunity for reasonable citizen input -- especially after going through a four year public process with the original CA (Paumier) Plan. This unreasonable haste has also caused problems with regard to setting up the Trust and following through on the plan approved at the February 14, 2013 CA Board meeting.

12 - The Inner Arbor Trust is not in conformance with the proposal that was approved by the CA Board on February 14, 2013.

* CA was to have control of the Trust with the CA President and two members of the CA Board as the three controlling voting members on the five member Trust Board.

* One of the two CA Board members appointed to the Trust Board immediately lost his seat on the CA Board in an election but was allowed to remain on the Trust Board for an entire year.

* The Trust also increased the number of its Board members so that CA no longer has the controlling votes.

* The 501(c)(3) Trust was created so that it could raise money from private businesses and foundations. So far, it has only asked for and received money from the Columbia Association and Howard County Government, which can give money directly to CA for Symphony Woods and doesn't need to go through the Trust.

* The Trust is required to get approval from the CA Board for any substantial changes to the plan for Symphony Woods approved on February 24, 2013. There have been major design changes (paid for with significant CA and Howard County funds) but the Trust has not asked the CA Board to approve the changes. The substantially changed plan was even submitted on April 28, 2014 to the Howard County Department of Planning and Zoning for approval of the Site Development Plan.

* Who gave the Trust the right to change the name of Symphony Woods Park to Merriweather Park at Symphony Woods?

Other questions --

* The CA Board is required to hold public meetings as a Homeowners Association. The Howard County Government is required to hold public meetings. Why does the Trust, which is (exclusively at this time) funded by these two bodies, refusing to hold their meetings in public? And why is CA not requiring the Trust to do so as a requirement for additional funding?

* Is the compensation paid to Mr. McCall, his company and those employed by his company available?

* Has the Trust Board developed an approved plan for obtaining funding from private businesses and foundations?

* Are all of the Trust's board members residents of Columbia or Howard County?

I am requesting that the CA Board and President Matthews provide a written response to each of the questions and issues that I have raised in this email/correspondence. I am certainly not alone in having serious concerns about the future of Symphony Woods Park and I haven't even addressed issues such as cost projections and potential liability issues. I believe that Symphony Woods is extremely important to the citizens of Columbia and Howard County and is a significant part of downtown development. As a new CA Board and as the new CA President, you have an opportunity to "do the right thing" and not be tempted to defend mistakes that were made in the past.