

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: February 22, 2018**

Approved: March 22, 2018

A meeting of the Columbia Association Board of Directors was held on Thursday, February 22, 2018 at Columbia Association headquarters. Present were Chairman Andy Stack and members Dick Boulton, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, Ginny Thomas, Chao Wu (arrived at 7:38), 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 7:35 p.m. by Chairman Andy 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 **Risk Management Committee** held a closed meeting on January 25, 2018. Members present were Susan Krabbe, Milton W. Matthews, 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)(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 7:05 p.m. until 7:28 p.m. to review general liability matters and claims.

The **Board of Directors** held a closed meeting on February 8, 2018. Members present were Chairman Andy Stack and members Dick Boulton, Lin Eagan, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, Ginny Thomas, Shari Zaret, and Chao Wu. The vote to close the meeting was 7-0-0 (voted during January 25 meeting by Mses. Eagan, Evans, and Thomas; and Messrs. Stack, Boulton, Klein and Wu).

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 10:30 p.m. until 11:25 p.m. to consult with counsel regarding liquor licenses and other legal matters.

The **Architectural Resource Committee** held a closed meeting on February 12, 2018 at Columbia Association headquarters. Members present were Sheri Fanaroff, Deb Bach, Evamarie Lambright, and Tom Mungo. 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, board members or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:04 p.m. until 1:55 p.m. to discuss new and ongoing covenant cases.

Mr. Wu arrived at 7:38 p.m.

3. Approval of Agenda

Mr. Boulton moved that Item 8(b)7. "Draft charter – Climate Change and Sustainability Advisory Committee" be moved to ahead of 8(b)1 "Annual Charge Rate and Cap for FY19." Mr. Klein seconded the

motion. Mr. Stack suggested that, given the importance of allowing enough time to deliberate about proposed rates and budgets, if Item 8(b)7 is moved to an earlier position on the agenda, discussion on the topic last no more than 10 minutes. If more time is needed, discussion could resume at the point on the agenda originally designated for this item. The motion to move up the agenda item passed unanimously.

Ms. Thomas moved that the agenda be approved as amended. Mr. Klein seconded the motion, which passed unanimously.

4. Disclosure of Conflict of Interest: none

5. Resident Speakout:

- a) Judi Neckritz, River Hill, spoke about the possibility of moving the Columbia Art Center.
- b) Crissy Simpson, Dorsey Search, spoke about keeping the Columbia Art Center open or creating something comparable.
- c) Anne Metta, Long Reach, said she concurred with the previous two speakers.
- d) Elisabeth Hoffman, River Hill, spoke about the value of the Columbia Art Center.
- e) Tim Lattimer, Long Reach, spoke about the proposed charter for the Climate Change and Sustainability Advisory Committee and the Board's planned vote on it tonight.
- f) Joel Hurewitz, Harpers Choice, spoke about climate, and about CA sending a letter regarding State HB 1568, regarding Verizon. He also spoke about CA adding features to attract new members.
- g) Nina Basu, chair of Long Reach Village Board, spoke about Columbia Art Center and the Village Board's general support of Orchard's Plan for redeveloping the Village Center, preferably in a phased way.

6. Chairman's Remarks:

Mr. Stack submitted a written report. He also said two people attended an information session for potential CA Board candidates. He also attended the county executive's State of the County address.

7. Reports/Presentations

(a) President's Report

Mr. Matthews submitted a written report. In response to questions from the Board, he said:

- New Tennis Center will open by the end of March.
- The first meeting of the Millennials Work Group is scheduled for February 27; a report with recommendations is due by the end of the calendar year. There are 13 members of the work group, ranging in age from 17 to 33.

Mr. Stack noted that the development tracker has been updated.

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

Ms. Eagan submitted a written report.

(c) Financial Reports – None

8. Board Action

(a) Consent Agenda

1. Approval of Minutes of January 25, 2018

The minutes were approved by consent.

(b) Board Votes

7. Draft Charter – Climate Change and Sustainability Advisory Committee (*moved up on agenda*)

Ms. McCord read a statement about the value of having one committee focused on watershed issues and on climate change. Board members discussed the pros and cons of have a combined committee or two separate ones.

Action: Mr. Klein moved to accept the proposed charter for a new Climate Change and Sustainability Advisory Committee. Mr. Wu seconded the motion.

Action: Ms. Thomas moved to revise the end of the first sentence in Article 1, Section 1 of the committee's charter so as not to limit membership to Columbia residents. Mr. Klein seconded the motion. The Board discussed changing the end of the relevant sentence so that it says: "...stakeholders in the Columbia community and its environs." The motion passed. Vote: 8-2-0.

For: Messrs. Boulton, Klein, Schwind, and Wu; and Mses. Eagan, Evans, Thomas and Zaret

Against: Ms. McCord and Mr. Stack

Abstain: none

Mr. Stack noted that the 10 minutes allotted for this item at this time had expired. Discussion will continue at the point in the agenda originally designated for this topic.

1. Annual Charge Rate and Cap for FY 19

Action: Mr. Boulton moved to approve the annual charge and rate cap. Mr. Wu seconded the motion. Mr. Wu then moved to reduce the annual charge rate for FY 19 and FY 20 from \$0.68 to \$0.65 and approve a rate cap of 3.5%. Mr. Klein seconded the motion, which failed. Vote: 1- 9-0.

For: Mr. Wu

Against: Messrs. Boulton, Klein, Schwind, and Stack; and Mses. Eagan, Evans, McCord, Thomas, and Zaret

Abstain: none

The motion to approve a charge rate of \$0.68 and a rate cap of 3.5% was approved. Vote: 9-0-1.

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

Against: none

Abstain: Mr. Wu

2. Proposed FY 19 and FY 20 Rates for memberships, daily fees and admissions for Sport and Fitness facilities, School Age Services monthly rates and rates for Open Space Management facilities.

Action: Mr. Wu moved to approve the proposed rates. Ms. Evans seconded the motion.

Action: Mr. Schwind moved to reduce all Sport and fitness fees by 10% for assessment-payers for FY 19 and FY 20. Mr. Wu seconded the motion, which failed. Vote: 2-8-0.

For: Messrs. Schwind and Wu

Against: Messrs. Boulton, Klein, and Stack; and Mses. Eagan, Evans, McCord, Thomas, and Zaret

Abstain: none

Board members also noted that next month's Board meetings will include discussion of strategic issues and work plan for the upcoming year.

Action: Mr. Schwind moved to keep FY 19 and FY 20 rates for Sports and Fitness at current FY 18 levels for rate-payers. Mr. Wu seconded the motion, which failed. Vote: 2-8-0.

For: Messrs. Schwind and Wu

Against: Messrs. Boulton, Klein, and Stack; and Mses. Eagan, Evans, McCord, Thomas, and Zaret

Abstain: none

Action: Mr. Schwind moved to make the 10% senior discount applicable to renewal memberships, as well as new ones; the 10% discount would be applied in addition to other discounts for which members are eligible. Mr. Klein seconded the motion, which failed. Vote: 2-7-1.

For: Messrs. Klein and Schwind

Against: Messrs. Boulton and Stack; and Meses. Eagan, Evans, McCord, Thomas and Zaret
Abstain: Mr. Wu

Action: Mr. Schwind moved to re-define “family memberships” to include single parents and their children, whether they are dependents or not. Mr. Wu seconded the motion.

Action: Mr. Stack moved to table Mr. Schwind’s motion re: redefining memberships. Ms. Thomas seconded the motion, which passed. Vote: 8-1-1.

For: Meses. Eagan, Evans, McCord, Thomas and Zaret; and Messrs. Boulton, Stack and Wu
Against: Mr. Schwind
Abstain: Mr. Klein

Action: Mr. Schwind moved to increase the age of dependent children eligible to be included in family memberships (living at their parents’ address) from age 22 to 25. The motion was not seconded.

Action: Mr. Stack moved to vote on motions 7 through 13, listed in an email Mr. Schwind sent to Board members. Ms. Evans seconded the motion. Mr. Stack then moved to table the motions. Mr. Boulton seconded the motion, which passed. Vote: 9-0-1.

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

Action: Mr. Boulton moved to un-table the previous motion. Mr. Wu seconded the motion, which failed. Vote: 3-6-1

For: Messrs. Boulton, Klein, and Wu
Against: Mr. Stack and Meses. Eagan, Evans, McCord, Thomas and Zaret.
Abstain: Mr. Schwind

The original motion to approve proposed FY 19 rates for memberships and fees passed. Vote: 8-2-0.

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

3. Proposed FY 19 Capital Budget

Action: Ms. McCord moved to approve the FY 19 and FY 20 Capital Budgets. Mr. Wu seconded the motion.

Action: Ms. Thomas moved that FY 19 capital funds (\$1 million) not be used for capital changes to Haven on the Lake until plans for renovations are finalized. However, funds could be used to develop studies, diagrams, etc., that could help CA make a decision. Mr. Schwind seconded the motion, which passed. Vote: 8-0-2

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

Board members discussed whether it is wise to plan revisions for CA property at the Lakefront when there is so much uncertainty about what the county’s Planning Board guidelines will be and what Howard Hughes Corp. plans to design on property it owns adjacent to CA’s.

Action: Ms. McCord moved to remove \$100,000 from the FY 19 budget and \$250,000 from the FY 20 budget allocated for Lakefront Master Plan design and implementation. Ms. Zaret seconded the motion.

Action: Ms. Evans proposed a friendly amendment to move the \$100,000 for Master Plan design from the FY 19 budget to the FY 20 budget and to remove the \$250,000 from the FY 20 budget. Ms. McCord accepted the amendment to her motion, which passed unanimously.

Action: Ms. Thomas moved that \$100,000 be added to the amount budgeted for FY 19 for renovations at the Ice Rink. Mr. Boulton seconded the motion, which failed. Vote: 2-6-2.

For: Ms. Thomas and Mr. Wu

Against: Messrs. Boulton, Schwind, and Stack; and Mses. Eagan, McCord and Zaret

Abstain: Ms. Evans and Mr. Klein

Action: Ms. Thomas moved that FY 19 funding for tenant housing at Columbia Horse Center be deleted. Mr. Wu seconded the motion, which failed. Vote: 1-8-1.

For: Ms. Thomas

Against: Messrs. Boulton, Klein, Schwind, and Stack; and Mses. Eagan, Evans, McCord and Zaret

Abstain: Mr. Wu

Action: Mr. Schwind moved that all capital funding for the horse center be removed from the FY 19 and FY 20 budgets until the Board gets more information from staff re: facility usage, profitability, etc. compared to CA's other amenities. Ms. Thomas seconded the motion, which failed. Vote: 3-6-1.

For: Messrs. Schwind and Wu, and Ms. Thomas

Against: Messrs. Boulton, and Stack; and Mses. Eagan, Evans, McCord, and Zaret

Abstain: Mr. Klein

Action: Mr. Schwind moved that \$175,000 to repair Harpers Farm Road overpass be removed from the FY 19 capital budget. Ms. Thomas seconded the motion, which failed. Vote: 3-7-0.

For: Messrs. Schwind and Stack, and Ms. Thomas

Against: Messrs. Boulton, Klein, and Wu; and Mses. Eagan, Evans, McCord and Zaret

Abstain: none

Action: Mr. Wu moved that \$52,000 for village signage be removed from the FY 20 budget and added to the FY 19 budget for signage. Ms. Thomas seconded the motion. After discussion reflecting various villages' views about proposed signage, Mr. Wu withdrew his motion.

Action: Mr. Wu moved to remove all funding for village signage from the FY 19 and FY 20 budget. Ms. Thomas seconded the motion, which passed. Vote: 6-2-2.

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

Against: Messrs. Mr. Stack and Ms. Thomas

Abstain: Mses. Eagan and Evans

The motion to approve the FY19 Capital Budget and Proposed Conditional FY 20 Capital Budget, as amended, was approved unanimously.

4. Proposed FY 19 Operating Budget

Action: Mr. Schwind moved to add \$40,000 to create a Senior Resource Advisor Position to help seniors access CA programs, technology, transportation, etc. Ms. McCord seconded the motion, which failed. Vote: 1-6-3.

For: Mr. Schwind

Against: Messrs. Boulton, Klein, and Stack, and Wu; and Mses. Eagan and McCord

Abstain: Mses. Evans, Thomas and Zaret

Action: Mr. Schwind moved to add \$40,000 to create a Pathway Safety Monitor position. The motion was not seconded.

Action: Mr. Stack moved that the Board accept a two-part amendment regarding funds designated to Inner Arbor Trust in FY 19 and FY20 for a permanent pathway from the pathway along Little Patuxent Parkway to the Chrysalis, with CA as the project manager for the pathway. Mr. Wu seconded the motion.

Action: Mr. Klein moved to add a new sentence to the end of Part One of Mr. Stack's amendment, to say: "The path shall be approved by the CA Board before it is built." Ms. Thomas seconded the motion, which passed. Vote: 6-4-0.

For: Messrs. Boulton, Klein, Schwind, and Wu; and Meses. Evans and Thomas

Against: Meses. Eagan, McCord, and Zaret; and Mr. Stack

Abstain: none

The motion to accept the two-part amendment, as amended, passed. Vote: 9-1-0

For: Messrs. Boulton, Klein, Schwind, Stack and Wu; and Meses. Eagan, Evans, McCord and Thomas

Against: Ms. Zaret

Abstain: none

Mr. Stack moved that the Board approve the FY19 and FY 20 Operating Budgets, as amended. Mr. Boulton seconded the motion, which passed unanimously.

7. Draft Charter – Climate Change and Sustainability Advisory Committee (*continuation of earlier discussion*)

The Board voted to again approve the motion made earlier in the evening to revise the end of the first sentence in Article 1, Section 1 of the committee's charter so that it reads "... community stakeholders in the Columbia community and its environs." Vote: 9-1-0.

For: Messrs. Boulton, Klein, Schwind, Stack and Wu; and Meses. Eagan, Evans, Thomas, and Zaret

Against: Ms. McCord

Abstain: none

The Board voted to accept the proposed charter for a new Climate Change and Sustainability Advisory Committee, as amended. Vote: 9-0-1.

For: Messrs. Boulton, Klein, Stack and Wu; and Meses. Eagan, Evans, McCord, Thomas, and Zaret

Against: none

Abstain: Mr. Schwind

9. Tracking Forms

(a) Tracking Form for Board Requests

(b) Tracking Form for Resident Requests

10. Talking Points: Not read

11. Adjournment: The meeting was adjourned at 11:50 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary