

WATERS LANDING ASSOCIATION
Minutes from the Board of Directors Meeting
Thursday, April 18, 2024

In Attendance – Board of Directors

- Gavin Green, President
- Lee Callicutt, Vice President
- Anna Varnavas, Treasurer
- Mark Sagarin, Assistant Treasurer
- Karen Kizer, Secretary
- Nic D’Ascoli, Member-at-Large

In Attendance – Management and Office Staff

- Donald Perper, General Manager
- Luisa Chavez, Assistant General Manager
- Tara Perry, Project Manager

I. Call to Order & Verification of Quorum

The Board of Directors of the Waters Landing Association convened a meeting on Thursday, April 18, 2024. The meeting was convened using Zoom technology. With a quorum of the Board of Directors verified, General Manager Don Perper called the meeting to order at 7:05 p.m.

II. Review and Approval of Meeting Minutes

MOTION: Mr. Green moved to approve the February 15, 2024 Board of Directors Meeting minutes as amended. Ms. Varnavas seconded. The motion carried unanimously.

MOTION: Mr. Green moved to approve the March 21, 2024 Board of Directors Meeting minutes as presented. Ms. Varnavas seconded. The motion carried unanimously.

ACTIONS: (1) The approved sets of meeting minutes will be posted. (2) The Board will revisit the Association’s agreement with the minute taking service to determine whether to continue with that contract or pursue an alternative arrangement.

III. Officer Committee Reports

A. Architectural & Environmental Review Committee (AERC)

Sharon Black and John Pesci reported the following:

1. The AERC reviewed 11 applications during their April 8, 2024 meeting. All were approved. Three applications were for window replacements - one of which was for windows without grids. Two applications were for fences. One was for a maintenance replacement. One was for replacing a split rail fence with a four foot paddock fence. Three applications were for landscaping projects. Two were for roof replacements. One application was for the removal of two trees - one of which was leaning due to rain and wind, and the other which was rotting upward from the ground. The closing date for appeals was announced as April 23, 2024.
2. The AERC requested a resolution from the Board of Directors as advised by legal counsel regarding allowance of unanimous voting via email; and/or the option for calling a Special Meeting with three days’ notice to the membership. This would allow for emergency voting when a member has a volatile, time sensitive situation to address. Emergency and walk-on applications would need to be defined. Such decisions would allow for the override of committee timing restraints and situations.
3. The AERC still needs the Sunbright fence appeal date.
4. The Waters Landing office must send a letter to the insurance carrier on Waters Landing stationery indicating that Waters Landing would be the beneficiary in the instance that there is damage to a sidewalk. The EV AERC application would be in two parts: (a) Installation of the pedestal; and (b) Common ground tunnel or channel

that provides power. Training would be needed on both reviewing an application, and “what to look for” when visiting and reviewing an EV application.

5. The AERC agreed to recommend the following: (a) Applicants should be informed of the final status of their application before the status sheet is posted online. The status sheet should be posted within 48 hours of the AERC meeting to inform applicants about the status of their application before it goes public. (b) In accordance with the Covenants, appeals may be filed by members within 15 days of a decision made during the AERC meeting. (c) Confirmation that owners should provide the office with permits to include in the applicant’s file (something that can be printed from the county’s dashboard and provided to the office). (d) There should be two reminders provided to the owner for allowing the following month’s completion for consideration by the AERC.
6. The AERC is asking that meeting notes include discussion points without including committee members’ names. Minutes should be posted on the AERC web page after approval the following month.
7. Ms. Weinstein and Mr. Tise have resigned from the AERC. Also, Ms. Black’s tenure expired, and she will be stepping down from the AERC. This will leave the AERC with six members. The Board was encouraged to solicit more members, as the committee can have up to 11 members. Ms. Black announced the officers of the committee, and Mr. Green thanked Ms. Black for her leadership and service on behalf of the AERC.
8. The next meeting of the AERC was scheduled for May 6, 2024 at 7:00 p.m. via Zoom. Applications to be considered for that meeting must be provided by April 19, 2024. During their May meeting, the AERC will discuss where to post their minutes. Mr. Perper stated any committee report that is submitted is automatically attached to the meeting minutes.

B. Electric Vehicle (EV) Charging Committee: Peter Rotella reported the following information:

1. The committee met on April 2, 2024 and welcomed Jordan Straub to the committee. They brought Mr. Straub up to speed concerning their work.
2. The committee discussed the efforts expended to date concerning electric vehicle charging for townhomes and the proposed sidewalk solutions.
3. Mr. Rotella and Mr. D’Ascoli have been communicating via email in recent weeks to finalize the policy revisions as well as the insurance letter. Mr. D’Ascoli stated the draft of the policy is nearly ready to be finalized, and inquired whether there were any additional comments from members of the EV Charging Committee. Mr. Rotella confirmed no additional comments had been received.

ACTION: Mr. D’Ascoli agreed to release the latest draft of the policy immediately after the April 2024 Board Meeting.

4. The Indemnification/License Agreement was previously approved. Mr. D’Ascoli would like to ensure he has the latest version. Also, there is a letter from Waters Landing that would go to the insurance carriers for those homeowners who are installing charging stations. There would be a requirement for each participating owner’s insurance company to notify Waters Landing if the owner’s policy ever lapses.

ACTION: Mr. D’Ascoli and the Electric Vehicle Charging Committee will speak with legal about the insurance matter associated with EV charging. The goal is to have the policy to the Board of Directors for review in approximately one week.

5. **MOTION:** Mr. D’Ascoli moved to approve two demo installations of electric vehicle charging stations as well as the associated policy and letter in draft form, subject to modifications. Ms. Varnavas seconded. The motion carried unanimously.

IV. Management Report

Mr. Perper reported the following information:

A. January 2024 Financial Report:

1. There were no major line item variances noted for the month of January 2024. As of January 31, 2024, the Association had reserve funds of nearly \$3.6 million. Mr. Perper encouraged a careful monitoring of the operating funds to ensure none of the accounts exceed \$250,000 (the FDIC limit per financial institution).
2. The utility deposit for Potomac Edison has been resolved. As a result, the Association received a refund. The transaction will be zeroed out in the March 2024 financials.
3. A meeting was held with the auditor, during which Sonia Iraheta (Assistant Controller & Senior Financial Manager from FirstService Residential) was present.

ACTION: Mr. Perper will work with Ms. Iraheta to have an inter equity transfer done that will be reflected in the March 2024 financials.

- B. February 2024 Financial Report:
1. As of February 29, 2024, the Association had healthy balances in the bank. The reserves totaled approximately \$3.6 million, and the various operating accounts combine to roughly \$1.3 million.
 2. At the end of February 2024, Unappropriated Members Equity totaled over \$1.9 million. However, that balance will be reduced after the inter equity transfer.
 3. There were no major line item variances noted for the month of February 2024, and the Association was operating under budget. This will likely change since the spring typically brings more maintenance and other projects.
- C. Common Property Condition Report: A facilities maintenance associate recently visited Waters Landing to perform a walk of the Community Center, Pool A, and Pool B. He then provided a Conditions Report to management which was forwarded to the Board. None of the findings and recommendations were a surprise to management, and no immediate safety issues were noted. The inspection was done by FSR at no cost to Waters Landing. Also, Katchmark will visit Waters Landing on Friday, April 19th at no cost to Waters Landing.
ACTIONS: (1) Mr. Perper will post the report to the website. (2) Management and the Board will devise a plan to address the recommendations in a timely and fiscally responsible manner. (3) Through the date of the May 2024 Board Meeting, management and the Board will build a priority list of actions to set dates for any recommended work to be done.
- D. Contract List: Mr. Perper said management believes a final payment is due to RSV that has not yet been made. However, Mr. D’Ascoli requested the review of a report concerning how much money was paid to RSV in 2020.
MOTION: Ms. Kizer moved to pay the outstanding invoice to RSV as reviewed by the Board President. Ms. Varnavas seconded. However, before a vote could be taken, Mr. Perper explained the burden is on RSV to provide proof to Waters Landing concerning the payment they believe is overdue. Therefore, the motion was rescinded; and management will meet with RSV to review and discuss the matter.
ACTION: Mr. Perper will provide the latest Contract List to the Board of Directors under separate cover on Friday, April 19, 2024; and will ensure it is included in the Board packet in the future.
- E. Resident Connect: The enrollment numbers increased to 560 at last check.
ACTION: Management will encourage residents to sign up for Resident Connect during future Association events, including as part of the pool pass distribution process. The Association’s information can be found on Resident Connect and the WLA web site.
- F. Board Training Sessions: Management and the Board of Directors held a few training sessions, including a financial training with FirstService Residential on April 1, 2024; and a training with the Goldklang Gorup CPAs, P.C. on April 2, 2024 concerning the independent audit.
ACTION: A training session will be scheduled with Whiteford, Taylor & Preston, LLP (the Association’s attorney) to review governance matters; and with Reserve Advisors (the Association’s reserve engineering firm) to understand the reserve study.

V. New Business

- A. Appointment of New Board Member: Board members received statements from four owners who submitted their candidacy to fill the Board seat vacated by Erik Herron. Those owners were Tom O’Connor, Jordan Straub, Onnie Watson, and Andy Williford.
MOTION: Mr. D’Ascoli nominated Jordan Straub to fill the vacant seat on the Board of Directors. Mr. Sagarin seconded. However, the motion failed for lack of majority by a vote of two in favor, three opposed, and one abstained.
MOTION: Ms. Varnavas then moved to revote on the above matter. Ms. Kizer seconded. The Board then voted four in favor of Andy Williford and two in favor of Jordan Straub as the appointee to the Board of Directors. Therefore, Mr. Williford will fill the vacant Board seat.
ACTION: Onnie Watson will be encouraged to participate on the AERC.

B. Appointment of AERC Members:

MOTION: Mr. Green moved to appoint Jordan Straub, Onnie Waston, and Matthew Dewhurst to the AERC. Mr. Callicutt seconded. Mr. D’Ascoli raised concern about having more than one person from the same neighborhood serve on the AERC. However, other Board members interpreted the guidelines and understood the guidelines do not require the Association to appoint only one candidate from each neighborhood to the AERC. At the conclusion of the discussion, the original motion was rescinded.

DECISION: The vote for appointing Jordan Straub to the AERC carried unanimously.

DECISION: The vote for appointing Onnie Watson to the AERC carried unanimously.

DECISION: The vote for appointing Matthew Dewhurst to the AERC carried by a vote of five in favor, one opposed, and zero abstained.

C. Proposed Committees:

1. The Board of Directors considered establishing an Architectural Guidelines Review Committee. They also discussed a committee charter for the Architectural Guidelines Review.

MOTION: Mr. Green moved to approve the charter for the Architectural Guidelines Review Committee. Mr. Sagarin seconded. The motion carried unanimously. Mr. Green stated Architectural Guidelines Review will serve as an ad hoc committee for as long as required.

ACTION: A Call for Volunteers will be posted to the website concerning participation on the Review Committee. Management will also include the call in the Friday, April 19th correspondence to the ownership. Responses will be due by May 3, 2024.

2. The Board of Directors discussed the possible establishment of the following committees: Pool, Grounds, Social, Financial, and Community Engagement.

MOTION: Ms. Kizer moved to defer a decision concerning the establishment of additional committees until the next Working Group Meeting. Mr. Callicutt seconded. The motion carried unanimously.

ACTION: Management will provide the Board of Directors with sample charters for the proposed committees. Ms. Varnavas and Mr. Perper will collaborate on drafting the committee charters.

D. Community Pool:

1. Mr. Perper stated the pool passes are in the office for the 2024 season, and the postcards were ready to be distributed. Management has been meeting with RSV on a fairly regular basis to prepare for the pool opening. As of the April 2024 Board Meeting, the pool was on schedule to open on time.

2. Jessica Luna announced the swim team was approximately five weeks away from the start of their 2024 season. A successful fundraiser was held on Wednesday, April 17th.

3. The swim team has been told they need to secure their own insurance and obtain their own Tax ID number. Ms. Luna sought clarity about the specific types of insurance coverages the swim team should obtain. The swim team sought monetary support from the Association in the amount of \$4,000 for those processes; and asked that they allow the team to continue under the Association’s Tax ID number and insurance coverage for the 2024 season given the short time before the season was scheduled to begin. Ms. Varnavas stated the budget for the swim team was listed as \$6,500.

ACTIONS: (1) Mr. Perper reported communicating with the Association’s legal counsel regarding the swim team. He will report the results to the Board of Directors once he hears back from counsel. (2) Mr. Perper will verify when the Association’s current insurance policy is scheduled to expire. (3) Ms. Luna will send Mr. Perper and the Board of Directors the insurance quotes she has been receiving.

MOTION: Mr. D’Ascoli moved to approve use of the community center and pool for the facilitation of swim meets and timed trials on the following dates in 2024: June 8th, June 19th, June 22nd, June 29th, July 3rd, July 13th, and July 20th. Mr. Green seconded. The motion carried unanimously.

Concerns were then raised that one of the pools will not be available for residents’ use when swim meets and timed trials are in progress; and about the difficulty of residents to tell which pools are unavailable on which dates and times. The Board of Directors discussed the best ways to advertise the dates when specific pools will not be available.

ACTION: Ms. Luna will meet with Ms. Chavez, Ms. Kizer, and potentially Mr. Green to discuss any additional dates on which the swim team will need to use either of the pools.

- E. New Waters Landing Association Emails:
MOTION: Mr. D’Ascoli moved to approve the use of WatersLanding.org email accounts for each Board member at the discounted rate of \$4 per email account, per month. Mr. Callicutt seconded. The motion carried unanimously.
ACTION: In the future, the Board will possibly consider the formation and use of email accounts for each NAC as they are formed
- F. NAC: Mr. D’Ascoli reported guidance and a response are still needed concerning how to set up the NACs, templates, order of events, voting, etc.
ACTION: Ms. Chavez will look into the establishment of an NAC policy. Mr. Callicutt and Mr. D’Ascoli offered to assist with the process.
- G. Community Open House: After a brief overview from Sharon Black and a request for participation by Board members and the office staff:
MOTION: Mr. Green moved to approve an expense of \$1,500 to hold a Community Open House on May 18, 2024 with a rain date of May 19, 2024. Ms. Varnavas seconded. The motion carried unanimously.
- H. Composting: Ms. Kizer reported feedback received about composting.

VI. Old/Unfinished Business

- A. 2024 Budget: During the recent Open Working Session, the main focus was to review and discuss the budget. Mr. Green recognized the many hours put in by Board Treasurer Ms. Varnavas to work with management on the budgeting process.
MOTION: Mr. Green moved to approve a continuing resolution of the 2022 budget for 2024 after striking the language about not having an approved 2023 budget. Mr. D’Ascoli seconded. The motion carried unanimously.
- B. EV Charging Documentation: Please see Section III.B of these minutes.
- C. AERC Guideline Revision Committee: Please see Sections V.B and V.C of these minutes.
- D. Appeal Hearing:
DECISION: The Board of Directors agreed by unanimous consent to defer the appeal hearing until May 2, 2024 at 7:00 p.m.
ACTION: Mr. Perper will collect all policies regarding appeals for review by the Board of Directors.

VII. Open Forum

Questions and comments were raised by members of the Waters Landing community:

- Expressing a preference for the appointment of Jordan Straub to the Board of Directors given his professional background.
- Inquiring whether the Board’s decision to continue with the Association’s 2022 budget means \$4,000 was cut from the swim team’s budget.
- Reporting a pop-up that occurs when visiting the Waters Landing website that users must accept Cookies in order to continue; and asking how to review the actual policy.
ACTION: Mr. Perper reported GoDaddy will be contacted concerning the matter.
- Relaying disappointment that community members were limited to up to two minutes for comments after sitting through a Board Meeting of nearly four hours.
- Encouraging everyone to attend the April 23rd in-person Open Working Session.
- Noting that the quarterly delinquency reports from legal counsel were not being provided as promised.
ACTION: The matter will be investigated.

DECISION: The Board of Directors agreed by unanimous consent to hold their next Board Meeting on May 22, 2024.

VIII. Adjournment to Executive Session

MOTION: Mr. Green moved to adjourn the April 18, 2024 Board of Directors Meeting at 11:06 p.m. Mr. Callicutt seconded. The motion carried unanimously.