

**CAMERON STATION COMMUNITY ASSOCIATION
SPECIAL BOARD OF DIRECTORS MEETING**

ZOOM MEETING DRAFT AGENDA (as of 01/06/21)

January 12TH, 2021 – 7:00 P.M.

Until approved at the meeting, this draft agenda is subject to change

Link: <https://zoom.us/j/98394251346?pwd=WnFuTEV2SkpZT3YzWk1kQW9ub2QzQT09>

Meeting Number (access code): 983 9425 1346

Meeting Password: 646336

Join by phone: 1 301 715 8592 US (Washington D.C)

As this is a Special Meeting of the Board, only those topics noted below are subject to discussion at this meeting, including Open Forum.

- | | | |
|------|--|-----------|
| I. | CALL TO ORDER | 7:00 P.M. |
| II. | APPROVAL OF AGENDA | 7:00 P.M. |
| III. | HOMEOWNERS FORUM | 7:05 P.M. |
| IV. | MATTERS FOR BOARD DECISION | 7:15 P.M. |
| | 1. Expenditure Commitment Resolution | |
| | 2. Recording of Board Meeting Resolution | |
| | 3. Committee Liaison Roles Resolution | |
| V. | EXECUTIVE SESSION | 7:45 P.M. |
| | <i>For the purposes of consulting with legal counsel and delinquent issues</i> | |
| VI. | MATTERS FOR BOARD DISCUSSION | |
| | 1. Prior Year Condominium TMP Expenses | 8:30 P.M. |
| VII. | ADJOURN | 8:40 P.M. |

Prepared by:

Heather Graham, CMCA, PCAM (Executive Vice President - CAMP, LLC)
& Jennifer Gilmore, CMCA, PCAM (On Site Manager – CAMP, LLC)

**Noted times above are only intended to serve as a guide and may be subject to change without notice depending upon length of conversation by Board members.*



**Cameron Station Community Association, Inc.
Board Decision Request
January 12, 2021**

TOPIC: Expenditure Commitments Resolution

Motion:

"I move to APPROVE the Expenditure Commitment Resolution as submitted". (*or* with the following amendments)
2nd:

Summary:

You may recall from the December Board meeting, discussion was held regarding a prior decision of the Board from 2015 outlining the expenditure commitments for the Board President and Committees. Upon the transition of management, it was noted that this policy was not defined through a Resolution. Noted below is an excerpt of the motion approved at the June 2015 meeting. The Association's attorney drafted a Resolution outlining the specific parameters and this is attached for your reference.

The Resolution reflects the Board President's authority of up to \$5,000 which is consistent with the motion made in June 2015. You will note that the Committee's authority was modified from \$1,500 to \$2,500. This is consistent with the authority for Management's authority which is \$2,500 as noted in the Management Agreement.

i. Authorize Presidential Approval for Committee Purchases

Move To: "Authorize the President to have the authority to execute/approve any Committee recommended contract/purchases for more than \$1,500 and less than \$5,000 already authorized under the operating or reserve budget."

Moved by: Brian Sundin



Seconded: Donna Kenley

For: All

Against: None

Abstain: Mike Johnson

MOTION PASSED

CAMP Recommendation

Management does not have any issues with the Resolution as presented and recommends its approval.

CAMERON STATION COMMUNITY ASSOCIATION

ADMINISTRATIVE RESOLUTION NO. 2020-_____

(Policy Governing Expenditures by Committees and Management)

WHEREAS, Article III, Section 3.4 of the Bylaws grants the Board of Directors with all of the powers necessary for the administration of the affairs of the Cameron Station Community Association (“CSCA”) in accordance with applicable law and the Project Documents, except for those matters which the applicable law or Project Documents require the HOA’s membership to approve; and

WHEREAS, Article III, Section 3.4(b) of the Bylaws grants the Board of Directors with the power to enact and amend rules and regulations from time to time for the use of the Common Areas and establish user fees for the use of Common Areas; provided however, that no such rules and regulations so adopted shall be in conflict with the Project Documents, and provided further that such rules and regulations shall not be construed so as to impair in any manner the lien of any Mortgage; and

WHEREAS, Article III, Section 3.4 of the Bylaws provides that Any resolution of the Association that may be adopted, the Board of Directors shall on behalf of the Association perform certain duties, all of which may be delegated to a Managing Agent or Executive Director, which includes making or contracting for the making of, necessary repairs to the Common Areas and to pay the cost of all authorized services rendered to the Association and not billed to Owners or otherwise provided for; and

WHEREAS, from time to time, expenditures arise that may need to be made that were not addressed in the annual budget; and

WHEREAS, the Board of Directors wishes to establishes certain expenditure authority and limits on such authority for the President, management and committees to approve expenditures that may arise in between meetings of the Board.

WHEREAS, the Board deems it in the best interest of the Association to establish and publish a policy defining such authority.

NOW, THEREFORE, BE IT RESOLVED that the Board adopts the following policy governing the expenditure authority of the President, Management and Committees:

- A. Management, the President and Committees shall have the following expenditure authority without the need to obtain prior approval from the Board
 - a. Management: Two Thousand, Five Hundred Dollars (\$2,500.00) for any unbudgeted expense or to exceed the budgetary limit on a budgeted expense;
 - b. President: Five Thousand Dollars (\$5,000.00) for any unbudgeted expense or to exceed the budgetary limit on a budgeted expense.

- c. Committees: The amount budgeted for an event or service, and Two Thousand, Five Hundred Dollars (\$2,500.00) for any unbudgeted expense or to exceed the budgetary limit on a budgeted expense.
- B. If Management exercises its authority to make an unbudgeted expense or to exceed the budgetary limit on a budgeted expense, it must:
 - a. Provides written notification to the President upon making the expenditure;
 - b. Includes notification of the expenditure in the management report provided to the Board in the Board package for the immediately following regular Board meeting;
 - c. Keeps all receipts for potential review by the Association's Finance Committee, Treasurer and/or auditor.
- C. If the President exercises its authority to make an unbudgeted expense or to exceed the budgetary limit on a budgeted expense, it must:
 - a. Provide written notification to the other members of the Board upon making the expenditure;
 - b. Include such written notification of the expenditure to the Board for the Board package for the immediately following regular Board meeting;
 - c. Provide management with all receipts for potential review by the Association's Finance Committee, Treasurer and/or auditor.
- D. If a Committee exercises its authority to make an unbudgeted expense or to exceed the budgetary limit on a budgeted expense, it must:
 - a. Provide written notification to the other members of the Board upon making the expenditure;
 - b. Include such written notification of the expenditure to the Board for the Board package for the immediately following regular Board meeting;
 - c. Provide management with all receipts for potential review by the Association's Finance Committee, Treasurer and/or auditor.

This Resolution is effective this _____ day of _____, 2020.

Cameron Station Community Association

By: _____
President

CAMERON STATION COMMUNITY ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION NO. 2020- _____

Duly adopted at a meeting of the Board of Directors held _____.

Motion by: _____ Seconded by: _____

VOTE:	YES	NO	ABSTAIN	ABSENT
-------	-----	----	---------	--------

_____ President	_____	_____	_____	_____
--------------------	-------	-------	-------	-------

_____ Vice President	_____	_____	_____	_____
-------------------------	-------	-------	-------	-------

_____ Secretary	_____	_____	_____	_____
--------------------	-------	-------	-------	-------

_____ Treasurer	_____	_____	_____	_____
--------------------	-------	-------	-------	-------

_____ Director	_____	_____	_____	_____
-------------------	-------	-------	-------	-------

_____ Director	_____	_____	_____	_____
-------------------	-------	-------	-------	-------

_____ Director	_____	_____	_____	_____
-------------------	-------	-------	-------	-------



**Cameron Station Community Association, Inc.
Board Decision Request
January 12, 2021**

TOPIC: Recording of Board Meetings and Access Via Telephone and Video Conference Technology

Motion:

"I move to APPROVE the Recording of Board Meetings and Access Via Telephone and Video Conference Technology Resolution as submitted". (*or* with the following amendments)

2nd:

Summary:

You may recall Greg Hillson drafted a Resolution for the Board's consideration at the December Board meeting regarding the Recording of Board Meetings and Access via Telephone and Video Conference Technology. After discussion, the Board requested that this Resolution be reviewed by legal counsel. Attached is the revised version for the Board's review as well as the original version provided by Greg Hillson.

Please keep in mind, this Resolution extends to all Committees and Sub-Committees of the Board.

CAMP Recommendation

We are currently verifying if the Association's website can accommodate the posting of a video which may be 2 – 3 hours long. The Resident Portal can accommodate a video but only the size of 12 MB which will not be sufficient to cover a 2 – 3 hour board meeting. Zoom, the current virtual meeting platform, can record the meetings without any complication.

Although the Resolution outlines that only the meeting minutes will be the official record of the Board actions, it is important to be mindful of the implications of having verbatim dialogue available after the Board meetings. Recognizing that the Association's attorney has modified the Resolution to include parameters, it is management's opinion that this still provides a level of liability to the Association. This may also deter volunteers from serving on the Committees as this extends to those meetings as well.

CAMERON STATION COMMUNITY ASSOCIATION, INC.

POLICY RESOLUTION NO. 21-_____

(Recording of Board Meetings and Access via Telephone/Video Conference Technology)

WHEREAS, Article III, Section 3.4 of the Amended Bylaws grants the Board of Directors (“the Board”) with all of the powers necessary for the administration of the affairs of the Association in accordance with applicable law and the Project Documents, except for those matters which the applicable law or Project Documents require the Association’s membership to approve; and

WHEREAS, Section 55.1-1816(A) of the Virginia Property Owners’ Association Act (“Act”) requires that all meetings of the Board and any subcommittee or other committee thereof, shall be open to all members of record; and

WHEREAS, Sections 55.1-1816(B) of the Act states that notice of the time, date, and place of each meeting of the Board or of any subcommittee or other committee of the Board shall be published where it is reasonably calculated to be available to a majority of the lot owners; and

WHEREAS, Sections 55.1-1807(3) and 55.1-1816(B) of the Act states that any member may record any portion of a meeting required to be open by audio or visual means; and

WHEREAS, the Board wishes to create an inclusive and transparent environment and ensure that all members of the Association have the ability to easily access, participate in, and observe meetings of the Board and any subcommittee or other committee thereof; and

WHEREAS, the Board deems it in the best interest of the Association to establish and publish policies and procedures concerning the use of telephone or digital audio connections to allow members to access meetings of the Board (including any subcommittee or other committee thereof) and the audio recording of certain such meetings.

NOW THEREFORE, BE IT RESOLVED THAT the Board duly adopts the following policies and procedures governing meetings of the Board:

- A. All meetings of the Board shall be accessible in real-time to all members of the Association via telephone or digital audio connection. Management (defined as a representative of the then current management agent) shall ensure that the Association makes available technology to the extent necessary to provide for telephone or digital audio connect for each such meeting. Management, in its reasonable discretion, is authorized to expend up to \$5,000.00 per year to procure such technology and equipment, without additional approval by the Board. Instructions for accessing such meetings via telephone or digital audio connection, with a dial-in number and access code or other connection information, shall be included in the meeting notice. Notwithstanding the foregoing, all such access to a meeting shall be discontinued at the time the Board enters Executive Session as permitted by Section 55.1-1816(c) of the Virginia Code.

B. The audio of all meetings of the Board, except those portions held in executive session, shall be recorded by the Community Manager or its designee. The following criteria shall govern the recording of such meetings:

1. The Community Manager, in its reasonable discretion, is authorized to expend up to \$2,000.00 per year to procure any equipment and technology necessary to record the audio of the meetings, without additional approval by the Board.
2. At no time shall executive sessions of Board meetings be recorded.
3. The notice of the time, date, and place of each meeting of the Board shall state that the meeting will be audio recorded. The officer or chair presiding over the meeting shall also announce to attendees at the beginning of each meeting that the meeting is being audio recorded.
4. The Community Manager shall ensure that an electronic copy of the recordings is made available to all members of the Association by placing the recordings on the Association's portal or website within five business days of the meeting that was recorded. Recordings of such meetings shall be retained until the next regular meeting of the Board, at which time such recording shall be deleted.
5. The Board shall have the authority, on the vote of a majority of the members of the Board, to discontinue the recording of a Board meeting upon the request of any member of the Association present at such meeting, including members of the Board, upon good cause shown, which shall be determined in the sole discretion of the Board.
6. The recordings of meetings shall not constitute the official record of the meetings. Only the written minutes, as approved by the Board, shall constitute the legal documentation of meetings. However, the recording secretary of any meeting may use the audio recording of the meeting to assist in the preparation of the official record of the meeting.
7. All recordings of a Board meeting shall remain the property of the Association. The Community Manager shall be the custodian of the recordings. Such recordings shall not be reproduced, distributed or otherwise provided to any party without the prior written approval of the Board.
8. Nothing in this Resolution shall be interpreted to restrict, limit, or affect the right of members to record, by audio or visual means, any portion of a meeting required to be open.

The effective date of this Resolution shall be _____, 2021.

CAMERON STATION COMMUNITY
ASSOCIATION, INC.

By: _____
President

CAMERON STATION COMMUNITY ASSOCIATION, INC.

POLICY RESOLUTION NO. 21-_____

(Recording of Board Meetings and Access via Telephone/Video Conference Technology)

Duly adopted at a meeting of the Board of Directors held _____, 2021.

Motion by: _____

Seconded by: _____

VOTE:	YES	NO	ABSTAIN	ABSENT
-------	-----	----	---------	--------

_____ President	_____	_____	_____	_____
--------------------	-------	-------	-------	-------

_____ Vice President	_____	_____	_____	_____
-------------------------	-------	-------	-------	-------

_____ Secretary	_____	_____	_____	_____
--------------------	-------	-------	-------	-------

_____ Treasurer	_____	_____	_____	_____
--------------------	-------	-------	-------	-------

_____ Director	_____	_____	_____	_____
-------------------	-------	-------	-------	-------

_____ Director	_____	_____	_____	_____
-------------------	-------	-------	-------	-------

_____ Director	_____	_____	_____	_____
-------------------	-------	-------	-------	-------

CERTIFICATE OF MAILING OR DELIVERY

I hereby attest that this Policy Resolution was mailed and/or hand-delivered to the addresses of record of the Unit Owners on this _____ day of _____, 2021.

Date

Managing Agent
CAMERON STATION COMMUNITY
ASSOCIATION, INC.

CAMERON STATION COMMUNITY ASSOCIATION, INC.

POLICY RESOLUTION NO. 20-XX

(Recording of Board Meetings and Access via Telephone/Video Conference Technology)

WHEREAS, Article III, Section 3.4 of the Amended Bylaws grants the Board of Directors (“the Board”) with all of the powers necessary for the administration of the affairs of the Association in accordance with applicable law and the Project Documents, except for those matters which the applicable law or Project Documents require the Association’s membership to approve; and

WHEREAS, Section 55.1-1816(A) of the Virginia Property Owners’ Association Act (“Act”) requires that all meetings of the Board and any subcommittee or other committee thereof, shall be open to all members of record; and

WHEREAS, Sections 55.1-1816(B) of the Act states that notice of the time, date, and place of each meeting of the Board or of any subcommittee or other committee of the Board shall be published where it is reasonably calculated to be available to a majority of the lot owners; and

WHEREAS, Sections 55.1-1807(3) and 55.1-1816(B) of the Act states that any member may record any portion of a meeting required to be open by audio or visual means; and

WHEREAS, the Board wishes to create an inclusive and transparent environment and ensure that all members of the Association have the ability to easily access, participate in, and observe meetings of the Board and any subcommittee or other committee thereof; and

WHEREAS, the Board deems it in the best interest of the Association to establish and publish policies and procedures concerning the use of telephone-conference and video-conference technology by members to access meetings of the Board (including any subcommittee or other committee thereof) and the audio recording of such meetings.

NOW THEREFORE, BE IT RESOLVED THAT the Board duly adopts the following policies and procedures governing meetings of the Board and any subcommittee or other committee thereof:

- A. The Association shall ensure that all meetings of the Board, including any subcommittee or other committee of the Board, where the business of the association is discussed or transacted, are accessible in real-time to all members of the Association via telephone-conference or video-conference technology.
 1. The Community Manager shall procure and, prior to each meeting, arrange the necessary telephone-conference or video-conference technology and equipment to ensure access to the meetings by members. The Community Manager, in its reasonable discretion, is authorized to expend up to \$5,000 per year from the Association’s “Board Support” budget to procure such technology and equipment, without additional approval by the Board.

2. Instructions for accessing such meetings via telephone-conference or video-conference technology shall be included in the notice of the time, date, and place of each meeting.
- B. The audio of all meetings of the Board (including any subcommittee or committee thereof), except those portions held in executive session, shall be recorded by the Community Manager or its designee.
1. The Community Manager, in its reasonable discretion, is authorized to expend up to \$2,000 per year from the Association's "Board Support" budget to procure any equipment and technology necessary to record the audio of the meetings, without additional approval by the Board.
 2. At no time shall executive sessions of Board meetings be recorded.
 3. The notice of the time, date, and place of each meeting of the Board shall state that the meeting will be audio recorded. The officer or chair presiding over the meeting shall also announce to attendees at the beginning of each meeting that the meeting is being audio recorded.
 4. The Community Manager shall ensure that an electronic copy of the recordings is made available to all members of the Association by placing the recordings on the Association's portal or website within five days of the meeting that was recorded.
 5. The recordings of meetings shall not constitute the official record of the meetings. Only the written minutes, as approved by the Board or any subcommittee or committee thereof, shall constitute the legal documentation of meetings. However, the recording secretary of any meeting may use the audio recording of the meeting to assist in the preparation of the official record of the meeting.
 6. All recordings of a Board meeting shall remain the property of the Association. The Community Manager shall be the custodian of the recordings.
 7. Nothing in this Resolution shall be interpreted to restrict or affect the right of members to record, by audio or visual means, any portion of a meeting required to be open.

The effective date of this Resolution shall be XXXXX, 2020.

CAMERON STATION COMMUNITY
ASSOCIATION, INC.

By: _____
[Board President]

CAMERON STATION COMMUNITY ASSOCIATION, INC.

POLICY RESOLUTION NO. 20- XX

(Recording of Board Meetings and Access via Telephone/Video Conference Technology)

Duly adopted at a meeting of the Board of Directors held XXXX,2020.

Motion by: XXX

Seconded by: XXXX

VOTE:	YES	NO	ABSTAIN	ABSENT
-------	-----	----	---------	--------

XXXX, President				
-----------------	--	--	--	--

XXXX, Vice President				
----------------------	--	--	--	--

XXXX, Secretary				
-----------------	--	--	--	--

XXXX, Treasurer				
-----------------	--	--	--	--

XXXX, Director				
----------------	--	--	--	--

XXXX, Director				
----------------	--	--	--	--

XXXX, Director				
----------------	--	--	--	--

CERTIFICATE OF MAILING OR DELIVERY

I hereby attest that this Policy Resolution was mailed and/or hand-delivered to the addresses of record of the Unit Owners on this _____ day of _____, 2020.

Date

Managing Agent
CAMERON STATION COMMUNITY
ASSOCIATION, INC.



**Cameron Station Community Association, Inc.
Board Decision Request
January 12, 2021**

TOPIC: Defining the Role of the Committee Liaisons Resolution

Motion:

"I move to APPROVE the Resolution defining the role of the committee liaisons as submitted". (*or* with the following amendments)

2nd:

Summary:

Attached is a Resolution drafted by the Association's legal counsel regarding the role of the Committee liaison. This Resolution is consistent with the prior practice used by the Board of Directors.

CAMP Recommendation

Management does not have any issues with the Resolution as presented and recommends its approval.

CAMERON STATION COMMUNITY ASSOCIATION

ADMINISTRATIVE RESOLUTION NO. 2021-_____

(Defining the Role of the Committee Liaisons)

WHEREAS, Article III, Section 3.4 of the Bylaws grants the Board of Directors (“Board”) with all of the powers necessary for the administration of the affairs of the Cameron Station Community Association (“CSCA”) in accordance with applicable law and the Project Documents, except for those matters which the applicable law or Project Documents require the HOA’s membership to approve; and

WHEREAS, the Board has appointed committees of homeowners to assist the Board with the operations of the Association; and

WHEREAS, the Board appoints one of its members to serve as a Liaison to each of the Association’s committee (“Committee Liaison”); and

WHEREAS, the Board wishes to formally define the roles and responsibilities of the Committee Liaisons; and

NOW, THEREFORE, BE IT RESOLVED that the Board hereby defines the roles and responsibilities of the Committee Liaisons appointed by the Board:

I. GENERAL ROLES AND RESPONSIBILITIES

- A. Each Committee Liaison shall attend each meeting of the Committee to which such Board member is assigned as a Liaison.
- B. If asked, each Committee Liaison may provide input as to how the Committee Liaison may perceive the Board’s view on a matter before the Committee.
- C. If a Committee Chairperson does not attend a meeting of the Board to present a verbal Committee Report, the Committee Liaison shall provide such a report in place of the Committee Chair Person.

II. ROLES AND RESPONSIBILITIES SPECIFIC TO A PARTICULAR COMMITTEE

The Committee Liaison to the Finance Committee shall be the Association’s Treasurer. The Treasurer shall provide advice and input to the Finance Committee as a part of his role as Treasurer.

III. LIMITS ON COMMITTEE LIAISONS' AND BOARD MEMBERS' INTERACTIONS WITH COMMITTEES

- A. The Committee Liaison is not a member of the committee to which such director serves as Committee Liaison. The Committee Liaison shall not vote on any matter before such committee and shall not lead the discussion on an issue.
- B. Committee Liaisons shall not direct the actions of a Committee.
- C. If a Board member is not a Committee Liaison to a particular Committee, such Board member shall not make requests or direct questions to such Committee. All such requests or questions shall either: (1) be made upon an affirmative vote of the Board of Directors; or, (2) directed to the Committee Liaison, who may then make such request or ask such question at the immediately-following meeting of such Committee. Notwithstanding the foregoing, the President shall have the authority to communicate with each Committee Chairperson on behalf of the Board.

IV. LIAISON TO MANAGEMENT AND LEGAL COUNSEL

- A. Unless otherwise determined by a formal vote of the Board of Directors, the Association's President shall serve as the liaison to the Association's Management Agent and to the Association's Legal Counsel. If the President is unavailable, the Vice President shall serve as the liaison to the Association's Management Agent and to the Association's Legal Counsel.
- B. Notwithstanding the foregoing, the Management Agent shall serve as liaison with Legal Counsel for issues related to the collection of assessments or enforcement of the Design and Maintenance Standards, or for questions related to the Management Agent's performance of operational issues on behalf of the Association. The Treasurer also shall serve as liaison to Legal Counsel on the collection of assessments and financial issues.
- C. Notwithstanding the foregoing, the President or the Board may delegate to the Management Agent or members of the Board the role of Liaison to the Association's Legal Counsel for a specific issue.

This Resolution is effective this _____ day of _____, 2021.

Cameron Station Community Association

By: _____
President

CAMERON STATION COMMUNITY ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION NO. 2021- _____

Duly adopted at a meeting of the Board of Directors held _____.

Motion by: _____ Seconded by: _____

VOTE:	YES	NO	ABSTAIN	ABSENT
-------	-----	----	---------	--------

_____ President	_____	_____	_____	_____
--------------------	-------	-------	-------	-------

_____ Vice President	_____	_____	_____	_____
-------------------------	-------	-------	-------	-------

_____ Secretary	_____	_____	_____	_____
--------------------	-------	-------	-------	-------

_____ Treasurer	_____	_____	_____	_____
--------------------	-------	-------	-------	-------

_____ Director	_____	_____	_____	_____
-------------------	-------	-------	-------	-------

_____ Director	_____	_____	_____	_____
-------------------	-------	-------	-------	-------

_____ Director	_____	_____	_____	_____
-------------------	-------	-------	-------	-------



**Cameron Station Community Association, Inc.
Board Decision Request
January 12, 2021**

TOPIC: Prior Year Condominium TMP Expenses

Potential Motion AFTER Discussion:

"I move to APPROVE _____".
2nd:

Summary:

Upon research, it appears that the Condominiums may have been overcharged for TMP expenses. Additional information will be provided for the Board's consideration at the meeting.

CAMP Recommendation

A recommendation will be provided at the meeting.