The Birth and Beginning Years of Walden Woods

September 2017

Updated August 2021

The Common Interest Ownership Act (CIOA) become law in Connecticut in 1983.[[1]](#footnote-1) Landowners may create common interest communities in which they can declare and sell units that conform to certain requirements including the wetlands and zoning requirements of the town or towns in which the land is located. CIOA allows the declarant to control the running of the community until the declarant has sold sixty percent of the units that can be built in the community or has failed to declare a new unit within any two-year period. Thereafter the unit owners control the running of the community. CIOA requires any declaration to state a limited period in which the declarant will complete the construction and after which the declarant rights will end.

Culbro Homes II, Inc. (a business of Culbro Tabaco, which in turn was a holding of General Cigar of New York) envisioned a common interest community for its 153.6 acres site in Windsor. The Windsor Town Planning and Zoning Commission (TP&Z) approved Culbro’s concept plan for declaring up to 435 residential units, 280 garage units and 4 accessory service units. Culbro then declared the Walden Woods common interest community by filing the Walden Woods Declaration in the Windsor Land Records on February 22, 1990.[[2]](#footnote-2)

By filing the 1990 Declaration Culbro dedicated 153.6 acres of Culbro owned land to the future owners of units Culbro would create within the ensuing twenty-one years. Walden Woods was born. The Declaration stated that up to 202 additional units could be constructed on adjoining land that might be added to the community. That land was never added and no garage or accessory service units were ever validly declared.

Development proceeded in phases as detail plans for phases received Windsor Wetlands and Water Courses (IWWC) Commission and TP&Z Commission approvals. Phase I called for a meeting house to be used temporarily as a sales office, 24 village units and 53 lot units. These 24 first-phase village units (sometimes referred to as the village on the green or the lower village) are part of today’s Village Council, which includes the 48 village units on the knoll. The lot units comprise the Woodmoor Council. (The lot unit on Lockview Road near the tennis court was built and declared as the 54th Woodmoor unit on a later date.)

The initial Conservancy fee was $23.18 per month per unit. Of that amount $2.82 went to building a reserve fund. Today the Conservancy fee is $50.00 per month per unit, down from a high of $62.00 in 2009. Conservancy reserves stand at $195,103.00 as of the end of 2016. The reserves of the Conservancy and the councils currently total over $1,000,000.

The lower village was originally known as the Meeting House Council. The original Council fee was $113.57.per month. The Village Council fee of today is $250.00 per month.

Culbro decided to discontinue its building of units a short time after filing the Declaration and assigned development rights for 40 Woodmoor units to Walden Woods Development Limited Partnership, a Pennsylvania based company, with Toll Land Corporation as its general partner. Toll Brothers built many of the Woodmoor homes. The pattern of assigning portions of Walden Woods to various builders and various other developers would continue. The Town of Windsor records show Marshall Phelps Associates (perhaps a land holding entity) as land owner in the late 1980s and Culbro Homes II as the original declarant in 1990. Griffin Land and Imperial Nurseries show up as connected with Culbro. Some homes were built by T&M Homes in 1995 and Roswell Development in 1999. Culbro sold the development rights remaining in 2002 to Garden Homes of New Jersey who established Connecticut Windsor Developers (CWD).

Detail plans subsequent to the phase I detail plans were filed by the different entities to which development rights were assigned. Several plans were prepared and proposed. The detail plans usually varied the general concepts contained in the concept plan originally approved by the TP&Z Commission. Unit owners often appeared at TP&Z Commission meetings to oppose detail plans prior to 2003.

Garden Homes, then a prospective purchaser of development rights, and Griffin Land called an informational meeting for October 23, 2000 to be held at the meeting house to present a proposal to unit owners for development of the 57 undeveloped acres on the south side of Walden Meadow Road. There were 66 Village Council unit owners, 23 Ridge Council unit owners and 46 Woodmoor Council unit owners at that time. These unit owners made up 135 owners of units that had been built and declared out of the 156 units planned for these three councils and spread over 96.6 acres of the 153.6 acres in Walden Woods.

A bombshell was dropped at the October 23, 2000 presentation. Griffin Land announced that it had reached an agreement with Garden Homes. The agreement called for Garden Homes’ subsidiary, CWD, to build 80 Duplex units and 160 apartments. The apartments would be in a series of multi-story buildings, most of which would be two stories and contain 16 rental units each. The apartments would have no indoor parking and instead would be adjoined by large common parking lots. The apartments would remain the property of CWD as rental units. CWD planned to build all the 240 new units on the 57 acres south of Walden Meadow Road.

The agreement was at variance with the existing Walden Woods Declaration and the proposal had not received approvals by the IWWC Commission and the TP&Z Commission. Both CIOA and the Walden Woods Declaration provided that the Conservancy Board remain under the control of Culbro, although Culbro did allow the unit owners to elect one of the three directors to serve at the pleasure of Culbro.[[3]](#footnote-3) The other two directors were employees of Culbro or its parent companies.

The unit owners called a meeting for November 12, 2000 and packed the meeting house. They could not act through the declarant-controlled Conservancy and had no access to funds of the Conservancy to oppose the Garden Homes agreement. The unit owners voted to form a limited liability company for that purpose and unit owners would be assessed $200 for the initial dues to become members of the company, which adopted the name “POWW, LLC”, an acronym for “People of Walden Woods”.

Over the next four years, POWW opposed Culbro and CWD on several fronts. POWW negotiations and rulings from the IWCC Commission resulted in improved protection of Big Walden Pond and the two vernal pools contained in the 57 acres proposed for development by CWD. POWW negotiations and rulings from the TP&Z Commission resulted in a reduction of the maximum density in the 57 acres from 240 units to 180, reduction of the maximum size of buildings from 16 units to a maximum of 4 units, the provision of at least one indoor parking garage for each unit, the elimination of large parking lots, and the reduction of CWD rental units to no more than 60.

POWW also prepared a restated Declaration and secured the support of over 90% of the existing unit owners to adopt the restated Declaration in place of the existing 1990 Declaration. Culbro continued to control the Conservancy Board in 2003 and refused to process the restated Declaration.

In the spring of 2003 Culbro had not declared a new unit in Walden Woods since July 23, 2001. CIOA and the 1990 Walden Woods Declaration both provided that Culbro would lose control of the Conservancy Board if it failed to declare a new unit by July 23, 2003.[[4]](#footnote-4) No residential units had been built since July 23, 2001 and no accessory service unit or garage unit had ever been built. Consequently, no unit was available to be declared in advance of July 23, 2003, the deadline for preserving declarant control of the Conservancy Board.

For the apparent purpose of preserving its control of the Conservancy Board, Culbro delivered a prefabricated structure to the pool parking lot and declared it as the first garage unit in Walden Woods. CIOA prohibits a declarant from using “any device, to evade the limitations or prohibitions of the [Act]”.[[5]](#footnote-5) In response to Culbro’s declared garage unit, POWW voted to finance a unit-owner suit in the Connecticut Superior Court to end declarant control of the Conservancy and gain unit control. The suit was successful and resulted in Culbro being assessed $100,000 for homeowner expenses incurred in the lawsuit because the Court found that Culbro’s declaration of a garage unit was a device to evade the limitations of CIOA.

The story of POWW is remarkable, especially for the show of unity from residents and neighbors. Over its four-year history, the organization raised over $170,000. Sizeable contributions were made by Village, Woodmoor and Ridge unit owners as well as residents from the Lockview area and some area businesses. Some unit owners had contributed over $1,000 to POWW, but the $100,000 assessment in the Conservancy Board control suit allowed POWW to refund all unit-owner contributions that had exceeded $1,000 and to make a small contribution to the Conservancy reserves before POWW was dissolved on October 19, 2004.

Having won control of the Conservancy in 2004, the unit owners voted overwhelmingly to replace the 1990 Declaration with the current Declaration in 2005. The remaining declarant, CWD, retained certain declarant’s rights, including the right to declare units, that would not expire until February 22, 2011, twenty-one years from the date of the filing of the 1990 Declaration. CWD worked right up until expiration date to finish the 92 Duplex Council units and the 88 Townhome Council units. As of this date, CWD owns 53 units within those councils. As a unit owner, CWD is a valued member of the Walden Woods community, having worked with the Conservancy to build the pond patio and the community garden.

Today Walden Woods is governed by a Conservancy Board of twelve directors elected each year by the unit owners. The Duplex, Townhome and Village councils each have three directors. The Woodmoor Council has two directors and the Ridge Council has one director. The development rights have all expired and the community is complete with 92 Duplex units, 88 Townhome units, 72 Village units, 54 Woodmoor units and 30 Ridge units.

Added August 2021: There have been a few major events since 2017.

The first was the settlement of the Conservancy and Council boundaries. The 2005 Declaration called for Walden Woods to be divided into six areas. The Conservancy area was to be defined as well as the areas belonging to each of the five councils…..Village, Ridge Woodmoor, Duplex and Town Home. The problem was that the boundaries were never defined and a map was never drawn. Since the purpose of the boundaries was to define who was to pay for what, needless to say there were many different opinions. It took 10 years to resolve this issue. The matter was finally resolved in 2017 when the unit owners adopted an amendment to the Declaration. The boundaries dispute was finally resolved after compromises on the part of all.

The second major event was the 2020 update/revision to the 2005 Declaration and ByLaws. At the present time this is still ongoing. The proposed revisions must be approved by 2/3rds of the unit owners. The revision is necessary as there have been many changes to Connecticut law and to the community since 2005.

The third major event was Covid 19. In the spring of 2020 all amenities were closed as the state and the nation went into lockdown to combat the virus. During the ensuing months it was discovered that the association’s insurance policies would not cover any legal action brought against the association or its directors that was related to Covid. During the summer of 2021 an amendment to indemnify the directors was passed by 2/3rds vote of the unit owners. The amenities reopened in August with residents who wished to use the amenities required to sign a waiver.

While the path to the Walden Woods of today may have taken some unexpected turns in the road, Walden Woods is a beautiful place to live. The different types and styles of homes in the five separated council areas, the beauty of the environment, and the amenities of the Conservancy make it a wonderful place to live.

*Note: This write up is neither an official or legal record. It is merely a compilation of what several individuals recall. Its only purpose is to provide some insight into the history of the common interest community.*

*Walden Woods Communications Committee*

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1. Conn. Gen. Stats., §47-200 et seq. [↑](#footnote-ref-1)
2. Windsor Land Records, volume 780, page 128 et seq. [↑](#footnote-ref-2)
3. §8.10 of the Declaration of 2/12/1990 provided for a period of control by Culbro in which Culbro could appoint and remove all 3 directors of the Conservancy Board. That section gave the unit owners the right to elect one of the directors when unit owners had purchased 1/3rd of the units that may be built (435/3 = 145). Developer control would end when unit owners had purchased 60% of the units that may be built (435 X .60 = 261). All of Woodmore Council (maximum of 54 units), Ridge Council (maximum of 30 units) plus the Village Council (maximum of 72 units) is purchased by homeowners would have given the homeowners 156 units but kept Culbro in control of the Conservancy Board. That control, if not changed by the restated Declaration 9/14/2005 would have denied the unit the resources and support of the Conservancy to secure an improved development of the Country Walk development. [↑](#footnote-ref-3)
4. Conn. Gen. Stats., §47-245(d)(2) and Walden Woods 2/22/1900 Declaration, §8.10(a)(2) [↑](#footnote-ref-4)
5. Conn. Gen. Stats., §47-203 [↑](#footnote-ref-5)