**APPROVED SPECIAL MEETING MINUTES**

These are the minutes of the September 18, 2012 special meeting of the Walden Woods Conservancy Board of Directors approved at the October 24, 2012 monthly meeting of the Board.

**1. Call to order.** The meeting was called to order by Dale Herrick, President at 7:00 p.m. Eight directors were present: Susan Atwater, Diane Bernier, Dale Herrick, Warren Johnson, Gordon Jones, Cynthia Keenan, Brian Onessimo and Susan Raupach. Four directors were absent: Amy Beresky, Glenn Brand, Alana Herrick and Io Mura. No representative of Elite Property Management, LLC was present.

**2. Purpose of this Special Meeting.** This special meeting was called by the President pursuant to a notice published on the Walden Woods website on September 13, 2013, emailed to all Walden Woods unit owners for whom the Conservancy had addresses on September 13, 2013 and emailed to all directors on September 13, 2013. The notice stated the purpose of the meeting was to discuss boundaries.

**3. Discussion.** President Herrick requested that Director Johnson address the meeting on the subject matter of the meeting and assist in facilitating the discussion. Director Johnson explained (1) that the purpose of establishing council area boundaries is to allow the Board to allocate expenses among the five councils and the Conservancy, (2) that the problem has existed ever since the 1990 Declaration allocated expenses based on council areas but failed to designate those areas on the surveys that form Schedule A-3 to the Declaration, and (3) that establishing council area boundaries has no effect on the unit owner’s legal titles to their units and no effect on the boundaries of limited common elements.

Director Keenan then stated each of the following subjects in order. Director Johnson illustrated the areas concerned on maps that had been posted in the Meeting House prior to the meeting and commented on each subject. A general discussion followed each presentation with all attendees including directors participating. The subjects discussed included the following in addition to various subjects of a general nature:

1. The Duplex Council area boundary will include the screening along Walden Meadow Road between Haskins Road and Marble Faun Lane.
2. Costs paid by Walden Woods funds for maintenance and improvement of all areas encircled by road pavement and within council areas shall be allocated to the councils in which the areas are located.
3. The Ridge Council area ends at the limited common element boundaries of the Ridge units adjoining the driveway and parking area for the pool.
4. The Village Council area includes the common elements between the tree line along the west boundary line of Walden Woods between Lockview Drive and a point north of 26 Ivy lane and excludes the area along the tree line between that point and Walden Meadow Road.
5. The Woodmoor Council area includes the five Woodmoor columns and the area as depicted on the maps presented to the meeting containing the column at the corner of Pierce Boulevard and Walden Meadow Road and the area depicted adjacent to 76 Pierce Boulevard on the southeast to the Walden Woods property line.
6. The Woodmoor Council includes the walkway between Thoreau Circle and Pierce Boulevard.
7. The construction, maintenance, repair and replacement of the irrigation system extension proposed for the vicinity of the Big Walden Pond deck is a Conservancy and not a Duplex Council expense. If metered to the Duplex Council and not through a separate meter, the water charges attributable to the extension will be estimated by the Management Company and charged to the Conservancy.
8. The following additions are recommended for addition to the Declaration:
   1. Section 15.13 Amendments to change Council Area boundaries. No amendment that changes the location of Council Area boundaries shall be approved unless (1) Unit Owners of Units to which at least eighty percent of the Votes in the Association are allocated, and (2) Unit Owners to which at least eighty percent of the Votes in the affected Council Area or Areas are allocated vote for or agree to the proposed amendment. (Note, this proposed amendment will be effective, if adopted, under existing legal requirements and will be applicable to proposed changes subsequent to adoption.)
   2. Section 19.1 (i) The expenses associated with the maintenance, repair and replacement of Vortecnic units wherever located are Conservancy expenses and not council expenses.
   3. Section 19.3 (viii) The expenses associated with the maintenance, repair and replacement of the mail boxes located on the south side of Jacobi Lane in the Conservancy common elements and the concrete foundation on which they stand are shared by the Duplex and Townhome Councils and are not Conservancy expenses.

**No action was taken by the unit owners or the Board.**

President Herrick adjourned the meeting at 8:45 p.m. when the discussions concluded.

Respectfully submitted

Warren P. Johnson, Secretary