**UNAPPROVED SPECIAL MEETING MINUTES**

These are the unapproved minutes of the July 10, 2012 special meeting of the Walden Woods Conservancy Board of Directors.

**1. Call to order.** The meeting was called to order by Dale Herrick, President at 7:00 p.m. Eleven directors were present: Susan Atwater, Amy Beresky, Diane Bernier, Glenn Brand, Alanna Herrick, Dale Herrick, Warren Johnson, Gordon Jones, Io Mura and Brian Onessimo. Cynthia Keenan was absent. A director position remains unfilled at this time for a Townhome Council position. Attorney Kelly A. Glasheen and Attorney Matthew N. Perlstein were present to address the Board concerning Webber vs. Walden Woods Conservancy, Inc., an administrative action before the Department of Housing and Urban Development (H. U. D.).

**2. Webber vs. Walden Woods. Director Johnson moved that the Board to go into executive session and exclude all present but the directors, Attorney Glasheen and Attorney Perlstein for the purpose of discussing pending legal action in the matter of Webber vs. Walden Woods Conservancy, Inc.** The motion was seconded and **passed** on a vote of nine directors in favor and President Herrick abstaining. The Board came out of executive session at 7:36 p. m. Attorney Glasheen and Attorney Perlstein left the meeting and the previously excluded attendees were readmitted to the meeting. **Director Johnson made the following motion** to facilitate action by the Board and not to indicate support for the motion: **I move that the Conservancy sign a conciliation agreement in the pending H. U. D. administrative action that includes a provision for the Board to receive fair housing training by H. U. D. consisting of one hour at a meeting of the Board in Walden Woods and to pay H. U. D. the sum of $300 for the training.** The motion was seconded and **passed** on a vote of seven directors in favor, Directors Johnson and Onessimo opposed and President Herrick abstaining.

**3. Public Communications.** The Board heard comments from those in attendance relative to the establishment of council area boundaries. In response to questions President Herrick stated that he plans no more meetings of the ad hoc Council Area Boundaries Committee, that the Board will be working on a recommendation to the unit owners relative to unit owner adoption of an amendment to the Declaration, the purpose of which is to establishes council area boundaries and clarify the allocation of expenses among the five councils and the Conservancy. President Herrick summarized the report of the Council Area Boundaries Committee.

**4. Council Boundaries.** The Board discussed the need to clarify several issues before proceeding to formulate its recommendations to the unit owners. **Director Jones moved that the Board obtain a legal opinion on the requirements for the Woodmoor Council to withdraw from Walden Woods and that the expense of the opinion be paid from Conservancy funds.** The motion was seconded, discussed and **passed** on a vote of nine directors in favor and President Herrick abstaining. President Herrick announced his intention to call a special Board meeting on a date subsequent to the Board’s regular July meeting to walk portions of Walden Woods for the purpose of addressing some of the outstanding issues. No further action was taken.

4. **Director Johnson moved to adjourn the special meeting.** The motion was seconded and passed with nine voting in favor and President Herrick abstaining.

The special meeting adjourned at 8:36 p.m.

Respectfully submitted

Warren P. Johnson, Secretary