

**THOREAU PLACE HOMERESIDENTS ASSOCIATION
BOARD OF DIRECTORS MEETING**

**Multi-purpose Room
1951 Sagewood Lane
Reston, VA**

July 27, 2017

Board Members Present:

Ms. Richard Stopa	President
Ms. Karen Gallagher	Vice President
Mr. Chris Gullotta	Treasurer
Mr. Robert Nemmers	Director
Mr. Vladimir Yackovlev	Director

Board Members Absent:

Ms. Lillian Floresk	Secretary
(But with proxy given to Richard Stopa)	
Ms. Sharlan Starr	Director

CALL TO ORDER and OPENING REMARKS

Meeting was called to order at 7:09 PM by President Richard Stopa

There is no agenda for the meeting. The purpose of the meeting is:

- to review minutes to approve and turn into a final version,
- to discuss temporary moving expenses, and
- to execute final loan documents.

Christine Taylor Moller, a notary, was present at the meeting to notarize the closing documents needed to send to the bank for the loan.

The meeting will be opened to the floor later on for comments from the residents.

Reading of the Minutes from July 19, 2017 Board of Director's Meeting

Since there was not time to post them, Richard Stopa read the minutes from the previous meeting.

Robert Nemmers made a motion as read and as given to the Board of Directors. Vladimir Yackovlev second the motion.

There was discussion on the motion:

Robert Nemmers made the motion to change:

Last paragraph, page 4

“Rather than remain in place during construction”

Page 1, James Mockabee is the on-site superintendent

Karen Gallagher amended that motion:

Page 4, last paragraph, line 3

“?????”

All board members were in favor of accepting the amended minutes. There were 6 approvals, no abstentions.

Richard Stopa – Discussion of Housing Issue

Richard Stopa read the results of the survey

Option 1 – 6

Option 2 – 5

Option 3 – 6

Richard Stopa stated that he believes that the survey was confusing due to the fact that not all the board members had a chance to provide input.

Richard Stopa said that there are several perspectives that he believes are represented:

- Many residents will not be able to stay with family or friends and will not be able to pay for expenses on their own.
- Other residents say we should not be spending all the housing allowances and should be using that money for other expenses.

Karen Gallagher asked Richard to differentiate the survey responses between owner responses and renter responses. Upon analysis, all the responses received were from owners.

Vladimir Yackovlev asked who in the audience suggested the survey. Richard Stopa said that it was him that suggested the survey.

Richard Stopa explained that the board believed that they needed to rush to get the survey out since the demolition would be starting very soon and they would need to have the temporary housing program in place.

Karen Gallagher commented that housing funds should be conserved so that the remaining funds can be applied to the landscaping committee to restore the gardens to as close to their current state as possible. The current budget is \$100,000 and Karen believes it will take \$250,000 to closely recreate the gardens to include a gazebo and two fountains – one in each courtyard. She would rather allocate the money to landscaping rather than housing. She is not opposed to money going to legitimate needs of residents requiring housing but would like any leftover funds to go to landscaping.

Bob Nemmers said that he has no issue with funds being allocated to landscaping. He only had in writing a proposal for \$30,000 and another one for \$100,000. There is currently no allowance for a gazebo or a second fountain but Bob suggested that any unused funds be funneled to landscaping. There are any number of Bob explained that the courtyard and plants will need to come from unfunded projects – projects for which funds have been allocated but may not be utilized.

Richard Stopa stated that we need to be compassionate to the needs of all residents which may even include in some cases transportation to work in the area of Thoreau Place from the hotel in Herndon. The costs which we need to cover may not only be hotels.

Mary Richardson explained that the original survey about housing needs was in many instances ambiguous due to the fact that many people's ability to stay with friends or family is contingent upon them having an exact date for which they would need housing.

The original survey was a health and safety survey but didn't address compensation. It dealt with three areas:

- Housing
- Parking
- Rough idea of how many people need to move out

Beth Ghiardini asked what was the purpose of sending out the survey if they board isn't going to take the responses on the survey into serious consideration. Richard Stopa replied that there was a problem with the clarity of the survey and that it was confusing to some residents.

Virginia Vannett asked if we know for sure if we don't have to give money to renters. Richard replied that the money will be given to unit owners and the owners will have to disperse the money to the renter.

Nazrene Abbas shared that she never hears from her landlord and doesn't think that her landlord will compensate her. Chris Gullotta clarified that a homeowner's association can't compensate a renter – they can only compensate the owner and then the owner will have to compensate the renter. The contract is between the renter and the landlord.

_____ commented that the first issue he has is that the survey had too small of a sample set to be valid. Second issue was “how long will I be out of my unit” because that will determine what he can and can’t do, what he will and won’t need in terms of housing.

Bob Nemmers said that depending up the construction permits, that the construction on sidewalks will start in August and continue until it is completed. We do have the go ahead for the demolition of the courtyards. The demolition of the courtyards will not require residents to move out. He asked for flexibility in interpreting the plan from K3. He is trying to give residents a general idea but often doesn’t have specifics. Karen Gallagher and Mary Richardson will publish a schedule that will alert residents as to the immediate upcoming projects.

Mary Richardson announced that the 5th and 6th floors are more cosmetic and not constrained by the permit. Therefor work there can start first.

Richard Stopa asked that the board try to move through the issues.

Chris Gullotta stated that the board was not given a chance to preview the motions before the meeting. Richard Stopa said that the purpose of the meeting was to discuss, move and/or disprove the motions that were presented.

Bob Nemmers said that the approach to keep residents in place but to let the construction go on around them would cost \$4.4M. A construction approach that would keep the project within a \$3.4M approach was requested and that approach was moving residents out of their units which would get the work done more quickly and thus save money. There will be two move outs first for concrete walkways and the second for traffic ????? The cost of this approach was \$3.8M but there would need to be some compensation allowance for residents.

Motion #2A

Bob Nemmers motioned, Vladimir Yackovlev seconded.

Discussion:

Chris Gullotta said that the scheduled mentioned everyone so the motion should be re-worded so that it demonstrates that not all owners will receive compensation. Bob Nemmers said that owners will be vetted. Richard Stopa that Millie Lyons be part of the vetting process, Chris Gullotta suggested that an uninterested party be part of the vetting process. Karen Gallagher said that she has not seen the reimbursement schedule.

Bob Nemmers withdrew the original motion and the second.

Bob Nemmers revised the motion to:

Revised motion:

“To avoid financial hardship due to the mandatory requirement that residents move out of his/her/their units during construction activities I move the President provide compensation to

vettted and approved owners per the Compensation Schedule that includes lodging at \$70 a night and other necessary expenses as determined by the board to all owners.”

Vladimir Yackovlev seconded the revised motion.
The motion was carried with 6 approvals, no abstentions.

Motion #2B

“I hereby move that the Board increase the Resident dislocation compensation budget from \$130,000 by \$45,342 to a total of \$175,343. These funds are a portion of the 2018 excess fee revenue over loan costs made possible by the favorable loan terms from Mutual of Omaha.”

Bob Nemmers moved, Vladimir Yackovlev seconded.

Karen Gallagher proposed a new motion but Bob Nemmers stated that the proposed revised motion was too complicated.

Chris Gullotta pointed out that the budget was created without motions on individual line items. He suggested that Motion #2B isn’t necessary and that money will be given to those who need it and the board doesn’t need to vote on it.

Bob Nemmers provisionally withdrew motion #2B until after #2C was approved.

Motion #2C

“To implement the K3 segmented walkway renovation requiring resident dislocation I hereby move the Control Estimate for K3 be increased by \$175,343 from \$3.080M to \$3.255M to handle the compensation billing with NVM.”

Bob moved, Vladimir seconded

Discussion:

This motion gives a K3 the authority to create a mechanism between K3 and Northern Virginia Management to handle accounting. In effect, K3 would make NVM a vendor and then they would write the checks and avoid the additional charge. Now NVM would be able to write checks to whomever is required

The motion was carried with 6 approvals, no abstentions.

With the approval Motion #2B was withdrawn by Bob Nemmers.

Motion #3

“I hereby move that Northern Virginia Management (NVM) in its capacity as a K3 Vendor, distribute to owners financial compensation in amounts and in the manner determined by the Board. NVM shall invoice K3 for the funds paid to Owners on a monthly basis.”

Bob Nemmers moved, Vladimir Yackovlev seconded.

The motion was carried with 6 approvals, no abstentions.

Motion:

Chris Gullotta made a motion to accept the resolution by the Thoreau Place attorney and Mutual of Omaha Bank (a package of 10 documents) to approve the loan document documents. Karen Gallagher seconded.

The motion was carried with 6 approvals, no abstentions.

Motion:

Chris Gullotta moved to approve the administrative resolution to approve the loan agreement with Mutual of Omaha bank. Karen Gallagher seconded.

The motion was carried with 6 approvals, no abstentions.

Chris Gullotta moved to adjourn the meeting.

Vladimir Yackovlev seconded the motion.

The meeting was adjourned at 9:28 PM.