

**Minutes
Board of Directors
GHI Regular Open Session
January 18, 2018**

Board Members Present: Brodd, Hess, Holland, James, Jones, Kapfer, McFadden, Seely and Skolnik

Others in Attendance:

Eldon Ralph, General Manager	Alex Barnes
Tom Sporney, Assistant General Manager	Leeann Irwin
Joe Perry, Director of Finance	Molly Lester
Neron Adams-Escalera, Director of Member Services	Johanna and Tom Jones
Joe Wiehagen, Director of Homes Improvement Program	John Campanile
George Bachman, Director of Maintenance	Travis Breaux
Jacqueline Lilly, Audit Committee Member	Girale Wilson-Takahashi, Recording Secretary – (<i>In Training</i>)
Henry Haslinger, Audit Committee Member	Monica Johnson, Recording Secretary

President Skolnik called the meeting to order at 7:30 p.m.

1. Approval of Agenda

Item 2b, remove the word “meeting”

Motion: The Board of Directors does approve the agenda as revised.

Moved: James

Seconded: Hess

Carried: 9-0

2. Announcement of Executive Session Meetings

2a Held on January 4, 2018

GHI’s Board of Directors held an Executive Session meeting on January 4, 2018 in the Board Room of the Administration Building. The following motion to call this meeting was made during a prior open meeting on the same date and approved by Directors Brodd, Holland, James, Jones, Kapfer, McFadden and Seely.

I move the Board of Directors adjourn this open meeting for the purpose of conducting a closed meeting to discuss the following matters:

- a) **Approved minutes of the Executive Session Meeting Held on December 7, 2017**
- b) **Consider terms and conditions of the following contracts in the negotiation stage:**
 - **Proposed Contracts for the 2018-2020 Phase of the Homes Improvement Program – 1st Reading.**
 - **Contract for the Repair of 6-L Research Road – 1st Reading.**

This closed meeting commenced at 7:00 p.m., recessed at 7:35 p.m. (for the regular open session meeting) and reconvened at 9:28 p.m. with adjournment occurring at 9:39 p.m.

Authority for the above closed meeting was derived from Subtitle 6b of the Maryland Cooperative Housing Corporation Act, § 5-6B-19 “Meetings of cooperative housing corporation open to members of corporation or their agents.” Paragraph (e) (1)

2b. Held on January 18, 2018

GHI’s Board of Directors held an Executive Session meeting on January 18, 2018 in the Board Room of the Administration Building. The following motion to call this meeting was made during a prior open meeting on the same date and approved by Directors Brodd, Hess, Holland, James, Jones, Seely and Skolnik.

I move the Board of Directors adjourn this open meeting for the purpose of conducting a closed meeting to discuss the following matters:

- a) Approve minutes of the Executive Session Meeting Held on December 21, 2017**
- b) Consider the terms and conditions of the following contracts in the negotiation stage:**
 - **Contract for the Repair of 6-L Research Road – 2nd Reading**
 - **Proposed Contracts for the 2018-2020 Phase of the Homes Improvement Program – 2nd Reading.**
- c) Consider a rental permit**
- d) Member Financial matters**
- e) Member Complaint matter.**

This closed meeting commenced at 7:00 p.m., and adjourned at 7:30 p.m.

Authority for the above closed meeting was derived from Subtitle 6b of the Maryland Cooperative Housing Corporation Act, § 5-6B-19 “Meetings of cooperative housing corporation open to members of corporation or their agents.” Paragraph (e) (1)

3. Visitors and Members (Comment Period)

Alex Barnes suggested that the Board should consider purchasing more apartment buildings in Greenbelt.

Tom Jones, Chair of the Nominations and Elections Committee solicited candidates for open elected positions in the upcoming elections in May.

Paul Kapfer mentioned his concern about Zoning Task Force members being excluded from meeting collectively with the Zoning Attorney.

Molly Lester also expressed that the Zoning Task Force members should be in attendance while meeting with the Zoning Attorney.

4. Approval of Membership Applications

Motion: I move that the Board of Directors approve the following persons into the cooperative and membership is afforded them at the time of settlement:

- **Tessa Hauptman, Harvey Hauptman, Sharon Hauptman, Joint Tenants.**

Moved: James

Seconded: Hess

Carried: 9-0

Motion: I move that the Board of Directors approve the following Mutual Ownership Contract change:

- **Inge S. Harbaugh, Sole Owner changed to Inge S. Harbaugh, James A. Harbaugh, Tenants by the Entirety.**

Moved: James

Seconded: Hess

Carried: 9-0

5. Committee and Homes Improvement Program Reports

Homes Improvement Program – Wiehagen reported that:

- HIP staff is in preparation 2018 HIP improvements
- Surveys being developed and will be completed for distribution after the Special Membership meeting February 8.
- Finalizing the data for remaining masonry crawlspaces improvements there are 49 buildings left to finish. The RFP will go out next week.
- Preparing data for the frame crawlspace improvements.

Member Outreach Committee – Brodd mentioned that the committee has prepared a list of activities for the upcoming year, and no meeting in February.

Yard Solutions Task Force – Is finalizing its recommendations for the changes to the Community Beautification Program.

Zoning Task Force – Brodd updated the Board on the zoning re-write project.

Finance Committee – Hess mentioned that the committee met last Thursday and discussed the solar project, and that the committee passed a motion: “The Finance Committee recommends the Board of Directors secure an independent analysis of the profitability of purchasing a solar panel array and whether or not replacement costs should be included in the analysis.”

Legislative and Government Affairs Committee – Seely mentioned that the committee met on January 9 and is in the process of preparing reports and recommendations with regards to the expansion of the Baltimore Washington Parkway proposal and the Maglev proposal.

Woodlands Committee – Kapfer mentioned that the committee is scrambling to complete the Forest Conservation Management Agreement.

6. For Action or Discussion6a. Approve Minutes of the Special Open Session Meeting Held on December 21, 2017

Motion: I move that the Board of Directors approve the minutes of the Special Open Session meeting that was held on December 21, 2017 as presented.

Moved: James

Seconded: Jones

Carried: 7-0-2

Abstained: Hess, Skolnik

6b. Approve Minutes of the Regular Open Session Meeting Held on December 21, 2017

Motion: I move that the Board of Directors approve the minutes of the Regular Open Session meeting that was held on December 21, 2017 as presented.

Moved: James

Seconded: Holland

Carried: 6-0-3

Abstained: Hess, McFadden, Skolnik

6c. Bicycle Task Force's Request to Become a Standing Committee

On July 20, 2017, the Board established a Bicycle Task Force to recommend what infrastructure improvements and other measures are needed to promote bicycle activities in our community. The Board discussed the following factors that it wished the taskforce to consider:

1. The number of bike racks / sheds needed and their locations, shown on a community map.
2. Details on rack /shed types proposed, including manufacturer, and pricing.
3. Installation details (e.g., concrete foundations/pads, earth anchors, or similar attachment mechanisms).
4. Bike pathways that should be created and maintained.
5. Maintenance needs and responsibilities for the racks/sheds, pathways.
6. Evidence that bike racks/sheds are needed/desired by the membership and would be a useful benefit to the community.
7. Liability or insurance issues.
8. Draft policy and rules covering use(s) of GHI bike racks/sheds.

During the Board meeting on November 2, 2017, the Board did not take action on the proposed charter that the task force submitted, and requested that the task force re-submit the charter, indicating whether it would like to be a standing committee or a task force with a definite termination date for its tasks.

The current members of GHI's Bicycle Task Force (BTF) recommend that the BTF be converted to a standing committee in order to address bicycling issues for GHI members on an ongoing basis.

Motion: I move that the Board of Directors create the Bicycle Committee as a standing committee in GHI; further, that the Board dissolve the Bicycle Task Force created on July 20, 2017. The Committee is directed to submit its proposed charter to the Board for approval within 60 days.

Moved: Skolnik

Seconded: Hess

Carried: 9-0

6d. Integrated Technology Task Force's Recommendations

On July 6, 2017, the Board established an Integrated Technology Task Force to recommend solutions for a myriad of information technology issues that need to be addressed, such as:

- Establishment of corporate email addresses for Board and audit committee members
- Remote participation in meetings
- A member portal on GHI's website
- Improvements to GHI's website

- A digitized system of member files to record all information pertaining to the members and their units.
- An updated property management system with financial and maintenance management modules that could also enable members to review their financial records.

The Task Force members attended the Board meeting and presented the recommendations to the Board.

Motion: I move that the Board of Directors accept the report from the Integrated Technology Task Force dated December 12, 2017.

Moved: Hess

Seconded: James

Carried: 9-0

Task Force recommendations will be brought back to the Board at a later meeting.

6e. Task Force's Recommendations re: Board Meeting Procedures

Last May, a task force comprised of Stefan Brodd (Chair), Paul Kapfer, Stephen Holland was established to review the current Board meeting procedures and recommend improvements. The Board reviewed the task force’s report on June 15, 2017 and directed that it be distributed to the membership over a 30-day period for commentary on the task force’s recommendations.

Motion: I move that the Board of Directors adopt the recommendations for improving Board meeting procedures that are contained in the task force’s report as revised in attachment 6c on January 18, 2018.

Moved: Hess

Seconded: Jones

Carried: 9-0

Attachment 6c will be attached to the official minutes.

6f. Bylaws’ Provision re: Approval of Multi-year Contracts

Section V111. Financial Regulations, §11d of GHI’s Bylaws, states in part:

The total outstanding amount required for multiyear contracts greater than \$40,000 per year and/or of a duration in excess of five years shall not exceed \$400,000, subject, however, to the following exceptions:

- I. Contracts for which the purpose and amount shall be approved at a membership meeting by a two-thirds vote;***

Some Board members and staff have experienced difficulty in interpreting this provision; in particular, it isn’t clear whether a multi-year contract with a cumulative total cost that is less than \$400,000 requires membership approval.

With regard to the contracts for the frame crawlspace asbestos removal project and 2018-2020 phases of the HIP, **estimated** expenditures are as follows:

Contracts	2018	2019	2020	Totals
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Asbestos removal project	\$794,260	\$794,260	-	\$1,588,520,
Industrial hygiene services for the asbestos removal project	\$102,981	\$102,981	-	\$ 205,962
Envelope improvements	\$2,557,122	\$2,644,008	\$2,361,665	\$7,562,795
Installations of baseboard heaters	\$312,966	\$321,202	\$288,528	\$922,696
Installations of heat pump units	\$482,500	\$489,500	\$496,500	\$1,468,500
Attic insulation improvements	\$124,025	\$130,226	\$136,428	\$390,679

Staff has requested GHI's attorney Joe Douglas to provide an opinion about the bylaws' provision and whether or not all of the above contracts should be approved by the membership at a membership meeting.

Eldon provided information to the Board. A lengthy discussion followed.

Motion: I move to modify the agenda to add Item 6h and Item 6i.

Moved: Hess

Seconded: Kapfer

Carried: 9-0

6g. City of Greenbelt's Search for a New Director of Planning

The City of Greenbelt proposes to hire a Director of Planning to replace Ms. Celia Craze who retired several months ago. During its meeting on January 8, 2018, the Zoning Task Force discussed the possibility of the Board sending a letter to the City Manager regarding GHI's desire that the new Director of Planning for the City of Greenbelt should have an understanding of and appreciation for the historic nature of GHI.

Motion: I move that the Board of Directors authorize the Board President to write the Greenbelt City Manager regarding the City's search for a new Director of Planning, communicating our hope that the new Director will have experience with and appreciation for communities such as GHI with historic legacy and character.

Moved: Hess

Seconded: McFadden

Carried: 9-0

6h. Payment of GHI's Legal fees for Review of Trust Agreements

Occasionally, members and prospective members submit trust agreements to GHI that contain provisions they want to be followed regarding units that are held in trust for their beneficiaries.

Since trust agreements can vary in their complexity and may create situations that could be in conflict with the GHI bylaws and Mutual Ownership Contract, staff believes that a prudent review by an attorney would be beneficial to avoid any possible legal issues.

GHI's attorney Joe Douglas informed the Manager that some cooperatives have adopted a policy whereby a member or prospective member pays the costs incurred for legal review of a trust agreement; instead of the cooperative. The Board may wish to consider adopting a similar policy for GHI.

Motion: I move that the Board of Directors stipulate that an applicant for membership shall be required to pay all GHI's expenses that result from GHI's attorney's review of a trust agreement that the applicant for membership desires to establish for placing a unit in the trust.

Moved: Brodd

Seconded: McFadden

Carried: 9-0

6i. CAI Proposed Legislation for Changes to the Maryland Condominium Act

A draft of proposed legislation concerning "Dispute settlement mechanism[s]" that the Community Associations Institute desires State Delegate Healey to introduce during the 2018 Session of the Maryland General Assembly. Delegate Healey has asked whether GHI has any questions concerning the proposed legislation or desires any additional information about the legislation.

GHI is not affected by this legislation, since housing cooperatives are governed by the Maryland Cooperative Housing Act instead.

The attached draft makes changes to 11-113 of the Maryland Condominium Act concerning "Dispute settlement mechanism[s]" to allow, but not mandate, a hearing and clarifies that notices do not need to be served, but merely provided.

Staff has reviewed the proposed legislation and does not have any concerns about it.

Motion: I move that the Board of Directors authorize the Manager to inform State Delegate Anne Healey that GHI does not have any concerns about changes to 11-113 of the Maryland Condominium Act concerning "Dispute settlement mechanism[s] that the Community Associations Institute has asked her to introduce during the 2018 Session of the Maryland General Assembly.

Moved: James

Seconded: Jones

Carried: 6-3

Opposed: Holland, Kapfer, Skolnik

7. Item of Information

Motion: I move to revise the agenda by adding Item 7g.

Moved: Hess

Seconded: Holland

Carried: 9-0

7a. Board 12 Month Action Plan and Committee Task List

7b. Monthly GHI and City Calendars

7c. President's Items

Skolnik thanked the Board and General Manager for managing the meeting in his absence. He also suggested a work session on January 29 at 7:00 p.m. re: the Solar PVES proposal for the Admin. Bldg, and stated that the City Council work session will be held on February 21 at 8pm. for all who would like to attend.

7d. Board Members' Items

None

7e. Audit Committee's Items

None

7f. Manager's Items

None

7g. Hearing on January 23. re: Proposed Removal of Language from the Maryland Cooperative Housing Transparency Act SB21: Dispute Settlement and Eviction Procedures

Ms. Molly Lester, the member of 6-M Hillside, informed staff that the Maryland Legislature will be holding a hearing on January 23, at 1:00 pm in Judicial Proceedings regarding the **proposed removal** of the language below from the Act -- which was added in 2014 -- and which states:

[5-6B-31. (a) This section applies only to a cooperative project that is no longer subject to a mortgage or deed of trust. (b) Notwithstanding the articles of incorporation, bylaws, or regulations of a cooperative housing corporation or the proprietary lease of any member, a governing body may not bring an action in court to evict a member based solely on the failure of the member to pay assessments owed to the cooperative housing corporation unless: (1) The member has been delinquent in paying assessments for a period of 3 months or more; (2) The governing body has given the member notice and an opportunity to be heard regarding the delinquency, consistent with 5-6B-30 of this subtitle; (3) The governing body has given the member an opportunity to cure the delinquency; and (4) The member has failed to cure the delinquency.]

GHI's Board of Directors instituted a procedure in 2014 to give members who are financially delinquent for more than 3 months, an opportunity to meet with the Board in an executive session meeting, prior to taking any action that could terminate their MOC's. The Board also revised the delinquency letters that are sent to members.

In staff's opinion, the process that the Board implemented has worked well. If the provision is removed, staff doesn't think that GHI would be adversely impacted. The Board could decide to maintain the procedure it has implemented or change it by eliminating the executive session meetings.

Motion: To adjourn.

Moved: Hess

Seconded: Kapfer

Carried: 9-0

The meeting adjourned at 9:55 p.m.

Ed James
Secretary