

GHI Board of Directors
Open Meeting
(Virtual Zoom)
October 7, 2021

Board Members Present: Bilyeu, Brodd, Carter-Woodbridge, James, Lambert, Luly, McKinley and Mortimer

Others in Attendance:

Eldon Ralph, General Manager
Joe Perry, Director of Finance
George Bachman, Director of Maintenance
Bruce Mangum, Contract Processor
David Benack, Audit Committee
Tom Adams
Michael Campbell
Ben Fischler
Joe Robbins
Chuck Hess
Stephen Holland
Bill Jones
Molly Lester
Joe Ralbovsky
Maya Robinson
Steve Skolnik
Ben Wilhelm
Altoria Ross, Recording Secretary

President Brodd called the meeting to order at 7:47 pm.

1. Approval of Agenda

Changed September 26 to September 30 for 2a.

Motion: To approve the agenda as revised.

Moved: James

Seconded: Bilyeu

Carried: 8-0

2. Statements of Closed Meetings Held

2a. Statement of a Closed Meeting Held on September 30, 2021

GHI's Board of Directors held a closed meeting at 7:00 pm on September 30, 2021 via internet audio/video conference to discuss a complaint matter, as specified in the Maryland Cooperative Housing Corporation Act § 5-6B-19 (e) (1) (iv).

The motion to close the meeting was approved during the closed meeting of July 15, 2021 by Directors Bilyeu, Brodd, Carbone, Carter-Woodbridge, James, Lambert, Luly, McKinley and Mortimer.

2b. Statement re: Closed Meeting Held on October 7, 2021

GHI's Board of Directors held a closed meeting at 7:00 pm on October 7, 2021, via internet audio/video conference to discuss the following matters, as specified in the noted sub-paragraph of the Maryland Cooperative Housing Corporation Act § 5-6B-19 (e) (1):

1. Approve Minutes of the Closed Meeting held on September 2, 2021	(vii)
2. Approve Minutes of the Informal Hearing held on August 19, 2021	(vii)
3. Consider Approval of the following Contracts: a) Contract for Fall Concrete Repairs – 2 nd reading b) Contract for Repairs to 7C Crescent Rd due to Tree Damage – 1 st reading	(vi)
4. Request for an Exception to Allow the Buyers of a GHI Unit to Assume Responsibility for Pre-sale Repairs	(iv)
5. Member Complaint Matters	(iv)

During the meeting, the Board approved the following contracts:

- a) Authorized the Manager, for second and final reading, to enter a contract with JMR Concrete Construction, Inc. for the repairs of concrete sidewalks at seventeen (17) sites at its bid of \$30,319.00, plus 10% for contingencies, for a total not to exceed \$33,350.00.

The motion to close the meeting was approved during the open meeting of September 16, 2021, by Directors Brodd, Carbone, Carter-Woodbridge, James, Lambert, Luly, McKinley and Mortimer.

3. Visitors and Members (Comment Period)

None.

4. Approval of Addendum for Trust Ownership and Trustee's Affidavit for 44-F Ridge Road – (Attachment #2)

Ronald L. England, the member at 44-F Ridge Road, requested approval of the Addendum for Trust Ownership and Trustee's Affidavit of Ronald L. England, Trustee of The Ronald L. England Revocable Trust of 2021 (Attachment #2). Ronald L England will serve as trustee and beneficiary under a trust agreement dated September 29, 2021. The updated Mutual Ownership Contract was presented for approval under new memberships.

Motion: I move that the Board of Directors approve the Addendum for Trust Ownership and Trustee’s Affidavit of Ronald L. England, Trustee of The Ronald L. England Revocable Trust of 2021, thereby allowing him to place the membership and equity interest in 44-F Ridge Road, into a living trust dated September 29, 2021.

Moved: James

Seconded: Mortimer

Carried: 8-0

5. Approval of Membership Applications

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

- Annique L. Roy, Sole Owner;
- Catherine M. Skelly, Sole Owner, 13-E;
- Melissa T. Johnson, Sole Owner;
- Dennis Tritinger, Susan Tritinger, Tenants by the Entirety;
- Marian L. Ratcliffe, James R. Cook, Joint Tenants.

Moved: James

Seconded: McKinley

Carried: 8-0

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

- Catherine Plaisant, Sole Owner is hereby changed to Catherine Plaisant, John J. Klinovsky, Joint Tenants.
- Ronald L. England, Sole Owner is changed to Ronald L. England, Trustee dated 29 September 2021.

Moved: James

Seconded: Carter-Woodbridge

Carried: 8-0

6. Committee Reports

Woodlands: The committee will host a plant swap and scavenger’s hunt at the GHI Administration Building on Saturday, October 9, 2021.

Stormwater Management Task Force: The taskforce continues to develop guidelines for imperious surfaces in members’ yards.

Buildings Committee: The committee is recommending hiring a technical editor to revise the GHI Member Handbook.

Member Outreach Committee: The committee is hosting a new member social on Wednesday, October 13, 2021.

7a. Approve Minutes of the Open Meeting Held on September 2, 2021 – (Attachment #3)

Motion: I move that the Board of Directors approve the minutes of the Open Meeting that was held on September 2, 2021 as presented.

Moved: James

Seconded: Bilyeu

Carried: 8-0

7b. LGAC Recommendation re: GHI Contribution to CAI's Maryland Legislative Action Committee – (Attachments #4a-4b)

Earlier this year, the Legislative and Government Affairs Committee (LGAC) was asked to review the work of the Community Associations Institute (CAI) and offer a recommendation on whether GHI should contribute to CAI's Maryland Legislative Action Committee. Legislative Action Committee monitors legislative developments in Maryland relevant to housing associations, shares information with those housing associations, including GHI, and lobbies elected officials on behalf of the interests of housing associations.

In a letter to the Board (Attachment #4a), the LGAC recommends that GHI should contribute \$300 to \$500 to the Maryland Legislative Action Committee. Attachment #4b is an article from a CAI Quorum magazine that explains what a Legislative Action Committee does.

Motion: I move that the Board of Directors approve a contribution of \$400 to the Community Association Institute's Maryland Legislative Action Committee.

Moved: McKinley

Seconded: Bilyeu

Carried: 8-0

7c. Task Force Report re: Policy to Mitigate Liability Associated with Outdoor Structures – (Attachment #5a)

On April 1, 2021, the Board established a task force to recommend changes in policies and procedures to mitigate GHI's liability associated with certain types of outdoor structures that members may wish to install. The members appointed to the task force were Amy Knesel, Chris Carbone, Heather Mortimer (Board Liaison) and Joe Ralbovsky. John French served as staff liaison. Attachment #5a is the task force's report.

Motion: I move that the Board of Directors direct the Manager to publish a link to the GHI Outdoor Structures Task Force Report in the GHI e-newsletter over a period of 30 days for the purpose of obtaining feedback from the membership regarding the recommendations in the report.

Moved: Bilyeu

Seconded: Lambert

Carried: 8-0

7d. Final Report from the Permits Task Force – (Attachment #6)

On January 21, 2021, the Board directed the Finance Committee to recommend fees that GHI should charge for processing permit requests for improvements, including a refundable fee that would be returned to members who comply fully with GHI inspection requirements.

The Board reviewed the Finance Committee's recommendations on March 4, 2021, and directed the Manager to publish the Committee's recommendations in GHI's e-newsletter for member feedback. On April 15, the Board decided to establish a task force under the direction of the Buildings Committee to review the member comments that were received and recommend the following:

- a) Actions that should be implemented to improve GHI's permit process for improvements, Board of Directors Meeting – GHI Open Meeting Minutes – October 7, 2021

alterations, and additions.

- b) Whether GHI should charge fees for permit reviews and if so, what amounts should be charged.

The Task Force consisted of Michael Campbell (Chair), Debbie McKinley (Alternate Chair), Tom Sporney (Staff Liaison), Stuart Caplan (replacement Staff Liaison), Erin Bilyeu (Board and Buildings Committee Liaison), Ben Hille, Wendy Young, Alison Gary, Jennifer Tschabrunn, and Bill Jones. Attachment #6 is the report that the Task Force submitted.

Motion: I move that the Board of Directors direct the Manager to publish a link to the Permits Task Force Report in the GHI e-newsletter over a period of 30 days for the purpose of obtaining feedback from the membership regarding the recommendations in the report.

Moved: James

Seconded: Luly

Carried: 8-0

Moved forward to 7i.

- 7e. Proposal from the Transition Task Force/Member Engagement Work Group to Conduct a Membership Survey – (Attachments #7a-7b)

The Transition Task Force/Member Engagement Work Group proposes to conduct a survey to obtain feedback from the membership about the cooperative – what they would like changed and what they would like to remain the same when GHI hires a new General Manager.

The results of the survey will be discussed during the December 5, 2021, membership townhall meeting. Attachment #7a is the draft survey and Attachment #7b is the survey communications plan.

No action taken.

- 7f. Woodlands Committee Request for Additional Funds to Acquire Native Plants This Fall

The Woodlands Committee has been able to undertake significantly more volunteer work in controlling the growth of invasive plants within GHI's woodlands this year, mostly through the new Caretaker program. This has led to an unexpected need for more planting materials, as the Committee needs to install native plants before invasive plants take over the areas that have been cleared. The Committee's 2021 budget was approved at \$2100, which is \$1000 less than the 2020 budget. The Committee is requesting the Board to allocate an additional \$1000 this year that will be used to acquire and cultivate native plants in areas that have been cleared.

No action taken, and the fund request should be in the 2022 Budget.

7g. Staff Report on the 2021 Exterior and Yard Inspection Program – (Attachment #8)

George Bachman, GHI's Director of Maintenance Operations, prepared a report on the 2021 Exterior and Yard Inspection Program (Attachment #8) that was presented for discussion. Mr. Bachman attended the meeting and answered questions.

7h. Discuss Next Steps re: Proposed Solar PVES Pre-paid Power Purchase Agreement – (Attachments #9a-9d)

During the annual membership meeting on May 10, 2018, a vote was taken to authorize GHI's Board of Directors to enter into a contract to install a solar photovoltaic electrical system to supply electricity for GHI's Administration Building. Two options were considered and approved.

- Option 1, as Amended

On behalf of the Board, be it moved that the membership of Greenbelt Homes Inc. permits the Board of Directors to enter into a contract to purchase a solar panel system of at least 125-kilowatt capacity, for no more than \$280,000 that would supply electricity to GHI's Administration Buildings.

- Option 2, as Amended

On behalf of the Board, be it moved that the membership of Greenbelt Homes Inc. permits the Board of Directors to enter into a Power Purchase Agreement for a solar panel system that would supply electricity to GHI's Administration Buildings, not to exceed \$22,000 for the first year with adjustments for the rising cost of electricity in future years.

In 2018, GHI entered into a contract with Sustainable Energy Systems (SES), whereby SES financed and constructed a 133KW (AC) solar photovoltaic energy system (PVES) on the premises of the Administration Building Complex. When the system is commissioned, GHI will purchase electrical energy for a minimum of 15% less than the rate PEPCO charges.

SES has offered to amend the current agreement from a Power Purchase Agreement (PPA) to a **pre-paid** PPA. Under the pre-paid PPA, GHI would pay SES \$258,155.52 at the beginning of the contract; an amount that is equivalent to the savings GHI would accrue in electrical costs plus solar renewable energy credits received by year 9 after the system is commissioned. SES would own the system for a period of 5 years and then sell or donate the system to GHI.

On May 6, 2021, the Board established a task force comprised of Steve Skolnik, Chuck Hess and Eldon Ralph (staff liaison) to negotiate with SES Inc. and formulate a draft pre-paid PPA. On July 1st, the Board reviewed the task force's report which included a draft pre-paid PPA and financial analyses showing the savings that GHI would obtain from the current PPA (Attachment #9a) and from the proposed pre-paid PPA (Attachment #9b). The Board directed the Manager to request legal counsel to review the draft pre-paid power PPA and also advise whether GHI's

bylaws and the 2018 membership vote allowed the Board to enter into the proposed pre-paid PPA.

Attorney Joe Douglass’ opinion stated that the 2018 membership approval for GHI to enter into a Power Purchase Agreement (PPA) did not extend to the proposed pre-paid PPA. He also referred to the provision in Article VIII, Section 11.d. of the Bylaws, regarding multi-year contracts and stated as follows, *“the amount to be prepaid under the proposed PPA is \$258,155.52. An argument could be made that, if that amount were prepaid, the total aggregate costs of all of GHI’s multi-year contracts could exceed \$400,000. Also, while the proposed prepaid PPA does not run for more than 5 years, it is a 5-year contract. Amortized over 5 years, the total amount to be prepaid would be \$51,631.10 per year, and, in any event, that would require a membership approval vote under Article VIII, Section 11.d., since the annual cost would be greater than \$40,000.00”*.

Article VIII, Section 11.d of the Bylaws states:

Expenditure of Funds and Contracts.

- a. The total aggregate costs of the following multiyear contracts shall not exceed \$400,000 at any one time: (i) every outstanding multiyear contract costing more than \$40,000 per year, without regard to the total duration of the contract, and (ii) every outstanding multiyear contract costing \$40,000 or less per year, if such contract runs for a period of more than five years.

- b. The \$400,000 aggregate limit shall not apply to the following contracts:
 - I. Contracts for which the purpose and amount shall be approved at a membership meeting by a two-thirds vote;
 - II. Contracts with respect to borrowing money, mortgages, and mortgage notes;
 - III. Contracts relating to insurance with a one-year cancellation clause;
 - IV. Contracts relating to assignments now or hereafter made by members of their Mutual Ownership Contracts; or
 - V. Contracts relating to matters connected with loans to members.

The membership approved the following two multi-year contracts in 2019 for a total cost of \$375,253, hence based on section I. above, this amount would be excluded from the \$400,000 aggregate limit specified in the bylaws.

Contract	2021	2022	Total
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Landscape maintenance	\$65,955	\$67,263	\$133,218
Tree maintenance (<i>costs shown are estimated</i>)	\$119,229	\$122,806	\$242,035
Total			\$375,253

At present, there is no other multi-year contract that either exceeds \$40,000 per year or runs for a period of 5 years; hence, a membership vote is not required to approve the proposed pre-paid PPA, if it is regarded as a 5-year contract.

On September 16th, Board Treasurer Jason Luly requested the task force to present an analysis showing the projected financial benefit to GHI of owning the solar PVES in terms of ‘net present value’. The task force’s supplemental report (Attachment #9c) states that the fiscal benefit to GHI to own the PVES is likely to exceed that of simply investing the capital amount.

On September 16th, the Board agreed that either President Brodd or GM Ralph should obtain clarification from Attorney Douglass’ regarding his opinion that the 2018 membership approval for GHI to enter into a Power Purchase Agreement (PPA) does not extend to a proposed pre-paid PPA. During a conversation on September 30, Attorney Douglass informed President Brodd and GM Ralph that it is legitimate for GHI to enter into a pre-paid PPA without a further membership vote, provided the \$400,000 aggregate limit for multi-year contracts is not exceeded. Refer to Attachment #9d for Attorney Douglass’ supplemental opinion.

On September 22th, SES Inc. informed staff that according to IRS rules, a change to a pre-paid PPA needs to be done before they reach substantial completion of the installation which is passing the final inspection.

No action taken.

Moved forward to 7j.

7i. Proposed Agenda Topics for the Membership Townhall Meeting on December 5, 2021

Below are the agenda items the Board agreed on for the virtual membership townhall meeting on December 5, 2021, from 2:00 to 4:00 p.m.

- Review the 2022 budget.
- Report from the Buildings Committee re: Pilot Program for Pipe Replacement Project
- Respond to questions and comments from members.

Moved back to 7e.

7j. Storm Water Management Task Force Summary Report-Jan 2020 through June 2021 – (Attachment #10)

Attachment #10 is a Summary Report regarding Storm Water Management Task Force activities during the period January 2020 – June 2021.

Motion: I move that the Board of Directors accept the summary report that the Storm Water Management Task Force presented, regarding its activities during January 2020 – June 2021.

Moved: McKinley

Seconded: James

Carried: 8-0

7k. Designate the Storm Water Task Force as a Sub-Committee of the Buildings Committee

The following charter for the Storm Water Task Force was approved in 2016:

The charge is to review current GHI rules and procedures relating to storm and ground water on our cooperatively-owned lands and recommend policy changes/improvements to:

- Minimize/eliminate water incursion from the exterior into building crawlspaces.
- Foster best practices for ground water retention and reduction of runoff and soil erosion.
- Assure that GHI groundwater policies and practices comply with local, state, and federal laws and regulations.
- Monitor and follow opportunities for public funding of groundwater improvement projects that could benefit GHI and our members.

Board President Brodd recommended that the Storm Water Task Force should be designated a standing sub-committee of the Buildings Committee.

Motion: I move that the Board of Directors designate the current Storm Water Management Task Force as a Subcommittee of the Buildings Committee.

Moved: James

Seconded: Carter-Woodbridge

Carried: 8-0

7l. Review Status of 2021-2022 Board Action Plan – (Attachment #11)

The Board postponed this item to a later meeting.

7m. Possible Meeting Dates with the City of Greenbelt to Discuss a Response to WSSC

The Greenbelt City Council is able to meet with the Board on one of the dates listed below to discuss a joint response to a letter from WSSC's General Manager dated February 23, 2021; the letter stated that WSSC will not proceed with a proposed project to replace underground water pipes for masonry homes but will repair pipes as they fail.

By consensus: The Board decided to meet with City Council on November 15th at 8:00 pm.

7n. Resolution in Appreciation of George Bachman's Contributions to GHI

George Bachman, Director Maintenance Operations, will be retiring on October 20, 2021. In honor of his service to GHI, President Brodd is proposing the following resolution for adoption by the Board of Directors:

RESOLUTION IN APPRECIATION OF OUTSTANDING SERVICE BY GEORGE BACHMAN

WHEREAS, George Bachman has served the Greenbelt Homes Inc. community for 11 years.

WHEREAS, George Bachman will retire from Greenbelt Homes Inc. on October 20, 2021.

WHEREAS, George Bachman has been an invaluable asset to the membership, management and employees of Greenbelt Homes, Inc., serving as Maintenance Manager, Director Maintenance Operations and as Staff Liaison to various committees and task forces.

WHEREAS, throughout his eleven-year career with Greenbelt Homes Inc., George Bachman has served our community with great commitment, expertise, and integrity.

WHEREAS, the members of the Board of Directors wish to thank George Bachman for his many contributions to Greenbelt Homes Inc.

NOW THEREFORE, be it resolved, that the Board of Directors hereby expresses its gratitude to George Bachman for his services and all he has contributed to Greenbelt Homes Inc.; and

BE IT FURTHER RESOLVED that the Board of Directors wishes George Bachman continued success in all his endeavors and expresses our hope for his good health, happiness, and prosperity.

7o. Motion to Hold a Closed Meeting on October 21, 2021

Motion: I move to hold a closed meeting of the Board of Directors at 7:00 pm on October 21, 2021.

Moved: James

Seconded: Carter-Woodbridge

Carried: 8-0

8. **Items of Information**

8a. President's Items

President Brodd mentioned the two Zoning bills in play. He also said several members have approached him regards to their opposition to second story additions and invited Board members to contact him if they would like to discuss the matter at a future meeting. Brodd also said the Board will be voting by secret ballot to fill Chris Carbone's position.

Vice President Lambert reminded the Board of the City Council Candidates Forum via GATE scheduled for Tuesday, October 19th.

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8b. Board Members' Items

None.

8c. Audit Committee's Items

None.

8d. Manager's Items

Motion: To Adjourn.

Moved: James

Seconded: Mortimer

Carried: 8-0

The meeting adjourned at 9:48 pm.

Ed James
Secretary