

**GHI BOARD OF DIRECTORS
OPEN MEETING
(Virtual Zoom)
February 17, 2022
7:45 pm**

Board Members Present: Brodd, Carter-Woodbridge, Hess, James, Luly (7:59 pm), Lambert, McKinley, Mortimer

Excused Absences: Bilyeu

Others in Attendance:

Eldon Ralph, General Manager

Joe Perry, Director of Finance

Deanna Washington, Director of Member Services

Jim Morris, Director of Maintenance

Maesha McNeill, Human Resources Manager

Stephen Luttrell, Attorney (Whiteford, Taylor & Preston)

Onyel Bhola, Director of Technical Services

Everett Hitchner, Human Resources Manager

Sam Lee, Audit Committee

Dale Wilding, Audit Committee

David Benack, Audit Committee

Joe Ralbovsky

John Campanile

Steve Skolnik

Jackson Tan

Alex Barnes

Joe Robbins

David Morse

Molly Lester

Barbara Stevens

Andrew Penney

Peter Aleksiewicz

Bill Jones

Henry Haslinger

Kris White

April Ashpes

Sue O'Brien

Diana McFadden

Ann Samuel, Recording Secretary

President Brodd called the meeting to order at 7:45 pm.

1. Approval of Agenda

Motion: To approve the agenda as presented.

Moved: James

Seconded: Hess

Carried: 7-0

2. Statement of a Closed Meeting on February 17, 2022

GHI's Board of Directors held a closed meeting at 7:00 pm on February 17, 2022, via internet audio/video conference to discuss the following matters, as specified in the noted sub-paragraphs of the Maryland Cooperative Housing Corporation Act § 5-6B-19 (e) (1):

1. Approve Minutes of the Closed Meeting held on January 6, 2022	(vii)
2. Review a Request from a Member for Extension of a Rental Permit	(iv)
3. Consider Approval of the Following Contracts: • Acquisition of New Radios for the Maintenance Department – 1 st reading • Repairs to a GHI Unit due to Flood Damage – 1 st reading	(vi)
4. Member Complaint Matter	(iv)

During the meeting, The Board of Directors authorized the Manager to enter into a contract with Toepfer Construction Company Inc. for first and only reading (due to the emergency need to restore the first floor of the unit for residential use as soon as possible) to undertake water damage repairs at 58-L Crescent Road for an estimated cost of \$29,835.66, plus 10% for contingencies, for a total cost not exceeding \$32, 819.22.

The motion to hold the closed meeting was approved during the open meeting of February 3, 2022, by Directors Bilyeu, Brodd, Carter-Woodbridge, Hess, James, Lambert, Luly, McKinley and Mortimer.

3. Visitors and Members (Comment Period)

President Brodd announced that Maesha McNeill, Human Resources Manager, and Greg Eck, Accounting Manager, will no longer be with GHI after February 25, 2022. He also announced the addition of Onyel Bhola as the Director of Technical Services and Everett Hitchner, Human Resources Manager, both of whom started with GHI on February 14, 2022.

Alex Barnes asked the Board to consider increasing the frequency of yard inspections from every three years to every year in an effort to help maintain compliance among members.

4. Approval of Membership Applications

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

- **Harry H. Schomberg, Sole Owner, is changed to Harry H. Schomberg, Nancy B. Solomon, Tenants by the Entirety.**

Moved: James

Seconded: Hess

Carried: 7-0

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

- **V. Beth Kuser Olsen, Sole Owner.**

Moved: James

Seconded: Hess

Carried: 7-0

5. Committee Reports

Director McKinley updated the Board on the Impervious Surface Rules from the Storm Water Management Subcommittee. She stated that the latest version of the report was presented to the Architectural Review Committee on February 7, 2022, but no feedback has been received yet. The plan is to present that same version of the report, plus or minus any ARC suggestions, to the Buildings Committee on February 23, 2022. If approved during that meeting, it will then be forwarded to the Board of Directors for review and approval during one of the March meetings.

Director McKinley updated the Board that the Buildings Committee is currently working on laying the groundwork for the upcoming discussion of the NCOZ impacts on GHI rules and regulations. This will be the main topic at the Buildings Committee meeting on February 23, 2022. The Buildings Committee will also be convening a work session on February 22, 2022 to discuss the Pipe Replacement/Refurbishment Pilot Study.

President Brodd updated the Board that the Transition Task Force has completed its survey and is analyzing the results. Once the analysis is complete, a summary of the results will be presented to the Board.

6. For Action or Discussion

6a. Approve Minutes of the Open Meeting Held on January 6, 2022 – (Attachment #2)

Motion: I move that the Board of Directors approve the minutes of the Open Meeting that was held on January 6, 2022, as presented.

Moved: James

Seconded: Carter-Woodbridge

Carried: 6-0-1

Abstained: Hess

6b. Proposed Solar PVES Pre-paid Power Purchase Agreement – 1st reading (Attachment #3a-3c)

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.

1. 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.

2. 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 (PPA) 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 Power Purchase Agreement (PPA) with Sustainable Energy Systems LLC (attachment #3a), whereby SES financed, and constructed a 133KW (AC) solar photovoltaic energy system (PVES) on the premises of the Administration Building Complex. Under the terms of this agreement, GHI would 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 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 savings that GHI would obtain from the current PPA and the proposed pre-paid PPA. 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.

On September 30, 2021, Attorney Douglass from the law firm Whiteford, Taylor & Preston provided an opinion in reference to Article VIII, Section 11.d. of the Bylaws, regarding multi-

year contracts, which stated 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. GHI would not exceed the \$400,000 aggregate limit for multi-year contracts if the Board approved the pre-paid PPA; hence a further membership vote is not necessary.

On November 18, 2021, the Board reviewed a financial spreadsheet that Board Treasurer Luly, Director Chuck Hess, and Finance committee member Bill Jones prepared regarding the projected financial benefit to GHI of owning the solar PVES in terms of ‘net present value.’ The analysis showed that the proposed option to purchase has a Net Present Value of \$547,426; the current option to lease has a Net Present Value of \$331,924. i.e., purchase is \$215,502 better in today’s dollars, based on the following assumptions:

1. Electric prices rise at 0.553% annually.
2. Power generated the first year would cost \$23,496 from Pepco (the lease option requires GHI to pay 85% of that to the contractor, which is \$19,972).
3. Monies invested by GHI will earn 2.5% annually.
4. The contractor’s estimate of \$61,558 earnings in SRECs for the first ten years is correct.

The Board then directed that legal counsel should continue reviewing the draft pre-paid PPA and requested GHI member Steve Skolnik to continue inspecting the Solar PVES that SES installed, review its material specifications, and provide a report on the quality of the installation.

Attorney Stephen Luttrell of the law firm Whiteford, Taylor, Preston reviewed a pre-paid PPA amendment to the original PPA that SES provided and made several changes. Mr. Luttrell has presented a final draft pre-paid PPA amendment (Attachment #3b) for the Board’s review.

Attachment #3c is a report from Steve Skolnik regarding the quality of the Solar PVES installation.

This item is on the agenda for discussion and action.

Note: Director Luly arrived during the discussion.

Motion: I move that the Board authorize the Manager for first reading to sign the pre-paid Power Purchase Amendment to the Solar Power Purchase Agreement between GHI and Sustainable Energy Systems, LLC as presented, with a contract price amount of \$258,155.52 to be paid by GHI to Sustainable Energy Systems, LLC.

Moved: Hess

Seconded: McKinley

Carried: 7-1-0

Opposed: Luly

6c. Bicycle Committee’s Proposal Re: Bicycle Storage Lockers

Attachment #4 is a proposal from the Bicycle Committee which advocates for bicycle storage lockers to be permitted as legitimate second structures in yards because they serve a unique and necessary purpose.

GHI rules regarding storage sheds state that a unit must have at most one shed, and it must not be in the service side yard, with the following exceptions:

- a. A shed may be permitted in the service side yard instead of the garden side yard or end yard if the shed is determined by staff to be less visually intrusive in this location, or if the unit is a one-bedroom frame unit with only a service side yard.
- b. A trash storage shed is permitted in a unit's service side yard if there is no other trash container cabinet or screened enclosure and the shed is at most 4 feet high, 5 feet long, and 3 feet deep. This trash storage shed is in addition to the one shed permitted as described above.

This item is on the agenda for discussion and possible action.

Motion: I move that the Board of Directors direct the Buildings Committee to review the Bicycle Committee's Proposal and recommend changes that may need to be made to GHI's rules to accommodate the storage of bicycles or similar conveyances and mobility equipment. The Committee shall provide its recommendations by July 31, 2022.

Moved: Hess

Seconded: Carter-Woodbridge

Carried: 8-0

6d. Review 2021-22 Board Action Plan – (Attachment #5)

Attachment #5 is the updated 2021-22 Board Action Plan as of February 10, 2022.

The Board reviewed Section A: Buildings and Property on February 3rd.

The Board completed the review on Section B: Governance; Section C: Finance; Section D: Communication and Member Engagement.

6e. Format of the Inspection Form for the 2022 Exterior Building and Yard Inspection Program – (Attachment #6)

Beginning in May, staff will undertake exterior building and yard inspections on the premises of 1/3 of GHI's units during 2022. Attachment #6 is a report on the 2021 Exterior and Yard Inspection Program that the Board discussed on October 7, 2021.

Staff is requesting the Board to decide whether any changes should be made to the inspection form as presented in Attachment #6 for conducting the 2022 Exterior Building and Yard Inspection Program.

This item is on the agenda for discussion and action.

Motion: I move that the Board of Directors direct staff to use the inspection form as presented for conducting the 2022 Exterior Building and Yard Inspection Program.

Moved: James

Seconded: Lambert

Carried: 8-0

6f. Motion to Hold a Closed Meeting on March 3, 2022

Motion: I move to hold a closed meeting of the Board of Directors at 7:00 pm on March 3, 2022.

Moved: Hess

Seconded: Mortimer

Carried: 8-0

7. Items of Information

7a. President's Items

President Brodd informed the Board that there could potentially be a change in the date for the April 7, 2022 meeting due to preparation for the Annual Meeting. This will be confirmed during the March 3, 2022 meeting.

7b. Board Members' Items

Director Luly asked staff for information on the status of the RFP from the investment committee feedback and if it was sent to the Board for review. Joe Perry advised the RFP was reviewed and has been sent out. Responses are anticipated to be received by March 7, 2022. Eldon Ralph advised that GHI's attorney reviewed the RFP prior to distribution and informed the Board the attorney also recommended any proposals received be reviewed before approval.

Director Luly asked for the status of selection of a law firm to represent GHI in the upcoming negotiations with WSSC. President Brodd advised there had been contact made with one firm and anticipates an update will be available to Board members at the March 3, 2022 meeting.

Director McKinley asked about the status of the engineering report for the stairs behind 54 Court Ridge Road (that lead to Plateau Place). Eldon Ralph advised that he met with the engineer and the arborist, and they will be coordinating to provide Eldon a brief report outlining options available to address the concern and respect the wishes of the members who may be impacted. Once the Board has a chance to consider available options, the engineer and arborist will be able to create a final design plan for review and approval.

7c. Audit Committee's Items

None

7d. Manager's Items

None

Motion: To adjourn.

Moved: Hess

Seconded: McKinley

Carried: 8-0

The meeting adjourned at 9:08 pm.

Ed James
Secretary