

**GHI BOARD OF DIRECTORS
OPEN MEETING
(Virtual Zoom)
February 3, 2022
7:45 pm**

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

Excused Absences:

Others in Attendance:

Eldon Ralph, General Manager
Maesha McNeill, Human Resources Manager
Bruce Mangum, Contract Processor
Greg Eck, Accounting Manager
Stuart Caplan, Director of Technical Services
Joe Perry, Director of Finance
Sam Lee, Audit Committee
Dale Wilding, Audit Committee
Deanna Washington, Director of Member Services
Talyzia Jenkins, Administrative Assistant
David Benack, Audit Committee
Marvin Holmes, MD Delegate
Anne Healey, MD Delegate
Mara Hemminger
Joe Robbins
David Morse
Molly Lester
Tom Jones, N&E Chair
Barbara Stevens
Andrew Penney
Marcia Aleksiewicz
Vince Wilding
Mark Docken
Nancy Solomon
Claudia Jones
Bill Jones
Susan Harris
Shawnda Atkins
Henry Haslinger
Ann Samuel, Recording Secretary

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

1. Approval of Agenda

Motion: To approve the agenda.

Moved: James

Seconded: Hess

Carried 9-0

2. Statement of Closed Meetings

2a. Statement of a Closed Meeting on January 20, 2022 (Attachment #1)

GHI's Board of Directors held a closed meeting at 7:00 PM on January 20, 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. Consider Approval of the following Contracts: <ul style="list-style-type: none">• 2022-23 Contract for Yardi Property Management System – 2nd reading• Contract for Repairs to a GHI Unit – 2nd reading• Contract for Repairs to a GHI Unit – 1st and only reading	(vi)
2. Request by a Prospective Member for an Exception to the GHI Member Selection Criteria Policy	(iv)
3. Request by a Member to Assign Their Unit to GHI	(iv)
4. Member Financial Matters	(viii)
5. A Complaint Matter	(iv)

During the meeting, the Board of Directors approved the following contracts:

- a) A contract with Yardi Systems Inc. for use of its Yardi property management system by GHI during March 2022 to February 2023, at a cost of \$44,290, with an amount of 10% for contingencies for a total cost not exceeding \$48,719.
- b) A contract with Q&A Home Improvements to repair a unit that was assigned to GHI, at the contractor's bid of \$16,850 plus 10% for contingencies, for a total not to exceed \$18,535.
- c) A contract with Q&A Home Improvements to repair a unit that was assigned to GHI, at the contractor's bid of \$13,850 plus 10% for contingencies, for a total not to exceed \$15,235.

The motion to hold the closed meeting was approved during the open meeting of January 6, 2022, by Directors Bilyeu, Brodd, Carter-Woodbridge, James, Luly, McKinley and Mortimer.

2b. Statement of a Closed Meeting Held on February 3, 2022

GHI's Board of Directors held a closed meeting at 7:00 pm on February 3, 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 December 16, 2021	(vii)
2. Rental Permit Request from a Member	(iv)
3. Member Financial Matters	(viii)
4. Member Complaint Matters	(iv)

The motion to hold the closed meeting was approved during the open meeting of January 20, 2022, by Directors Bilyeu, Brodd, Carter-Woodbridge, Hess, James, Lambert, Luly, McKinley and Mortimer.

3. Visitors and Members (Comment Period)

Molly Lester had questions regarding a deficiency in insurance costs as a result of the Board approval of a policy that was identified as 43% higher than the amount adopted by the Board in November 2021. She mentioned concerns about existing deficiencies on frame homes in the areas of replacement reserves and insurance. Molly also asked for clarification on a state law pertaining to the review of replacement reserves at annual budget approval time. She explained her understanding of how the law is to be applied and requested information on when the Board would communicate to members the basis for the rise in insurance costs. President Brodd responded to the member regarding the member's questions and concerns.

Tom Jones, Chair of the Nominations and Elections Committee, reminded members of the upcoming election in the Spring and the need to identify nominations for Board and Audit Committee openings. Interested members should reach out to the N&E Committee and the Annual Candidate Packet is available on the GHI website.

Claudia Jones inquired when minutes for November 4, 2021 and November 18, 2022 would be posted on the GHI webpage. President Brodd acknowledged Claudia's concerns and advised it would be addressed.

4. 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:

- James R. Whipple and Bria A. Murray, Joint Tenants;
- Maurice K. Crawford, Sole Owner;
- Nona Austin, Sole Owner;
- Tina M. Scites, Sole Owner;
- Jody Glick, Sole Owner;
- Sofia Terra and Alexandra Terra, Tenants by the Entirety;
- Carlos A. Hester, Sole Owner.

Moved: James

Seconded: Hess

Carried: 9-0

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

- David Michael Hunt and David Maxwell Hunt, Joint Tenants, is hereby changed to David M. Hunt and Lilianna M. Aquirre-Hunt, Tenants by the Entirety.

Moved: James

Seconded: Carter-Woodbridge

Carried: 9-0

5. Committee Reports

Director McKinley updated the Board on the Buildings Committee's work on the pilot study for pipe

replacement and refurbishment. Director McKinley also stated that the Buildings Committee is working on determining how the NCOZ overlay zone will impact existing GHI rules.

Director McKinley updated the Board on the report for impervious surfaces being prepared by the Storm Water Management Subcommittee. The SWMS expects the revised version to be ready for presentation to the Architectural Review Committee at their next meeting.

President Brodd updated the Board on the survey that was distributed by the Transition Task Force. President Brodd explained that approximately 200 responses have been received and the deadline for submission is February 9, 2022. President Brodd congratulated the members who received the first two \$50 gift certificates awarded for participation.

6. For Action or Discussion

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

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 (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, 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 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 the

savings that GHI would obtain from the current PPA and from 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 multiyear 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., the purchase is \$215,502 better in today's dollars, based on the following assumptions:

- Electric prices rise at 0.553% annually.
- 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).
- Monies invested by GHI will earn 2.5% annually. • The contractor's estimate of \$61,558 in earnings from SRECs for the first ten years is correct.

The Board then directed that legal counsel should continue reviewing the draft pre-paid PPA between SES and GHI and also requested GHI member Steve Skolnik to continue with the inspection of 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 an amendment to the original agreement (attachment #4b) that SES submitted regarding the proposed pre-paid PPA and made several changes. Staff is awaiting comments from SES and Task Force members Skolnik and Hess regarding the amendment. If there are revisions, the revised amendment will be provided to the Board, prior to the Board meeting.

Steve Skolnik is working on the report that the Board requested regarding the quality of the 3 Solar PVES installation that the Board requested and hopes to present it for the Board's review on February 17, 2022.

No action was taken.

6b. Preparations for the 2022 Annual Membership Meeting– (Attachment #4)

The 2022 annual membership meeting will be held on May 12, 2022; hence preparations should begin now. Staff must select a venue if an in-person meeting is held. In accordance with Section 6 of the Bylaws, the order of business at the annual meeting, except as amended by majority vote at the annual membership meeting, will be:

1. Issuance of voting cards.
2. Proof of due notice of meeting.
3. Certification of presence of a quorum.
4. Approval of agenda.
5. Action on minutes of previous meeting.
6. Reports of officers, directors, and elected committees.
7. Presentation of candidates.
8. Nomination and election of Nominations and Elections Committee.
9. Old business.
10. New business.
11. Good and welfare.
12. Recess.

Last year, the Maryland General Assembly passed House Bill 1023 (attachment #4) that authorizes Condominiums, Homeowners Associations, and Cooperative Housing Corporations to hold meetings by telephone conference, video conference, or similar electronic means.

Due to the current coronavirus pandemic and risk posed by public gatherings, the Board may wish to consider which of the following options should be selected for the 2022 annual meeting:

- a) Hold a wholly virtual annual meeting; staff would hire Get Quorum (the company that hosted the 2020 and 2021 annual meetings) to host the meeting.
- b) Hold a hybrid (in-person and virtual) annual meeting on May 12, 2022. Staff would hire Get Quorum to host the virtual Zoom component of the meeting. *323 members attended the virtual meeting in 2021, and 12 members (including 2 Board members and 2 N&E Committee members) attended the in-person meeting.*

No action was taken.

6c. Proposed Amendments to GHI Bylaws

Board President Stefan Brodd is proposing that the Board request the membership to consider approving four proposed Bylaw amendments outlined below during the annual membership meeting on May 12, 2022. The strikethrough text delineates words to be deleted and bold underlined text delineates words added.

Proposed Amendment #1

Article VIII Financial Regulations; Section 11 Expenditure of Funds and Contracts; paragraph a:

No expenditure in excess of ~~\$7,500~~ **\$15,000** shall be made, nor shall any obligation for the expenditure of more than said amount be incurred, except in pursuance of a motion adopted by the Board of Directors. All motions authorizing said expenditures of money or the incurring of an obligation for said expenditures of money shall state specifically the amounts of expenditures authorized and the specific purpose for which authorized. Sums thus authorized shall be applied solely to the specific objects for which they are made and for no others, except pursuant to a motion subsequently adopted by the Board of Directors. No motion authorizing the expenditure of money **in excess of \$100,000** or the incurring of any obligation for

the expenditure of money **of more than said amount** shall be adopted until the same shall have been approved by the Board of Directors at two separate Board meetings on two different days except in emergencies, in which event the approval of two-thirds of the entire Board shall be necessary for adoption.

Rationale: To give the General Manager greater flexibility and efficiency in dealing with budgeted expenditures and contracts that fall between \$7,500 (current limit) and \$15,000 (proposed new limit). and increase the efficiency of the Board of Directors in not having to review these small items.

To allow the Board of Directors to accept contracts between \$15,000 and \$100,000 in one reading, thus saving time and making Board operations more efficient. Contracts involving, for example, repairs to a unit that has been assigned to GHI by a member should not be unnecessarily delayed by two separate readings because it is expensive and inconvenient for both GHI and the member.

Proposed Amendment #2

In Article III Membership; Section 3 Privileges of Members:

Members of the Corporation shall be permitted to attend meetings of the Board of Directors and shall be excluded from such meetings only if the Board by a ~~three-fourths~~ **two-thirds** vote should ~~enter into an executive session~~ **hold a closed meeting**. Any consideration of contracts in ~~Executive Session~~ **a closed meeting** requires prior public announcement of the nature and scope of the contracts by printed and electronic means as soon as practicable. The Board shall not make policy decisions in ~~Executive Session~~ **a closed meeting**, but may decide in such sessions matters affecting individual members, employees, pending litigation, or contract negotiations. All 5 members of the Corporation shall have the right to inspect and copy the record of the names and addresses of all members of the Corporation at any time during regular office hours of the Corporation, provided that such member asking to examine and/or copy the list shall sign a statement that the list will not be used for a purpose other than for contacts with members covering business concerning the Corporation. All members of the Corporation shall have the right to inspect and copy the approved minutes of the Board of Directors (excluding minutes of any **closed meeting held in executive session**) at reasonable times and under reasonable regulations established by the Board of Directors.

Rationale: Change “executive session” to “closed meeting” to bring the terminology in GHI Bylaws into accordance with the Maryland Cooperative Housing Corporation Act and use a term more easily understood by members.

Proposed Amendment #3

In Article VII Committees; Section 2 Audit Committee; paragraph c:

Members of the Audit Committee shall have the right to attend all regular and special meetings of the Board of Directors of GHI and all subsidiary corporations, including ~~executive sessions~~ **closed meetings**, and shall be furnished with copies of all minutes.....

Rationale: Change “executive sessions” to “closed meetings” to bring the terminology in GHI Bylaws into accordance with the Maryland Cooperative Housing Corporation Act and use a term more easily understood by members.

Proposed Amendment #4

In Article V Directors; Section 5 Meetings:

The Board shall hold regular meetings at least twice monthly except during the months of June, July, and August when it shall meet **at least** monthly.....

Rationale: To reflect the reality that the Board of Directors has for years met at two regular Board meetings during the summer months.

Motion: I move that the Board of Directors direct the Manager to request legal counsel to review the proposed bylaw amendment as sent to the attorney and recommend changes to the language that are necessary.

Moved: Hess

Seconded: James

Carried: 9-0

6d. Proposal to Install a Serviceside Porch with a Gable Roof at 73-Q Ridge Road– (Attachment #5)

On December 3, 2021, staff received a Type I permit request (attachment#5) from the member at 73-Q Ridge Road who desires to remove a serviceside shed roof overhanging the front door of the unit and install a porch equipped with a gable roof. This request requires an exception to GHI Rule:

§X.G.7, “The rooflines of an addition should be of the same type as the original structure or blend with the existing lines.

During the ARC meeting on January 12, 2022, the following points were discussed:

- a. The member proposes to replace their existing shed roof porch with a larger 11’-6” x 6’-3” porch that will have a gable roof.
- b. The design of the new porch complies with all other GHI rules.
- c. The slope of the proposed gable roof is 4:12 as shown on page 2 of attachment #5.
- d. The ARC was impressed that the Member received consent forms from every adjacent neighbor in the court.
- e. The ARC would prefer that the gable roof match the slope of the main building roof as much as possible. The ARC recommended by a vote of 5-0-0 that the Board of Directors grant an exception to GHI Rule §X.G.7 to permit the construction of the proposed serviceside porch at 73-Q Ridge Road with a roof pitch that matches that of the main building as close as possible. After the ARC meeting, the slope of the main building roof was confirmed to be 7.5:12. The member’s contractor prepared an exhibit (page #2a of attachment #5) which shows that the porch roof slope cannot be greater than the 4:12 proposed.

Motion: I move that the Board of Directors grant an exception to GHI Rule §X.G.7, thereby allowing the member of 73-Q Ridge Road to construct a serviceside porch addition at 73-Q Ridge Road with a 4:12 roof pitch.

Moved: James

Seconded: Bilyeu

Carried 8-1-0

Opposed: Hess

6e. Suggestions from a Member for Protecting Neighbors' Rights During GHI Addition Permit Process– (Attachment #6)

The member at 33-N Ridge Road submitted several suggestions that are detailed in attachment #6, for ensuring transparency and protection of neighbors' rights during GHI addition permit reviews.

Motion: I move that the Board of Directors direct the Buildings Committee to review the suggestions for ensuring transparency and protection of neighbors' rights during GHI addition permit reviews, that the member of 33-N Ridge Road submitted, and recommend which suggestions should be adopted.

Moved: Bilyeu

Seconded: Hess

Carried: 9-0

6f. 2022 Maryland Legislative Bills that may Impact GHI – (Attachments #7a-7c)

The Legislative Government Affairs Committee has requested that the Board review the following three bills that are being considered during the 2022 MD General Assembly Session and advise whether it wishes the Committee to take any action in support of or against the bills on GHI's behalf:

• Cooperative Housing Corporations and Condominium Associations – Evidence of Insurance (SB 65/HB117) – (Attachment #7a)

If this bill is passed, a cooperative housing corporation could require that a member maintain insurance coverage such as an HO-6 policy and provide evidence of such coverage on request.

• Cooperative Housing Corporations – Property Insurance Deductibles – Member Responsibility (SB 145/HB197) – (Attachment #7b)

If this bill is passed, a member of a cooperative housing corporation could be required to pay a certain amount of the cooperative housing corporation's property or liability insurance deductible not exceeding \$10,000 if damage to the common elements originated in the member's unit.

• Real Property – Regulation of Common Ownership Community Managers (HB 26) – (Attachment #7c)

If this bill is passed, a State Board of Common Ownership Community Managers would oversee the licensing of community managers who provide management services for common ownership communities and require those communities to register with the Board under certain circumstances.

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

Board agreed for President Brodd to draft a letter outlining GHI's perspective on both bills and identifying areas of concern for the future of the legislation.

6g. Review 2021-22 Board Action Plan & Committee Task List– (Attachments #8a-8b)

Attachment #8a is the updated 2021-22 Board Action Plan as of January 25, 2022. Attachment #8b is the updated Committee Task List. The Board should review the activities that are in progress and discuss steps to initiate tasks in the Board Action Plan that have not begun.

Taking in to account the contents of the list and the late hour when the matter came up for discussion, the Board decided to break the list down by focusing on one task at each Board meeting going forward.

Directors focused on Section A and updated tasks contained within that segment. Section B will be the focus on February 17, 2022.

6h. Motion to Hold a Closed Meeting on February 17, 2022

Motion: I move to hold a closed meeting of the Board of Directors at 7:00 pm on February 17, 2022.

Moved: Hess

Seconded: Carter-Woodbridge

Carried 9-0

7. Items of Information

7a. Status of Yardi Property Management System Implementation and Website Upgrade

A. Yardi Implementation:

In the 4th quarter of 2020, the Board approved a contract with Yardi Systems, Inc. for GHI's utilization of the company's property management software. The objectives for utilizing Yardi were as follows:

- Unify the computer software used for GHI finance, maintenance, and member operations.
- Provide a member-private intranet that is pertinent to GHI members, allowing the separation of the GHI public website and internal member-related information.
- Better communication with members through a dedicated portal, providing an online method for up-to-date information on their co-op payment details, maintenance work orders, and important information.

In February 2021, staff began meeting with Yardi representatives to commence the implementation. Transfer of data from the existing Jenark Financial and MicroMain Maintenance Management systems began, with key staff involved being trained on the operation of Yardi and with gathering information from appropriate fields in existing databases for transfer to the Yardi system. Implementation of the Yardi system has been slow due to departures of the following key employees during 2021 who needed to be involved in the implementation and /or trained to utilize different modules of the new system.

- Director of Maintenance
- Director of Member Services
- Warehouse Manager
- Administrative Assistant (Member Services)

- Executive Assistant (Management Office)

Fortunately, retired Assistant Manager Tom Sporney has been able to assist staff on a part-time basis with the implementation of the Maintenance and Inventory Management module and Member Portal.

At present, the estimated completion percentages for the three primary Yardi modules are as follows:

- Financial module – 85%
- Maintenance and Inventory Management – 75%
- Member Portal – 80% Staff is planning to implement a sequenced rollout of the modules in the following order:
 - Financial module
 - Introduction of the portal for member use for finances and information
 - Maintenance and Inventory management
 - Enabling access to work order information on the member portal

Staff hopes that Yardi will be fully operational by the end of May 2022.

B. Website Upgrade

After November 2022, Drupal won't be releasing security updates for GHI's website operating system (Drupal 7) and it may become less and less secure. Moving to the latest Drupal 9 version would likely require a complete rebuild of our website.

Last September, a GHI Website Task Force recommended that GHI should build a new website with a WordPress platform. By the end of January 2022, staff will fully decide what content should either remain on the website, be removed completely, or be transferred to the Yardi member portal. Starting in February, member Ken Shields who chaired the Website Task Force has volunteered to assist staff in developing a Request for Proposals document to solicit bids from firms to build a new website with a WordPress platform. The content on the current website will be moved to the new website while allowing for the addition of new features and functions at a later date.

No action was taken.

7b. Staffing Updates

A staffing update was last provided to the Board on November 18, 2021. Since then, the following changes have occurred:

New Hires	Job Title	Effective Date
Jim Morris	Director of Maintenance	12/6/2021
Daryle Garland	Carpenter II	12/27/2021
Victor Chiqbue	Warehouse Specialist	1/18/2022
Impending New Hires	Job Title	Effective Date
Talyzia Jenkins	Administrative Assistant (Front Desk)	1/31/2022

Onyel Bhola	Director of Technical Services	2/14/2022
Thomas Williams	Project Manager	2/21/2022
Departures	Job Title	Effective Date
Monica Johnson	Administrative Assistant (Front Desk)	11/19/2021
Brian Lovelock	Journeyman Plumber	11/15/2021
Melvin Williams	Warehouse Specialist	12/21/2021
Vacancies		
Executive Assistant		
Maintenance Technician (3)		

7c. President's Items

President Brodd proposed to draft a letter of gratitude to Stuart Caplan, on behalf of the Board.

7d. Board Members' Items

Director McKinley inquired whether the level of staff effort that went into the December meeting minutes was typical or atypical. General Manager Eldon Ralph responded that it is unusual, and it won't happen in the future.

7e. Audit Committee's Items

Mr. Perry informed the Board that the 1098 statements and fee letters have been sent out. Members can contact the GHI Finance office for questions or concerns.

7f. Manager's Items

None

Motion: To adjourn.

Moved: Hess

Seconded: Carter-Woodbridge

Carried: 9-0

The meeting adjourned at 9:20 pm.
