

Final GHI Board of Directors
Open Meeting
(Virtual Zoom)
Thursday, March 3, 2022
7:45 pm

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

Excused Absences: None

Others in Attendance:

Eldon Ralph, General Manager

Joe Perry, Director of Finance

Onyel Bhola, Director of Technical Services

Bruce Mangum, Contract Processor

Dale Wilding, Audit Committee

Sam Lee, Audit Committee

Dave Benack, Audit Committee

Peter Aleksiewicz

Alice Mitchell

Jacek Klos

Kathy Bartolomeo

William Wrigley

Bill Wilkerson

Peter Teuben

Danielle Barandiaran

Joyce Breger

Elizabeth Kubiczek

Bill Jones

Emily Yang

David Morse

Mara Hemminger

Nancy Solomon

Molly Lester

Claudia Jones

Barbara Stevens

Steve Skolnik

Alexander Barnes

Robert Schneider

Susan Harris

Ben Fischler

Sue O'Brien

April Ashpes

Bonnie Schrack

Henry Haslinger
Ann Samuel, Recording Secretary

1. Approval of Agenda

Motion: To approve the agenda as presented.

Moved: Hess

Seconded: Bilyeu

Carried: 9-0

2. Statement of Closed Meeting

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

GHI's Board of Directors held a closed meeting at 7:00 PM on March 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 January 20, 2022	(vii)
3. Consider Approval of the Following Contract • Acquisition of New Radios for the Maintenance Department – 2nd reading	(vi)
4. Member Financial Matters	(viii)

During the meeting, the Board of Directors authorized the Manager to enter into a contract with Wired Fox Technology to provide GHI wireless communication services including 30 mobile radios and a base station for a cost of \$26,376 over a period of two years, with an amount of 10% for contingencies, for a total cost not exceeding \$29,013.

The motion to hold the closed meeting was approved during the open meeting of February 17, 2022, by Directors Brodd, Carter-Woodbridge, Hess, James, Lambert, Luly, McKinley and Mortimer.

3. Visitors and Members (Comment Period)

Claudia Jones thanked Ronnie for changing the door locks and cleaning the stairs in her building. Claudia also asked to have the front door at the GHI office repaired to prevent slamming. Claudia asked to have minutes uploaded to the GHI website sooner. Claudia asked when GHI would be reopening Board meetings for in-person attendance. Claudia asked about the bylaw change of increasing General Manager approval limit to \$10,000 from \$7,500. Claudia asked about the March 31, 2022 attorney meeting and if it would still be held and confirmed the details. Claudia voiced a concern about rental units. She asked if GHI requires renters insurance for non-members and requests the Board to place a discussion about the rental policy on an upcoming agenda. She also asked to have the Board discuss reopening meetings to in-person attendance

and to confirm a date when that discussion would take place. President Brodd acknowledged Claudia's requests and concerns and advised that GHI staff would address each. President Brodd advised he could not set a confirmed date for the discussion of reopening in-person meetings but stated it will be planned.

Joyce Breger thanked GHI for their assistance when her unit flooded; however, she voiced concerns that she is being provided inconsistent information from GHI staff and is concerned that Stuart Caplan no longer being with GHI may change the scope of work for what is anticipated for her unit. She requested clarification on how she is supposed to handle her insurance company with these miscommunications and expressed disappointment in the lack of communication from GHI. General Manager Ralph advised member he would meet with her and Technical Services to arrive at a concise plan of action that is agreeable for all.

Molly Lester advised there was another incident like what was described by Ms. Breger and recommended the Board make sure communications during member repairs and/or displacement remain consistent.

Director Bilyeu also voiced concerns that the communication breakdown has been ongoing for over three years and needs to be addressed.

Vice-President Lambert expressed her agreement that staff communication with members must occur when work is happening inside the home and especially if the member must be displaced.

Robert Schneider voiced concerns about a unit in 10 Ct. of Hillside Road being unoccupied. He indicated that the member comes through periodically to check the mail, cut grass, etc. Would like to see the Board revisit the rental requirements for members. President Brodd advised the member that the Board would put it on the agenda for a later meeting.

Mara Hemminger advised Mr. Schneider that the handbook allows for one non-relative to reside in a member's home.

4. Approval of Membership Applications

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

- Charlette M. Rayford, Sole Owner.

Moved: James

Seconded: Carter-Woodbridge

Carried: 9-0

5. Committee Reports

Director McKinley advised that the Buildings Committee submitted the draft report of the Impervious Surface Rules as well as suggested GHI Member Handbook revisions that

encompass the NCOZ standards to the Board for review and consideration. The Buildings Committee also had a work session on February 22nd and will have an upcoming work session in March to continue work on the pilot plumbing replacement program.

Director McKinley advised that the Storm Water Management Subcommittee will be considering a proposal for a storm water management project in the 65 Ct. of Ridge Road, parcel X, during the March 7th meeting.

Steve Skolnik, Buildings Committee member, advised that the solar energy system has been operational since February 22nd and in the 9 days the system has been online, it has exceeded expected production output by 200%, which saved the cooperative about \$800.

6. Consent Agenda

Motion: Move approval of the Consent Agenda.

Moved: Hess

Seconded: McKinley

Carried: 8-1

Opposed: Luly

6a. Proposed Solar PVES Pre-paid Power Purchase Agreement – 2nd reading (Attachment #2a-2c)

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 (attachment #2a), 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 1, 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 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 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:

- 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 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 presented a final draft pre-paid PPA amendment (attachment #2b) for the Board's review.

Attachment #2c is a report from Steve Skolnik regarding the quality of the Solar PVES installation.

This item is on the agenda for discussion and action.

Approved by Consent: I move that the Board authorize the Manager for second and final 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.

7. For Action or Discussion

7a. Approve Minutes of the Open Meeting Held on January 20, 2022 – (Attachment #3)

Motion: I move that the Board of Directors approve the minutes of the Open Meeting which was held on January 20, 2022 as presented.

Moved: James

Seconded: Hess

Carried: 9-0

7b. Proposed Bylaw Changes to be Considered During the May 12, 2022, Annual Membership Meeting

On February 3, 2022, President Stefan Brodd proposed 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 delineate 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 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.

After discussing President Brodd's proposed amendments, the Board requested that GHI's legal counsel should review their language and recommend revisions. Attorney Joe Douglass advised as follows:

1. Amendment #1 should be revised to set the threshold amounts as percentages of the annual budget, rather than as flat dollar amounts. This will allow the amounts to adjust automatically for inflation over time. Here is a suggested revision:

No expenditure in excess of \$7,500 **\$15,000** % of the then-current annual budget 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** % of the then-current annual budget 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.

2. In Amendment #2, I would recommend revising the following sentence as shown below:

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 of the Board members in attendance at an open meeting at which a quorum of the Board is present, should decide to ~~enter into an executive session~~ **hold a closed meeting**, in accordance with the Maryland Cooperative Housing Corporation Act.

This item is on the agenda for discussion and action.

Motion: I move that the Board of Directors accept the following proposed GHI Bylaw amendments:

- **Amendment #1 as presented by Board President Brodd**
- **Amendment #2 as revised by Attorney Douglass**
- **Amendment #3 as presented by Board President Brodd**
- **Amendment #4 as presented by Board President Brodd**

Further, I move that the Board of Directors direct that the proposed amendments be voted on by the membership, for inclusion into GHI Bylaws, during the May 12, 2022 Annual Meeting.

Moved: Bilyeu

Seconded: Hess

Carried: 9-0

7c. Permit Request to Install a Greenhouse Structure in the Serviceside Yard at 60-D Crescent Road – (Attachment #4a-4c)

On January 22, 2022, staff received a Type II permit request (attachment# 4a) from the member at 60-D Crescent Road who desires to construct a greenhouse in the serviceside yard.

This request requires consideration of the following GHI Rule:

§IX.B.4, “Accessory Buildings require approval by the Board of Directors”.

During the ARC meeting on February 7, 2022, the following points were discussed:

- a. The member would like to construct a prefabricated poly-carbonate greenhouse on a concrete slab in their service side yard. The size of the shed would be approximately 6' x 8' x 6'-9". The member plans to use the greenhouse to extend the growing season for vegetables. There are no current plans to heat the greenhouse.
- b. The current rules in the Member handbook do not permit storage shelters or sheds in the serviceside yard.
- c. The member's gardenside yard is sloped and does not receive much sun. It is not a suitable location.
- d. The yard at 60-D Crescent is at a higher elevation, making it visible to every unit in the court and to cars driving by on Crescent Road.
- e. Several members of 60 Court Crescent Rd spoke in opposition to this request. While they appreciated the member as a neighbor and coop member, they felt that the serviceside is an inappropriate location for any structure, much less a greenhouse.
- f. There was additional concern that the greenhouse would be accompanied by additional clutter to serve the gardening process.
- g. A member in the Court spoke about the cohesive nature of the service side yards in the court. She noted that the yards are all small, but taken as a whole, the serviceside feels very open and communal. Adding a greenhouse, or any structure, would very much detract from this open space.
- h. One member of the court suggested that the member at 60-D Crescent Rd should apply for a community garden plot across from the administration building as an alternative.
- i. There was concern that allowing any structure on the serviceside would set a precedent for future serviceside structures.
- j. The neighboring members were not made aware that there would be a permanent concrete slab base for the proposed greenhouse when their consent was requested.

The ARC recommended by a vote of 5-0-1 that the Board of Directors not allow the construction of the greenhouse in the serviceside yard at 60-D Crescent Road.

Reasons for the motion:

- Lack of neighbor support (consent)
- Very small serviceside yards at 60 Court
- High visibility from 60 Court and Crescent Road

Attachment #4b is an email from the member of 60-D Crescent Rd responding to concerns about the greenhouse that were expressed during the ARC meeting.

Attachment #4c contains letters that are in favor of and against allowing the greenhouse to be constructed. A summary of letters received is as follows:

Address	In favor/ Against
60-A Crescent Rd	In favor
60-C Crescent Rd	Against
60-E Crescent Rd	Against
60-F Crescent Rd	Against
60-G Crescent Rd	Against
60-J Crescent Rd	Against
60-K Crescent Rd	Neutral
5-E Eastway	In favor
36-H Ridge Rd	In favor
39-B Ridge Rd	In favor
8-E Southway	In favor

This item is on the agenda for discussion and action.

The Board decided to continue the conversation at another meeting.

7d. Review Dates for Board Meetings During April 2022

In April 2022, regular open Board meetings are scheduled to be held on April 7th and April 21st. The annual membership meeting will be held on May 12th.

The Board must review the 2021 External Audit Report (including the Consolidated Financial Statements for Greenbelt Homes Inc. as of December 31, 2021, and December 31, 2020) before the financial statements are included in the 2021 GHI Annual Report to be printed by April 20th and distributed to the membership between April 28th and May 2nd. The External Auditor proposes to submit a draft Audit Report to the Audit Committee by March 29th and a final report a few days later. Staff may not receive the final report by March 31st to include in the Manager's memorandum for a Board meeting on April 7th.

The Board must also review the agenda for the annual meeting before it is printed and mailed to members between April 22nd and May 2nd. GHI's bylaws state that any matter of business shall be placed on the agenda of a membership meeting of the Corporation on written request to the secretary for such action by ten or more members at least thirty-five days in advance of such meeting i.e., by April 7, 2022, for the May 12, 2022, meeting.

Staff recommends that the Board consider meeting on April 14th to review the External Audit Report and agenda for the annual meeting, by selecting one of the following options:

- a) Hold regular open meetings on April 7th and April 21st and a special open meeting on April 14th to review the External Audit Report and agenda for the annual meeting.
- b) Cancel the regular open meeting on April 7th and hold regular open meetings on April 14th and April 21st.

This item is on the agenda for discussion and action.

Motion: I move that the Board of Directors hold a special open meeting on April 14, 2022.

Moved: Hess

Seconded: Bilyeu

Carried: 9-0

7e. Should GHI Advocate for Legislation to Make Coop Members Eligible for Reverse Mortgages? – (Attachment #5)

Members in housing cooperatives in Maryland are not allowed opportunities to obtain reverse mortgages that could allow long-time members to live in their homes longer. This issue was discussed during a meeting on November 1, 2017, between the Legislative Government and Affairs Committee, Maryland Senator Paul Pinsky, and Maryland State Delegates Tawana Gaines, Delegate Ann Healey, and Alonzo Washington. Board President Skolnik attended this meeting.

On May 18, 2018, GHI representatives (Board President Brodd, Vice President Skolnik, Treasurer Hess, LGAC Chair Aaron Marcavitch and General Manager Ralph) attended a Community Association Institute sponsored summit with our Congressional Representatives and advocated that Congress should consider enacting legislation to make members of housing cooperatives eligible for reverse mortgages.

Attachment #5 is an article which states that under a new law, co-op shareholders 62 and older in New York can tap into their equity through a reverse mortgage.

This item is on the agenda for the Board to discuss whether GHI should advocate for the passage of legislation that would enable members of housing cooperatives in Maryland to be eligible for reverse mortgages.

Motion: I move that the Board of Directors direct the Legislative Government Affairs Committee (LGAC) to recommend specific steps that GHI should take in advocating for the passage of legislation in Maryland that would enable members of housing cooperatives to obtain reverse mortgages. The LGAC shall provide its recommendation by October 1, 2022.

Moved: Hess

Seconded: McKinley

Carried: 9-0

7f. Request by an External Organization for a Contribution – (Attachment #6a-6c)

Attachment #6a is a letter from the Greenbelt Community Foundation with a request for a donation.

GHI's Contributions Policy, shown in attachment #6b, outlines the process for requesting a contribution; all requests should fit one or more of the stated criteria. A chart of donations for the past six years is presented as attachment #6c.

This item is on the agenda for discussion and action.

Motion: I move that the Board of Directors approve a contribution of \$300 to the Greenbelt Community Foundation.

Moved: Hess

Seconded: Carter-Woodbridge

Carried: 9-0

7g. Schedule a Closed Meeting for the Manager's 2021 Performance Evaluation

The Board should schedule a date for the Manager's 2021 performance evaluation which will be done during a closed meeting.

This item is on the agenda for discussion and action.

Motion: I move that the Board establish April 28, 2022, commencing at 7:00 pm as the date for a closed meeting with the General Manager, to discuss his 2021 performance evaluation.

Moved: James

Seconded: Hess

Carried: 9-0

7h. Motion to Hold a Closed Meeting on March 17, 2022

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

Moved: Hess

Seconded: McKinley

Carried: 9-0

8. Items of Information

8a. President's Items

President Brodd wanted to extend appreciation to staff through the transition of employees.

8b. Board Member's Items

Director McKinley asked for a status on the revisions to the GHI Member Handbook recommended by the Outdoor Structures Liability Task Force. Director Mortimer and General Manager Ralph advised no movement, so Director Mortimer stated she would reach out to the Task Force Chair to determine the status and will provide it at an upcoming meeting.

8c. Audit Committee's Items

None

8d. Manager's Items

None

Motion: To adjourn.

Moved: Hess

Seconded: Bilyeu

Carried: 9-0

The meeting adjourned at 9:24 pm.

Ed James
Secretary