

**Minutes
Board of Directors
GHI Regular Open Session
March 7, 2019**

Board Members Present: Brodd, James, Jones, Hess, Seely, Skolnik, Socrates and Watkins

Excused Absences: Holland

Others in Attendance:

Eldon Ralph, General Manager

Tom Sporney, Assistant General Manager

Stuart Caplan, Director of Technical Services

Molly Lester, Audit Committee Member

Henry Haslinger, Audit Committee Member

Carol Griffith, Audit Committee Member

Beth Olsen

Linda Levine

Joseph Ralbovsky

Monica Johnson, Recording Secretary

President Skolnik called the meeting to order at 7:45 p.m.

1. Approval of Agenda

Motion: To approve the agenda.

Moved: James

Seconded: Hess

Carried: 8-0

2. Announcement of Executive Sessions Meetings:

2a. Announcement of Executive Session Meeting Held on February 21, 2019

GHI's Board of Directors held an Executive Session meeting on February 21, 2019, in the Board Room of the Administration Building. Board members Stefan Brodd, Chuck Hess, Stephen Holland, Ed James, Bill Jones, Linda Seely, Anna Socrates, Steve Skolnik, Tami Watkins, and Audit Committee members Molly Lester, and Carol Griffith attended the meeting.

The following motion to call this meeting was made during a prior open meeting on the same date and approved by Board members Stefan Brodd, Chuck Hess, Ed James, Bill Jones, Linda Seely, Anna Socrates and Steve Skolnik:

Motion: I move that the Board of Directors conduct a closed meeting to discuss the following matters, after this open session meeting is adjourned:

- a. **Approve minutes of the Executive Session meeting held on January 17, 2019.**
- b. **Member financial matters.**
- c. **A member complaint matter.**

d. A business transaction in the negotiation stage whose disclosure could adversely affect GHI's economic interest.

The meeting commenced at 10:14 pm, and adjourned at 10:27 pm.

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

2b. Announcement of Executive Session Meeting Held on March 7, 2019

GHI's Board of Directors held an Executive Session meeting on March 7, 2019, in the Board Room of the Administration Building. Board members Stefan Brodd, Chuck Hess, Ed James, Bill Jones, Linda Seely, Anna Socrates, Steve Skolnik, Tami Watkins, and Audit Committee members Molly Lester, Henry Haslinger and Carol Griffith attended the meeting

The following motion to call this meeting was made during a prior open meeting on the same date and approved by Board members Stefan Brodd, Chuck Hess, Ed James, Bill Jones, Linda Seely, Anna Socrates and Steve Skolnik.

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

- a. Approve minutes of Executive Session meeting held on February 7, 2019.**
- b. Member financial matters.**
- c. A rental permit request from a member.**
- d. Consider the terms and conditions of the following contract in the negotiation stage:**
 - 2019 Contract for Gutter Cleaning – 1 reading.**
- e. Member complaint matter.**

The meeting commenced at 7:00 pm and adjourned at 7:27 pm.

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

3. Visitors and Members (Comment Period)

Molly Lester mentioned that an announcement should be made for an executive session that was held for conducting the General Manager's evaluation. (*Skolnik, to be deferred until the next meeting*)

Linda Levine mentioned her concerns about the 2019 Cohort cost for various items.

4. Approval of Membership Applications

No Applications.

5. Committee and Homes Improvement Program Reports

Homes Improvement Program – Sporney reported:

- 2018 Cohort 1 crawlspace remaining
- 2019 Cohort (11) surveys not returned out of 312
- 85 Contracts not signed

Woodlands Committee – James reported that the committee met and is working with a volunteer for the CareTaker Program at 9 Court Laurel Hill

Storm Water Management Task Force – Beth Olsen reported that the task force is preparing GHI as a possible pilot study location for a very large project in the state of Maryland through the University of Maryland. The task force during the meeting did presentations on ground water and natural wetlands in GHI.

Addition Maintenance Program Task Force – Hess reported that the task force is working on how to make it reasonably simple and fair for units with additions that are not on the program to come aboard.

Bicycle Committee – Watkins reported that the committee would be present at the next board meeting to discuss Board's support for their participation in Bike To Work Day.

Communications Committee – Carol Griffith reminded the Board of the work session for the Communications Committee with the Board.

Member Outreach Committee – Brodd reported that the member outreach survey is ready for distribution to the membership.

6. For Action or Discussion

6a. Approve Minutes of Special Open Session Meeting Held on February 7, 2019

Motion: I move that the Board of Directors approve the minutes of the Special Open Session Meeting that was held on February 7, 2019 as presented.

Moved: James

Seconded: Hess

Carried: 7-0-1

Abstained: Socrates

6b. Approve Minutes of Regular Open Session Meeting Held on February 7, 2019

Motion: I move that the Board of Directors approve the minutes of the Regular Open Session Meeting that was held on February 7, 2019 as presented.

Moved: James

Seconded: Hess

Carried: 7-0-1

Abstained: Socrates

6c. Yard Solutions Task Force Report for the Period between July to December 2018

The Task Force on Yard Solutions for a 21st Century Garden City has submitted the report in Attachment #4. regarding the Task Force's activities and accomplishments during the period between July to December 2018.

Motion: I move that the Board of Directors accept the Yard Solutions Task Force Report as presented, regarding the Task Force's activities and accomplishments during the period July to December 2018.

Moved: Hess

Seconded: James

Carried: 8-0

6d. Exception Request to Replace a Gardenside Through-wall A/C unit with a Double-hung Window at 6-L Plateau Place.

On January 16, 2019, staff received a permit request from Ms. Beth Olsen, the member at 6-L Plateau Place, to replace a gardenside through-wall A/C unit with a 42"x60" double hung window (refer to Attachment#5.). This request will require an exception to the following GHI rules:

§X.K.h.e - Framed Units, "with permanent removal of equipment, acceptable replacement is vinyl siding... other material shall require Board permission", and

§X.N.1- "Cutting in new windows & doors in original buildings is not permitted without prior approval of the Board of Directors.

During the ARC meeting on February 13, 2019, the Architectural Review Committee (ARC) discussed the following:

- The member is not present for this discussion, but given the favorable disposition of the ARC, proceeding without the member would be acceptable.
- The member is removing a thru-wall air conditioning unit on the gardenside of her frame home. She would like to enlarge the existing opening to accommodate a new double-hung window, approximately 42" wide by 60" tall and aligning with the head of the existing door.
- The gardenside of this unit faces the woods, and is very difficult to see from public space.

ARC voted 8-0-0 to recommend the replacement of the gardenside A/C unit with a 42”x60” double hung window. The reason supporting this motion is that the unit backs up to the woods with a steep drop-off and will not be easily seen.

Motion: I move that the Board of Directors grant an exception to the rules specified in §X.K.h.e - Framed Units and §X.N.1 of the GHI Member Handbook; thereby allowing the member at 6-L Plateau Place to replace a gardenside through-wall a/c unit with a 42”x60” double hung window.

Moved: James

Seconded: Seely

Carried: 8-0

6e. Request to Install a Full-View Glass Entry Door on the Serviceside at 37-L Ridge Road during the HIP

Ms. Leslie Carroll, the member at 37-L Ridge Road would like to install a full-view glass entry door on the serviceside of her unit, during the HIP program. The HIP does not offer this component as an option in the selection process. Ms. Carroll’s correspondence to the ARC on this matter is in Attachment #6.

During the ARC meeting on February 13, 2019, the committee discussed the following:

- The member is requesting the installation of a full-view service side door during the HIP work to take place this summer.
- The Member Handbook allows full-view doors, but this is not an option offered in the HIP selection process.
- The unit is a brick “honeymoon cottage” with the service side facing south. The only other window on the service side is in the bathroom.

ARC recommended 8-0-0 that the Board of Directors allow the installation of a full-view glass door at the serviceside entry. The reason supporting this motion is that it will allow more light into the member’s unit.

Motion: I move that the Board of Directors allow the member at 37-L Ridge Road to install a full-view glass entry door on the serviceside of the unit during the 2019 phase of GHI’s Homes Improvement Program.

Moved: Brodd

Seconded: James

Carried: 8-0

6f. Proposed Installation of Electric Car Charging Station at 62-E Ridge Rd.

On January 24, 2019, staff received a permit request from Mr. Joseph Ralbovsky, the member at 62-E Ridge Road for an electric vehicle charging station to be installed within the serviceside peninsula outside GHI parcel boundaries (Attachment#7.). This would be the second such installation; the first was approved by the Board of Directors on November 20, 2014. Mr. Ralbovsky contacted the City of Greenbelt about his proposal and was provided a Memorandum of Understanding document (included in Attachment #7.) similar to the one that was signed by the member who installed a charging station in 2014. This issue is being referred to the Board based on the following rule within GHI’s Member handbook:

§X.C.3. APPROVAL

... Staff has the prerogative to refer any issues, whether or not explicitly clarified within these rules, to the appropriate committee and/or the GHI Board of Directors.

During the ARC meeting on February 13, 2019, the following points were discussed:

- The member is proposing to locate a charging station at his reserved parking space, which is on city property.
- There is an existing charging station at 62-H, which serves as a model for the approval process with the City of Greenbelt and GHI.
- The new charging station is similar, but not identical, to the existing charging station.

ARC voted 8-0-0 to recommend that the Board grant permission for the installation of the electric vehicle charging station as requested by the member.

Motion: I move that the Board of Directors allow installation of a proposed electric vehicle charging station at the parking location serving the member of 62-E Ridge Road; contingent upon a Memorandum of Understanding agreement being reached between the member and the City of Greenbelt, that allows the charging station to be installed in the City right-of-way.

Moved: Hess

Seconded: James

Carried: 8-0

6g. Proposed Amendments to GHI Bylaws

Last September 20th, the Board accepted two proposed bylaw amendments in Attachment #8a., that attorney Joe Douglass prepared, and directed the Manager to request the membership to comment on the amendments.

Last December 6th, the Board discussed the bylaw amendments and reviewed the comments that members submitted (refer to Attachment #8b.). The Board did not take any action on this item during the meeting.

The two amendments were formulated to address the following concerns related to the acquisition of property by GHI/GDC and expenditure of funds for multi-year contracts:

A. Acquisition of Property by GHI/GDC

On January 11, 2017, Attorney Joe Douglass advised the Board as follows:

- Based on Article II, Section 1, and Article VIII, Section 8 of the current bylaws, any new acquisition of property by GDC for the benefit of GHI, the funding of such an acquisition by GHI, and the funding by GHI of any activities in connection with such an acquisition, would have to be authorized by the GHI membership. The GHI Board could not exercise the Corporation's authority to do these things without first obtaining a membership vote authorizing such action.

Board members were concerned that purchase negotiations for properties could be inhibited through premature public disclosure of proposed acquisition costs and also, the timeliness of purchase transactions could be affected.

B. Expenditure of Funds for Multi-year Contracts

On January 11, 2018, Attorney Joe Douglass provided the following interpretation:

- Based on Article V111. §11. Expenditure of Funds and Contracts, the total permitted amount for all multiyear contracts costing more than \$40,000 per year and/or lasting more than five years is \$400,000. The key term is “and/or”. The \$400,000 total is an aggregate of the prices of all such multiyear contracts, and includes all multiyear contracts costing more than \$40,000 per year, even if their duration is less than five years, and all multiyear contracts with durations of more than five years, even if they are for amounts less than \$40,000 per year.

There has been much confusion among board members and staff interpreting the language of this current bylaw provision.

The Board may wish to consider taking no action on the proposed bylaw amendment pertaining to “Acquisition of Property by GHI/GDC” at this time, but direct that the bylaw amendment pertaining to “Expenditure of Funds and Contracts” is included on the agenda of the May 9, 2019 annual meeting.

Motion: I move that the Board of Directors direct the Manager to include the proposed bylaw amendment regarding Article VIII, Section 11. Expenditure of Funds as presented, on the agenda of the May 9 annual membership meeting, for consideration by the membership.

Moved: Hess

Seconded: Jones

Carried: 8-0

6h. Proposed Software Upgrade for Office Computers - 1st reading

Last year, FSI Strategies (GHI’s computer network servicer) provided a report (refer to Attachment #9.) with three (3) recommendations for improving GHI’s current Information Technology infrastructure. These recommendations were intended to meet both short-term and long-term goals. Last year, staff implemented the first recommendation which involved the replacement of network equipment to guard the network from malware and intrusion. This year, staff proposes to implement the second recommendation i.e. Microsoft Office 365 E-mail and Document Migration for all office computers.

The 2019 budget does not contain sufficient funds to implement the third recommendation i.e. a hybrid cloud back-up solution using Microsoft Azure; hence, funds will be budgeted for this item next year.

A breakdown of the cost for implementing the Microsoft Office 365 E-mail and Document Migration is as follows:

30 Office 365 Licenses (@ \$12.50 user per month	\$ 4,500.00
Implementation by a Systems Engineer - 32 hours @ 150 per hour	\$ 4,800.00
Total cost	\$ 9,300.00

Motion: I move that the Board of Directors authorize the Manager for first reading to enter into a contract with FSI Strategies for implementing a Microsoft Office 365 E-mail and Document Migration for all office computers within the GHI Administration Building, at a

cost not to exceed \$9,300.

Moved: Hess

Seconded: Jones

Carried: 8-0

7. Items of Information:

7a. Staff's Meeting with the Member of 11-J Ridge Road

During the Board meeting on February 21, 2019, Juan Haro Mora, the member of 11-J Ridge Rd. mentioned that he proposed to undertake building improvements to remedy mold problems that were occurring in the addition to the unit. The member asked whether GHI would contribute a portion of the cost of the improvements.

Asst. Manager Sporney subsequently inspected the addition and discussed the following topics with the member: the history of crawlspace improvements, the mold complaint, as well as the recent installation of a mini-split heat pump by the member. The member inquired about the use of Addition Maintenance Program (AMP) funds for the proposed improvements, and was informed the proposed improvement to install wall insulation was not covered by the AMP.

7b. Delays in Receiving Checks from Members for Payment of Co-op Fees

When members use the bill payment service through their bank, the member sets up a payee (with name and mailing address), the amount to pay, and date the payment is to be received by the payee. The bank deducts the funds from the member's bank account and transfers it to a bill payment service. (The timing of when the money is deducted is based on when the payment is required to be received by the payee.) That bill payment service then issues and mails a physical check to the payee. That physical check has to be received by the payee and deposited into the payee's bank account to complete the payment transaction. Only then will the full payment process be complete.

Over the last two weeks, two members communicated with the Finance Department stating they made timely payments, but received late notices. When staff was made aware of these matters, internal examinations of all payments processed were done to see if payment was received. After completing the examinations without identifying an internal issue, staff asked those members to contact their bank and ask for the check number (generated by the bill payment system) and the date the check cleared (only the bill payment system can provide this information). The members were able to provide the check numbers, but they also found out that the bill payment system checks issued to GHI had not cleared. The members then instructed their banks to stop payment so that the payment could be re-issued to GHI. Staff informed those members they would not be charged a late fee because of this anomaly.

Staff also received checks on Monday, February 25th, which were dated February 4th through February 8th pertaining to 13 GHI members who processed payments through their bank payment processing systems. This means that either the US Postal Service or the bank payment processing center was responsible for the delay in transmitting the checks to GHI. Staff contacted the affected members making them aware that the payments were received significantly later than expected and they will not be charged a late fee as a result.

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

7d. Monthly GHI and City Calendars

7e. President's Items

Skolnik mentioned a non-member has asked GHI to help with and sponsor a city-wide walk on March 31st.

7f. Board Members' Items

None.

7g. Audit Committee's Items

Lester thanked the Board and staff for the letters that was sent to the State Delegates.

7h. Manager's Items

None.

Motion: To adjourn.

Moved: Hess

Seconded: Jones

Carried: 8-0

The meeting adjourned at 9:06 p.m.

Ed James
Secretary