

**Minutes
Board of Directors
GHI Regular Open Session
May 17, 2018**

Board Members Present: Brodd, Hess, Holland, James, Jones, Kapfer, McFadden, Skolnik and Watkins

Excused Absent: Seely

Others in Attendance:

Eldon Ralph, General Manager

Joe Wiehagen, Director of Homes Improvement Program

George Bachman, Director of Maintenance

Henry Haslinger, Audit Committee Member

Molly Lester, Audit Committee Member

Tom Jones, Chair N&E

Julie Rapp

Montrese Hamilton

John Campanile

Monica Johnson, Recording Secretary

President Skolnik called the meeting to order at 7:48 p.m.

1. Approval of Agenda

Item 9a: Approve Minutes of the Special Open Session Meeting Held on April 19, 2018 was removed from the agenda.

Item 9b: Approve Minutes of the Regular Open Session Meeting Held on April 19, 2018 was removed from the agenda.

Item 9i: Proposed Gardenside Addition at 7E Ridge Road and Item 9j: PNC Bank's Request for a Further Change to the Recognition Agreement with GHI was added to the agenda.

Motion: The Board of Directors does approve the agenda as revised.

Moved: Hess

Seconded: James

Carried: 7-1

Opposed: Holland

2. Certification of Election, Chair, N&E Committee

Chair of the N&E Committee Tom Jones certified the election results:

Board of Directors (4 vacancies – two-year terms)

- 166 - Stefan Brodd*
- 171 – Stephen Holland*
- 160 – Ed James *

- 178 – Tami Walkins*

Audit Committee (3 vacancies--1-year terms)

- 106 – Carol Griffith*
- 142 – Henry Haslinger*
- 147 – Molly Lester *
- 79 – Diana McFadden
- 100 – Deborah McKinley

Nominations & Elections Committee was not certified but names provided for information.

- Alex Barnes
- Theresa Henderson
- Tom Jones
- Therese Kucera
- Mary Salemme

Members cast 209 ballots.

At this point, Tami Watkins took her seat at the Board table.

Molly Lester replaced Jonathan Gordy; Carol Griffith (not present) will replace Jacqueline Lilly at the Audit table.

Skolnik thanked Diana McFadden for her service.

3. Board Reorganization and Election of Officers

Skolnik opened the floor for nominations.

Skolnik opened the floor for nomination for president.

Motion: I nominate Steve Skolnik for President.

Moved: Jones	Seconded: James	Carried: 7-0
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Motion: I move nominations be closed.

Moved: Hess	Seconded: Jones	Carried: 7-0
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Skolnik closed the floor for nominations.

Skolnik opened the floor for nominations for vice president.

Motion: I nominate Stephen Brodd for Vice President.

Moved: James	Seconded: Kapfer	Carried: 7-0
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Motion: I move nominations be closed.

Moved: Hess

Seconded: James

Carried: 7-0

Skolnik closed the floor for nominations.

Skolnik opened the floor for nominations for treasurer.

Motion: I nominate Chuck Hess for Treasurer.

Moved: Skolnik

Seconded: Jones

Carried: 7-0

Motion: I move nominations be closed.

Moved: Skolnik

Seconded: James

Carried: 7-0

Skolnik closed the floor for nominations.

Skolnik opened the floor for nominations for secretary.

Motion: I nominate Ed James for Secretary.

Moved: Brodd

Seconded: Jones

Carried: 7-0

Skolnik declared nominations be closed since there was only one nomination.

All nominated candidates accepted their nomination and were elected.

4. Code of Ethics Acknowledgement

Each Board member who was present signed the Code of Ethics Acknowledgement during the meeting.

5. Announcements of Executive Session Meetings5a. Announcement of Formal Complaint Hearing Held in an Executive Session on April 30, 2018

GHI's board of Directors conducted a formal complaint hearing on April 30 with two members regarding complaints of objectionable conduct towards each other. Board members Steve Skolnik, Chuck Hess, Ed James, Diana McFadden, Stefan Brodd, Bill Jones and Audit Committee members Henry Haslinger, Jonathan Gordy and Jacqueline Lilly attended the hearing.

The motion to call this meeting was made during an Executive session meeting on April 5, 2018 and approved by Board members Brodd, Hess, Holland, James, Kapfer, and McFadden.

The hearing commenced at 7:04 p.m. and adjourned at 10:16 p.m.

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)

5b. Announcement of Executive Session Held on May 17, 2018

GHI’s Board of Directors held an Executive Session meeting on May 17, 2018, in the Board Room of the Administration Building. Board members Brodd, Hess, Holland, James, Jones, Kapfer, McFadden, Skolnik and Audit Committee member Haslinger attended the meeting.

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:

During the meeting the following matters were handled:

- a) Approve minutes of the Executive Session Meeting Held on April 19, 2018.
- b) Member financial matters.
- c) Consider the terms and condition of the following contract in the negotiation stage:
- 2018 Parking Lot Repair contract – 2nd reading

Motion: I move that the Board of Directors authorize the manager, for second and final reading, to enter into a contract with SFMS, LLC to undertake parking lot repairs at the various sites listed in the table below, at its base bid of \$46,972, plus 10% for contingencies for a total not to exceed \$51,669.20.

- d) Heard a request for an exception to the membership selection criteria policy by a prospector purchaser.

The hearing commenced at 7:00 p.m. and adjourned at 7:47 p.m.

The motion carried by a vote of 8-0

6. Visitors and Members (Comment Period)

None

7. 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:

- Veronica L. Roth, Sole Owner;
- Kieran C. Leonard, Kenneth L. Leonard, Joint Tenants;
- Carole D. Breakstone, Sole Owner.

Moved: James

Seconded: Hess

Carried: 8-0

8. Committee Reports

Homes Improvement Program – Wiehagan reported:

- Windows 42 out of 303 completed at 14%
- Doors 2 out of 303 completed
- Siding will start in early June and be completed by mid-October
- Electric 56 out of 303 completed at 18.5%
- HVAC 11 out of 92 completed at 12%
- Masonry crawlspaces 73% completed
- Attic will start after May 21.

Asbestos Remediation – Ralph mentioned that the 21 buildings where the pipes were coated with asbestos have been completely removed.

Zoning Rewrite – Brodd mentioned that he sent the board a copy of the letter from Todd Turner explaining the approach that they want to use in this interim 18 months to 2 years period between passing the zoning ordinances and passing the Countywide Map Amendment.

Companion Animal Committee – Skolnik mentioned that CAC had a discussion about the City replacing dog parks; working on a guide for members who have companion animals; and creating a flyer for perspective members that would go into the purchase packet.

Woodlands Committee – Kapfer mentioned that the Woodlands committee met and invited members from 5 Court to 7 Court Crescent where there is a very large bamboo infestation. Woodlands committee will look into finding bids to have it removed.

9. For Action or Discussion

9a. Approve Minutes of the Special Open Session Meeting Held on April 19, 2018

Removed. No Action.

9b. Approve Minutes of the Regular Open Session Meeting Held on April 19, 2018

Removed. No Action.

9c. Designation of GDC Stockholders

After the election of the 2018-19 GHI's Board of Directors, it is necessary to designate Greenbelt Development Corporation (GDC) stockholders. These persons are designated by the GHI Board to hold proxies for GDC stock that is owned by GHI. Traditionally, the GHI Board grants each GHI Director a proxy for 1/9th of the GHI shares of stock in GDC.

As stipulated in GDC's bylaws, the annual meeting of its stockholders shall be held in June of each year, at which meeting they shall elect a new Board of Directors and Officers. GDC's Board of Directors and Officers have traditionally been the same as GHI's Board of Directors and Officers.

Year 2017-18 Directors Skolnik, Holland, Brodd, Jones, James, Kapfer, Seely, Mc Fadden, and Hess remain on the GDC Board until the GDC Stockholders' meeting in June. Any newly elected GHI Board members will not hold seats on the GDC Board until that meeting.

Motion: I move that Steve Skolnik, Stephan Brodd, Bill Jones, Ed James, Tami Watkins, Stephen Holland, Chuck Hess, Paul Kapfer and Linda Seely each be granted a proxy for 1/9th of the GHI shares of stock in Greenbelt Development Corporation. These proxies shall remain in force until new proxies are granted.

Moved: Hess

Seconded: Holland

Carried: 8-0

9d. Appointment of Member Complaint Panels

Panel 1

Brodd – Chair
Jones
Seely

Panel 2

Kapfer – Chair
Hess
Watkins

Panel 3

James – Chair
Holland
Skolnik

9e. Proposed Meeting Dates during the New Board Term

A. 2018 Summer and Fall Meeting Schedule

The following dates are proposed for Board meetings during the period June 1 to the end of December 2018:

Thursday, May 31	WSSC/Board of Directors Work Session 6:30 pm site visit @ 5 Court Eastway 7-7:30 pm- Listening session member input.
Thursday, June 7	Regular Board Meeting
Thursday, June 21	Regular Board Meeting
Thursday, June 28	DMA Inc. presentation at a joint Board/Finance Committee work session commencing @ 7.00 p.m. re: revisions to GHI's replacement reserve and addition maintenance plans
Thursday, July 5	Regular Board Meeting
Thursday, July 12	Training session for the Board re: interpreting financial statements beginning at 7.00 p.m.
Thursday, July 19	Regular Board Meeting
Sunday, July 22	Meeting to update Board's Strategic Action Plan (11:00 a.m. to 6.00 p.m.)
Thursday, August 2	Regular Board Meeting
Friday, August 3	Open House Tour of GHI departments and GDC from 10.00 – 2.00 p.m.
Thursday, August 16	Regular Board Meeting
Thursday, September 6	Regular Board Meeting

Thursday, September 13	Work session beginning @ 7.00 p.m. between the Board and Finance Committee re: preliminary discussions about the 2019 budget
Thursday, September 20	Regular Board Meeting
Thursday, October 4	Regular Board Meeting
Thursday, October 11	Work session beginning @ 7.00 p.m. between the Board and Finance Committee re: 1st draft of the 2019 Budget, followed by a member input session.
Thursday, October 18	Regular Board Meeting
Thursday, November 1	Regular Board Meeting - 1st reading of the 2019 budget
Thursday, November 15	Regular Board Meeting - 2nd reading of the 2019 budget
Sunday, December 2	Membership town hall meeting from 2.00 p.m. to 4.00 p.m.
Thursday, December 6	Regular Board Meeting
Thursday, December 20	Regular Board Meeting
Monday, June 11	Board orientation program to be presented by attorney
Monday, July 16	*Stakeholder's meeting with City of Greenbelt

**The Board initially decided to have this meeting on June 25 which was one of two dates proposed by the City staff. The Manager was informed on May 8 that the City Council is no longer able to meet on that date.*

B. Meeting Dates during January to May 2019

Staff recommends that the Board continue to hold regular Board meetings on the first and third Thursdays of every month, which has been the practice for the past few years. This schedule will enable the annual membership meeting to be held on May 9, 2019. The Greenbelt Community Center is available for GHI to hold the annual membership meeting on this date. If the Board prefers to hold the annual meeting on May 16, 2019, it is advisable to hold regular Board meetings on the second and fourth Thursdays of every month.

By Consensus: To hold regular Board meetings on the first and third Thursdays of every month.

9f. Agenda Items for Stakeholder's Meeting with the City of Greenbelt

For the past several years, GHI has participated in a stakeholder's meeting with Greenbelt's City Council.

Agenda items:

- Better communications w/City re: Public works projects that affect members
- Legal Liability on playgrounds
- Tree waste disposal
- Right of way encroachment

9g. Proposed Procedures and MOC Addendum for Non-smoking Buildings and Units

On May 3, 2018, the Board reviewed procedures and an MOC Addendum for Non-smoking Buildings and Units that Attorney Joe Douglass of the law firm Whiteford, Taylor and Preston had prepared. The Board requested that Mr. Douglass review revisions that the Board desired, which are highlighted in blue font.

Mr. Douglass's response. He stated that the changes to the MOC Addendum are fine. However, he has proposed additional revisions to Sections 1(c) and 2(c) of the Procedures for Smoke-free Buildings and Units.

Motion: I move that the Board of Directors adopt the Smoke-free Restriction Addendum to the Proprietary Lease and Mutual Ownership Contract and Smoke-free Procedures for Buildings and Units as revised on May 17, 2018.

Moved: Jones

Seconded: Kapfer

Carried: 7-1

Opposed: Jones

9h. Invitation from the City of Greenbelt to Participate in Peace Month Activities

A letter from the Mayor, City of Greenbelt that invites GHI to participate in a Peace Month activity during the month of June. The recognition of Peace Month is intended to promote peace and non-violence and increase awareness about programs and groups that work toward that goal. Suggested activities include a lecture, panel discussion, study circle, video, musical performance or arts project. Staff submitted a copy of the letter to Vice President Brodd, the Chair of the Member Outreach Committee to inquire about the Member Outreach Committee's interest in participating or arranging a peace related activity during Peace Month. *Board declined to participate.*

9i. Proposed Gardenside Addition at 7E Ridge Road

The member at 7E Ridge Road submitted a permit request to Technical Services staff to construct a gardenside addition and deck. Staff advised that the GHI rules state in §X.F.3 The roof lines of an addition should be of the same type as the original structure or blend with the existing lines.

During the ARC meeting of 9May18, the committee discussed the following:

- The members are proposing a full-width 1-story gardenside addition that extends 15' from the original gardenside wall. The existing enclosed back porch with a gable end roof would be removed.
- The members were originally proposing a shed roof design for the addition with a 3:12 roof pitch.
- The member would prefer a 2:12 roof pitch, but this would require an asphalt sheet roof that the member does not like, or an exception to permit a 2:12 roof slope with an EPDM roof system.
- The member was advised that the proposal of a 2:12 EPDM roof conflicts with GHI rules: §X.D.13. Based on roof pitch, acceptable roofing materials for additions are as follows:

Roof pitch	Material	Brick	Block	frame
>=3:12	architectural shingles, CertainTeed Landmark, Pewterwood color, or equivalent	Ok	Ok	Ok
	slate	Ok	No	No
<3:12	asphalt sheet (modified bitumen only)	Ok	Ok	Ok
<=1:12	EPDM (ethylene propylene diene monomer)	Ok	Ok	Ok
	any corrugated roof panels	No	No	No

- The members considered a flat (or almost flat) roof, but are concerned that the trim detail to make that look acceptable would be an added expense.
- Staff is requesting material, fastening, flashing & edge details, installation information, and warranty terms. Comparable standard shingle roofs have an expectation of a minimum of 20-year lifetime, which forms the basis of the Addition Maintenance Program reserve program.
- A 2:12 roof pitch will look better than a steeper shed roof, but going down to 1:12 or lower would look much more like the flat roof of the existing block structure.

ARC recommended 3-2-0 to the Board of Directors that an exception be granted to permit a 2:12 pitched shed roof to be installed on the proposed addition at 7-E Ridge Road. The reason given for the motion was that committee members were comfortable with the 2:12 pitch design. The reasons given against the motion were that committee members prefer the flatter sloped roof of 1:12 pitch or below.

Motion: I move that the Board of Directors permit a 2:12 pitched shed roof to be installed on the proposed addition at 7-E Ridge road.

Moved: Holland

Seconded: Brodd

Carried: 7-0-1

Abstained: Skolnik

ARC recommended 5-0-0 to the Board of Directors that an exception be granted to permit the installation of an EPDM roofing on a roof slope of 2:12 or less at 7-E Ridge Road with staff's approval of roof details and warranty terms.

Motion: I move that the Board of Directors permit the installation of an EPDM roof on the proposed addition at 7-E Ridge Rd with a roof slope of 2:12 or less, contingent on staff's approval of roof details and warranty terms.

Moved: Brodd

Seconded: Kapfer

Carried: 5-2-1

Abstained: Skolnik

Opposed: Jones, Hess

9j. PNC Bank's Request for a Further Change to the Recognition Agreement with GHI

During the Board meeting on May 3, 2018, the Board decided to remove Section III.C from GHI's original recognition agreement with share loan providers as requested by PNC Bank. However, the Board decided not to accept PNC Bank's request to remove Section III.D which stated "*That Lender will provide written notice to Cooperative of any transfer by Lender and or the servicing of the loan*

and will obligate all transferees of the Loan and its servicing also to provide such notice.” With the removal of the original Section III.C, Section III.D became Section III.C

PNC Bank has notified Mr. Pat McAndrew (GHI’s attorney) that it will discontinue issuing loans to GHI’s members if Section III.C (formerly Section III.D) is not removed. An email from Mr. McAndrew stating PNC Bank’s position.

In the member’s mutual ownership contract, Paragraph 6 c. Transfer of Note or of Servicing Rights, states, *“Member shall immediately notify GHI of any transfer in ownership of the Note or transfer of loan servicing rights of which member is made aware. Member shall provide GHI with a copy of any notice Member receives concerning transfer of the Note or the loan servicing rights.”*

Currently there are 4 GHI units with PNC Bank financing that are pending settlement.

The percentage of units that obtained PNC bank financing for past sales are as follow:

2018 = 57.5% - 19 out of 33

2017 = 57.6% - 68 out of 118

2016 = 38.4% - 35 out of 91

Motion: I move that the Board of Directors accept PNC Bank’s request to delete Section III.C from GHI’s recognition agreement with share loan providers, which states, *“That Lender will provide written notice to Cooperative of any transfer by Lender and or the servicing of the loan and will obligate all transferees of the Loan and its servicing also to provide such notice.”*

Moved: Jones

Seconded: Kapfer

Carried: 6-2

Opposed: Hess, Skolnik

10. Items of information:

10a. Letter from P.G. County Council re: Proposed Widening of the Baltimore-Washington Parkway

A letter from Hon. Todd M. Turner to Vice-President Brodd that acknowledges receipt of a recent letter on behalf of GHI’s Board of Directors concerning GHI’s opposition to the widening of the Baltimore-Washington Parkway. Mr. Turner’s letter states that the County Council adopted CR-024-2014 on April 24, 2-018 which declares the Council’s opposition to the proposal to transfer the Baltimore-Washington Parkway from the National Park Service.

10b. Attendance at CAI Advocacy Summit with Congressional Representatives on May 8, 2018

President Skolnik, Vice President Brodd, Treasurer Hess, Eldon Ralph and Aaron Marcavitch participated in a Community Association Institute Advocacy Summit with Congressional representatives on May 8.

The main topics that community association representatives discussed with congressional aides in the Senate and House of Representatives. In addition, GHI’s representatives discussed the following:

- a. Concerns about the potential adverse impacts the proposed MAGLEV and Hyperloop train projects and widening of the Baltimore-Washington Parkway could have on Greenbelt.
- b. Housing coop members should have access to reverse mortgages.

c. Not-for-profit housing coops like GHI should be entitled to receive tax credits.

10c. Proposal Received from WSSC to Move Forward with Water and Sewer Main Replacement Projects

A letter from WSSC’s Deputy General Manager for Operations regarding a proposal to move forward with water and sewer main replacement projects for GHI’s masonry units.

10d. Photographs of the 2018-19 Board of Directors will be taken on June 7.

10e. GHI’s offices will be closed for the Memorial Day Holiday on May 28, 2018.

10f. Board 12 month Action Plan and Committee Task List

10g. Monthly GHI and City Calendars

10h. President’s items

Skolnik mentioned the large amount of wood from the cut trees in GHI not being used. He suggested that GHI would allow members with wood burning stoves access to the wood.

10i. Board Member’s items

Brodd thanked staff for updating the Board handbooks.

James mentioned the yard inspections after days of rain.

Hess thanked the board for re-electing him as Treasurer, and congratulated new comers.

10j. Audit Committee’s items

None

10k. Manager’s items

Ralph mentioned that he would be on vacation the week of May 21st.

Motion: To adjourn.

Moved: Hess

Seconded: James

Carried: 8-0

The meeting adjourned at 10:10 p.m.

Ed James
Secretary