

**Minutes
Board of Directors
GHI Regular Open Session
May 18, 2017**

Board Members Present: Brodd, Hess, James, Jones, Kapfer, McFadden, Skolnik and Seely
Excused Absent: Holland

Absent: Marcavitch, Novinski

Others in Attendance:

Eldon Ralph, General Manager

Joe Wiehagen, Director of Homes
Improvement Program

Joan Krob, Director of Member Services

Joe Perry, Director of Finance

Jonathan Gordy, Audit Committee

Henry Haslinger, Audit Committee

Trudy Dinamore

Ben Fischler

Lore Rosenthal

Tom Jones, Chair N&E

Sue Ready

Monica Johnson, Recording Secretary

President Skolnik called the meeting to order at 7:30 p.m.

1. Approval of Agenda

Motion: The Board of Directors does approve the agenda.

Moved: James

Seconded: Jones

Carried: 5-0

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

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

Board of Directors (5 vacancies – two-year terms)

- 168 - Steve Skolnik*
- 153 - Linda Warren Seely*
- 142 - Chuck Hess*
- 135 - William Jones*
- 130 - Paul Kapfer*

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

- 185 - Jacqueline Lilly*
- 184 - Henry Haslinger*
- 175 - Jonathan Gordy*

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

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

- Anna Socrates

Members cast 220 ballots.

At this point, Paul Kapfer and Linda W. Seely took their seats at the Board table.

Director Hess arrived during the certification.

Jonathan Gordy replaced Paul Kapfer and Jacqueline Lilly not present will replace Molly Lester at the Audit table.

3. Board Reorganization and Election of Officers

Skolnik opened the floor for nominations.

Motion: To nominate Steve Skolnik for President.

Moved: Jones

Motion: That nominations be closed for the office of President,

Moved: James

Seconded: McFadden

Carried: 8-0

Motion: I move to make the election of Steve Skolnik as President by acclamation

Moved: Jones

Seconded: McFadden

Carried: 8-0

Motion: To nominate Stefan Brodd for Vice-President.

Moved: McFadden

Motion: That nominations be closed for the office of Vice-President,

Moved: Hess

Seconded: Seely

Carried: 8-0

Motion: I move to make the election of Stefan Brodd as Vice-President by acclamation

Moved: Seely

Seconded: Jones

Carried: 8-0

Motion: To nominate Chuck Hess for Treasurer.

Moved: McFadden

Motion: That nominations be closed for the office of Treasurer,

Moved: James

Seconded: Jones

Carried: 8-0

Motion: I move to make the election of Chuck Hess as Treasurer by acclamation

Moved: Brodd

Seconded: Seely

Carried: 8-0

Motion: To nominate Ed James for Secretary.

Moved: McFadden

Motion: That nominations be closed for the office of Secretary,

Moved: Brodd

Seconded: Hess

Carried: 8-0

Motion: I move to make the election of Ed James for Secretary by acclamation

Moved: Kapfer

Seconded: Seely

Carried: 8-0

Skolnik thanked Aaron Marcavitch and Patricia Novinski for their service on the Board of Directors.

4. Code of Ethics Acknowledgement

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

5. Visitors and Members (Comment Period)

Ben Fischler thanked the maintenance staff for their efficient work.

6. Approval of Membership Applications

Motion: That the following members are accepted into the cooperative and membership is afforded them at the time of settlement:

- **Stephanie Calhoun, Sole Owner;**
- **Briana Kayleen Feston-Brunet, Olivier Nicolas Alain Brunet, Tenants by the Entirety;**
- **William Stewart Lamberson, Sole Owner;**
- **Coleman E. Rose, Sole Owner;**
- **Mary E. Salemme, Sole Owner.**

Moved: James

Seconded: Hess

Carried: 8-0

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

- **George P. Moore, Jr., Cheryl J. Moore, Tenants by the Entirety.**

Moved: James

Seconded: Hess

Carried: 8-0

7. Committee Reports

Homes Improvement Program – Wiehagan stated that the HIP is underway with windows; doors and siding. Baseboard heater and the electrical work 1/3 completed. HVAC 12% into it with 8 members completed with their heating and cooling system out of 86.

Asbestos Update – Ralph mentioned that the asbestos abatement would be 100% finished by next week.

Skolnik mentioned that the Member Outreach Committee would have its first meeting June 13 at 7 pm.

8. For Action or Discussion8a. Approval of Minutes: Special Open Meeting on April 20, 2017

Motion: I move that the Board of Directors approve the minutes for the April 20, 2017 special open meeting as presented.

Moved: James

Seconded: Hess

Carried: 8-0

8b. Approval of Minutes: Regular Open Meeting on April 20, 2017

Motion: I move that the Board of Directors approve the minutes for the April 20, 2017 regular open meeting as presented.

Moved: James

Seconded: Hess

Carried: 8-0

8c. Designation of GDC Stockholders

After the election of the 2017-18 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 2016-17 Directors Skolnik, Holland, Brodd, Jones, James, Marcavitch, Novinski, 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 each current member of the 2017-18 Board of Directors of Greenbelt Homes Inc., in their individual capacity, 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 voted.

Moved: Jones

Seconded: James

Substitute Motion
was made

Substitute Motion: I move that Directors Brodd, Hess, Holland, James, Jones, Kapfer McFadden, Seely and Skolnik 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 voted.

Moved: James

Seconded Brodd

Failed: 3-5

Against: Jones, Hess, Kapfer, Seely, Skolnik

Motion: I move that each current member of the 2017-18 Board of Directors of Greenbelt Homes Inc., in their individual capacity, 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 voted.

Moved: Jones

Seconded: James

Carried: 8-0

8d. Appointment of Member Complaint PanelsPanel 1

Brodd – Chair
 Jones
 Seely

Panel 2

Kapfer – Chair
 Hess
 McFadden

Panel 3

James – Chair
 Holland
 Skolnik

8e. Board Meeting Procedures

The new Board should review these and decide if any changes should be made to accommodate its needs. These procedures establish the guidelines for Board meeting preparation and process.

By Consensus: To form a Board Meeting Procedures task force. Members are Brodd, chair, Kapfer, James and Jones. Report is due by June 30.

8f. Proposed Board Member Orientation Presentation

Staff has arranged for Joe Douglas, an attorney from the firm of Whiteford, Taylor and Preston to conduct a Board member orientation presentation. Mr. Douglas is available to do so on Thursday June 8. The presentation with a question and answer session should last for approximately 90 minutes. Mr. Douglas has 30 plus years of experience working with condominiums, housing cooperatives and planned communities throughout Maryland and the District of Columbia. He is a frequent course leader, speaker and author, both regionally and nationally, on community association law and operations.

By Consensus: That the Board Member Orientation Presentation would be held on Thursday, June 8 commencing at 7.00 pm.

8g. Agenda Items for Stakeholder Meeting with the City of Greenbelt

For the past several years, GHI has participated in a stakeholder's meeting with Greenbelt's City Council. The City Clerk recently informed staff that the following two dates: Wednesday, July 5 and Monday, July 17 are currently available for the stakeholder's meeting. The meeting will be held in the City Council's Office, commencing from 8.00 p.m.

By Consensus: To hold the Stakeholder Meeting with the City of Greenbelt on July 17, 2017.

Proposed Agenda items:

Zoning – Re-write
 Washington Suburban Sanitary Commission
 Storm Water Control
 Playground Safety
 Verizon refusing to go into the crawlspaces
 Relations with Green Ridge House re: smoking; traffic light
 Viability of the Roosevelt Center
 Issue of County Permit requirements on GHI

Piggybacking for City Permits
 Pepco Tree Work
 Hoarding

8h. Proposed Joint Board/Audit Committee Work Session

The Board of Directors may wish to consider holding a joint work session with the Audit Committee to discuss the best ways of achieving the goals of the cooperative in a collaborative manner through enhanced communication, sharing of information, and sustaining an environment where staff can perform the day-to-day operations efficiently and effectively.

By Consensus: To hold a Joint Board/Audit Committee Members Work Session.

Haslinger, Audit member stated that the new Audit Committee has not met yet.

8i. Proposed Meeting Dates During the New Board Term

A. 2017 Summer and Fall Meeting Schedule

The following dates are proposed for Board meetings during the period May 18 to the end of December 2017.

Thursday, June 1	Regular Board Meeting
Thursday, June 8	Board Member Orientation Presentation @7.00 p.m.
Thursday, June 15	Regular Board Meeting
Thursday, July 6	Regular Board Meeting
Monday, July 17	Meeting with the Greenbelt City Council @ 8.00 p.m
Thursday, July 20	Regular Board Meeting
Sunday, July 23	Meeting to update Board's Strategic Action Plan (9.00 a.m. to 4.00 p.m.)
Thursday, August 3	Regular Board Meeting
Thursday, August 17	Regular Board Meeting
Thursday, September 7	Regular Board Meeting @7.00 p.m. followed by Board and Finance Committee preliminary discussions re: 2018 budget @ 8.00 p.m.
Thursday, September 21	Regular Board Meeting
Thursday, October 5	Regular Board Meeting
Thursday, October 12	Work session between the Board and Finance Committee re: 1st draft of the 2018 Budget @7.00 followed by member input session @8.00 p.m.
Thursday, October 19	Regular Board Meeting
Thursday, November 2	Regular Board Meeting - 1st reading of the 2018 budget
Thursday, November 16	Regular Board Meeting - 2nd reading of the 2018 budget
Thursday, December 7	Regular Board Meeting
Thursday, December 21	Regular Board Meeting

By Consensus: To approve the meeting schedules.

B. Meeting Dates during January to May 2018

The Greenbelt Community Center is available for GHI to hold its annual membership meeting on either Thursday, May 10 or May 17, 2018. If the Board prefers to hold the annual membership meeting on May 10, it is advisable to hold regular Board meetings on the first and third Thursdays of every month, which has been the practice for the past few years. If the Board prefers to hold the annual meeting on May 17, 2018, it is advisable to hold regular Board meetings on the second and fourth Thursdays of every month.

By Consensus: To approve the Annual Membership meeting date of May 10, 2018.

8j. Establish a Task Force to Draft New Restriction Language in Investment Documents re: Transfer of Funds

Greenbelt Homes, Inc. maintains an investment account with Lafayette Investments of Bethesda, MD. Investment assets held at Lafayette Investments are in excess of \$10M. The GHI Board Resolution currently in place with Lafayette does not require secondary authorization for buying, selling and transferring investments. Best practices for authorizing investment transactions indicate dual signatures are to be used. DeLeon & Stang (GHI's independent auditor) has recommended that the Board establish and implement a dual authorization such that two signatures are required for all investment transactions; in addition, all withdrawals and transfers should be authorized by the Board and proof of authorization should be maintained.

During the Board meeting on May 4, the Board reviewed language that was drafted by Lafayette's compliance team and First Clearing (its clearing agent) to accommodate the additional level of authorization required for securities transactions. The Board felt that the language was unsatisfactory and requested that this item be placed on the agenda for the May 18 meeting for the purpose of establishing a task force to re-draft proposed language.

Motion: I move that the Board of Directors authorize the Board President to appoint a task force to draft Restriction Language governing securities' transactions and submit the recommended Restriction Language by June 30, 2017, for review by the Board.

Moved: Hess

Seconded: Seely

Carried: 8-0

Task Force Members: Chuck Hess, Chair, Bill Jones, Paul Kapfer and Sue Ready

9. **Items of Information:**

9a. Rental Permit Granted to the Member of 9-R Southway

The Manager recently granted a one year rental permit to Malka Ostchega, the member of 9-R Southway. At present, there are seven members who have been granted permits to rent their units.

9b. Photographs of New Board to be Taken on June 1

Photographs of the new Board of directors will be taken during the next Board meeting on June 1, 2017.

9c. Board 12 month Action Plan and Committee Tasklist

9d. Monthly GHI and City Calendars

9e. President's items

Skolnik mentioned that there are 100+ additions not on the Addition Maintenance Program, and would like to find a way for all additions to be in the Program.

9f. Board Member's items

Brodd welcomed the new members.

James welcomed the newbies, transfers and returns.

Seely mentioned that she looks forward to serving on the Board.

9g. Audit Committee's items

Gordy mentioned that he hopes that the Board and Audit committee can resolve some of the differences.

9h. Manager's items

Ralph welcomed the new members.

10. Vote to Conduct an Executive Session Meeting.

Motion: I move that the Board of Directors adjourn this open session meeting for the purpose of meeting in executive session to discuss the following matters:

1. **Approve minutes for the April 20, 2017 Executive session meeting**
2. **Consider the terms and conditions of contracts in the negotiation stage**
3. **Discuss member financial matters**
4. **A member complaint matter.**
5. **A complaint matter with a share loan provider regarding an unoccupied unit.**

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

Moved: Hess

Seconded: Jones

Carried: 8-0

The meeting adjourned at 9:10 p.m.

Ed James
Secretary