

GHI Board of Directors
Open Meeting
(Virtual Zoom)
May 19, 2022
7:00 PM

Board Members Present: Bilyeu, Brodd, Hess, James, Lambert, Luly, McKinley, Whipple (incoming Director).

Excused Absences: Mortimer, Carter-Woodbridge (outgoing Director).

Others in Attendance:

Eldon Ralph, General Manager
Deanna Washington, Director of Member Services
Joe Perry, Director of Finance
Jim Morris, Director of Maintenance
Bruce Mangum, Contract Processor
Everett Hitchner, Human Resources Manager
Dave Benack, Audit Committee
Bill Jones, Audit Committee
Grace Fisher, Audit Committee
Tom Jones, Nominations and Elections Committee Chair
Scott Legendre
Holly Tubbs
Stephanie O'Brien
Annique Roy
Emily Yang
Daniel Siebert
Penny Smith
Shawnda Atkins
April Ashpes
Ben Fischler
Stephen Holland
Brad Winter
Shirley Winter
Molly Lester
Connie Roy-Fisher
Henry Haslinger

President Brodd called the meeting to order at 7:00 pm.

1. Approval of Agenda

Motion: To approve the agenda, as presented.

Moved: James

Seconded: Luly

Carried: 7-0

2. Certification of Election for Board of Directors and Audit Committee

Nominations and Elections Committee Chair, Tom Jones, certified the following election results:

Board of Directors Two-Year Terms:

- Debbie McKinley – 201 votes
- Stefan Brodd – 200 votes
- James Whipple – 200 votes
- Ed James – 188 votes

Board of Directors One -Year Term:

- Chuck Hess – 173 votes

Audit Committee:

- Grace Fisher – 219 votes
- Dave Benack – 208 votes
- Bill Jones – 208 votes

3. Board Reorganization and Election of Officers

The following Board members were elected to the following offices:

- Stefan Brodd – President
- Debbie McKinley – Vice-President
- Ed James – Secretary
- Chuck Hess – Treasurer

4. Code of Ethics Acknowledgement – (Attachment #1)

GM Ralph presented the Code of Ethics Acknowledgement for Directors to sign and return.

5. Visitors and Members (Comment Period)

Daniel Siebert voiced his concerns on the duplication of yard inspections on certain courts. GM Ralph explained the maintenance team is revising the inspection list.

Director Whipple asked for clarification on how the courts for yard inspections are selected. GM Ralph explained he was not certain what process is utilized in the selection process but advised he would obtain additional information.

Molly Lester suggested the Board consider a training program that would educate new staff and newly appointed Board members on Greenbelt and GHI. GM Ralph explained there is a current orientation that provides education on Greenbelt and GHI, but based on the magnitude of GHI, mistakes will happen, but staff continues to work on improvement.

6. 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:

- Marianne T. Mason; Sole Owner,
- Amory L. Jendrek; Sole Owner,
- Eric R. Jackson, Carly Fabian,
- Anna M. Yancich; Sole Owner,
- Meshan Lehmann; Sole Owner,
- Kristen A. Bullard; Sole Owner,
- Doreen R. Christian; Sole Owner,
- Sally L. Maier; Sole Owner,
- Ashley M. Alberti; Sole Owner,
- Patricia A. Kluck, John A. Hodges, Edmund Hodges-Kluck; Joint Tenants.

Moved: James

Seconded: Hess

Carried: 8-0

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

- Gail A. Flowers; Sole Owner.

Moved: James

Seconded: Hess

Carried: 8-0

7. Committee Reports

Director McKinley reported that staff member Peter May posted some education videos about stormwater management and swales on behalf of the Buildings Committee.

Secretary James reported the Woodlands Committee is working on continuing to successfully build their “Caretaker Program,” which assigns committee members to care for specific plots throughout the community.

8. For Action or Discussion

8a. Appointment of Member Complaints Panels

The following Complaint Panels were established for the 2022-2023 Board term:

Complaint Panel #1:

- Stefan Brodd (Chair)
- Heather Mortimer

- Jason Luly

Complaint Panel #2:

- Debbie McKinley (Chair)
- Denna Lambert
- Chuck Hess

Complaint Panel #3:

- Ed James (Chair)
- James Whipple
- Erin Bilyeu

8b. Designation of GDC Stockholders

After the election of the 2022-23 GHI 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 GHI owns. Traditionally, the GHI Board grants each GHI Director a proxy for 1/9th of the GHI shares of stock in GDC.

The stockholders will elect a new Board of Directors during the next GDC stockholders' meeting on June 2, 2022.

Motion: I move that Stefan Brodd, Ed James, Deborah McKinley, Erin Bilyeu, Chuck Hess, Denna Lambert, Jason Luly, Heather Mortimer, and James Whipple 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: Hess

Seconded: Lambert

Carried: 8-0

8c. Proposed Meeting Dates for the Remainder of 2022

The following dates are proposed for Board meetings until the end of 2022:

Thursday, June 2 nd at 7:00 p:m	Regular Board Meeting
Thursday, June 16 th at 7:00 p:m	Regular Board Meeting
Monday, June 20 th at 7:00 p:m	Training session re: Interpreting financial statements
Thursday June 23 rd at 7:00 p:m	Work session with the Buildings Committee re: their report on the plumbing repair and refurbishment pilot program
Sunday, July 10 th or Sunday, July 17 th from 9:00 - 4:00 p:m	In-person work session to update the Board's Strategic Action Plan

Thursday, July 14 th	Regular Board Meeting
One of the following dates based on the City Council's availability:	Annual work session with the Greenbelt City Council
· July 11 th at 8:00 p:m	
· July 18 th at 8:00 p:m	
· July 25 th at 8:00 p:m	
Thursday, August 11 th	Regular Board Meeting
Thursday, August 25 th	Work session beginning @ 7.00 p.m. between the Board and Finance Committee re: preliminary discussions about the 2023 budget
Thursday, September 1 st	Regular Board Meeting
Thursday, September 15 th	Regular Board Meeting
Thursday, October 6 th	Regular Board Meeting
Thursday, October 13 th	Work session beginning @ 7.00 p.m. between the Board and Finance Committee re: the first draft of the 2023 budget, followed by a member input session.
Thursday, October 20 th	Regular Board Meeting
Thursday, November 3 rd	Regular Board Meeting - 1st reading of the 2023 budget
Thursday, November 17 th	Regular Board Meeting - 2nd reading of the 2023 budget
Thursday, December 1st	Regular Board Meeting
Thursday, December 15th	Regular Board Meeting

The Board approved the schedule of meeting dates by consensus.

8d. Approve Minutes of the Open Meeting Held on April 7, 2022 – (Attachment #2)

Motion: I move that the Board of Directors approve the minutes of the Open Meeting held on April 7, 2022 as presented.

Moved: James

Seconded: Luly

Carried: 8-0

8e. Buildings Committee Report re: Plumbing Repair and Refurbishment Pilot Program – (Attachment #3)

Water supply pipes in masonry homes, and waste pipes in frame and masonry homes, are approaching the end of their useful lives and must be replaced or refurbished. In preparation for this eventual replacement/refurbishment, staff, the Buildings Committee and the Board of Directors undertook the following actions:

- a. On May 3, 2018, the Board directed the Buildings Committee to research pros and cons of relining vs replacing waste and water supply piping in frame and masonry homes and recommend which option should be adopted.
- b. On December 20, 2018, the Board accepted a report from the Buildings Committee on piping repair/replacement options. On January 17, 2019, the Board acted on the Buildings Committee recommendation and approved undertaking a study to evaluate plumbing pipes in a sample of frame and masonry homes.
- c. In 2019, staff prepared an RFP (Request for Proposals) document and sought bids from engineering consulting firms to conduct the study.
- d. On February 20, 2020, the Board approved a contract with Engineering and Technical Consultants (ETC) to evaluate the condition of plumbing pipes in a sample of approximately 10% of frame and masonry homes and design a pilot study to evaluate methodologies for the repair and replacement of pipe systems in frame and masonry homes.
- e. On November 19, 2020, the Board reviewed the ETC's report and decided to cancel the final phase of the ETC contract to develop a pilot program.
- f. On January 21, 2021, the Board requested the Buildings Committee recommend the next actions that should be undertaken in planning for the future repair/replacement of pipes in frame and masonry homes.

Attachment #3 is a comprehensive report from the Buildings Committee, which recommends that staff should organize and conduct a plumbing repair and refurbishment pilot program involving 24 to 32 units to test alternative technologies to 'hard pipe replacement.' The report states that the primary purpose of the pilot program is to implement the pipe repair and refurbishment techniques associated with alternative technologies recommended, alongside a 'control group' of homes with hard pipe replacement to determine whether there are savings in materials and installation costs. The pilot project will also help to inform the Board and staff of member impacts related to displacement and illuminate challenges and opportunities related to communicating with, compensating, and working directly with members.

This item is on the agenda for discussion and action.

Motion: I move that the Board of Directors hold a work session with the Buildings Committee on June 23, 2022, to discuss the committee's report regarding a proposed Plumbing Repair and Refurbishment Pilot Program.

Moved: McKinley

Seconded: James

Carried: 8-0

8f. Request the Investment Committee to Review Bids and Recommend an Investor Firm to Invest GHI Funds

GHI's Board of Directors first established an Investment Policy in April 1997. In March 1998, the Board established an Investment Committee to periodically invest funds which are not required for current operations and recommend modifications to the investment policy as appropriate.

The approach of the Investment Committee historically was relatively conservative, establishing a bond ladder of progressively maturing corporate bonds rated BBB or higher. The bond ladder was established with the expectation that the corporate bonds would be held to maturity keeping in mind the future cash needs of the cooperative and when that cash would be necessary. The Investment Committee also invested in bond mutual funds.

In 2019, the Board and the Investment Committee became aware that investments were not in accordance with the Prudent Person Rule. The Board sought a legal opinion on this matter and decided to change the approach. Since that time, investments have been made only in federally backed securities and money market funds.

Based on legal opinion in 2021, the Board of Directors decided that GHI may make investments in accordance with the Prudent Investor Rule, under the guidance of a qualified fiduciary investment advisor.

With assistance from the Investment Committee, staff prepared an RFP for Investment Advisory which was distributed to several firms on January 31, 2022. Unfortunately, only one (1) bid was received. After discussing the matter with the Manager, staff distributed the RFP a second time to fourteen (14) fee-only investment advisory firms. Staff followed up with each firm to confirm RFPs were received and inquire of their intentions to attend a pre-bid meeting and ultimately submit bids. Three (3) firms attended the pre-bid meeting in-person and one (1) firm attended remotely. Staff received four (4) qualified bids from the following firms:

- Bestgate Wealth Advisors LLC – Frederick, MD
- Beyond Profit and Wealth Consulting – Laurel, MD
- Farr, Miller & Washington – Washington, DC
- Impact Capital Strategies – Washington, DC

Considering that the Investment Committee assisted staff in developing the RFP, and the importance of selecting the most appropriate firm, staff recommends that the Investment Committee and GHI's Director of Finance (staff liaison to the Investment Committee) should review the bids that were received and meet with the principals in closed meetings. After such review and interviews are complete, the Investment Committee should recommend which firm should be selected to provide Investment Advisory Services to GHI.

Motion: I move that the Board of Directors direct the Investment Committee to review bids that four investment advisory firms submitted and to meet their principals in open and/or closed meetings. The Investment Committee shall then make a recommendation to the

Board of Directors by August 30, 2022 regarding the firm that should be selected to provide Investment Advisory Services to GHI.

Moved: Hess

Seconded: July

Carried: 8-0

8g. Motion to Hold a Closed Meeting on June 2, 2022

Motion #1: I move to hold a closed meeting of the Board of Directors at 7:00 pm on June 2, 2022.

Moved: Hess

Seconded: James

Carried: 8-0

Motion #2: I move to hold a closed meeting of the Board of Directors immediately following this meeting on May 19, 2022.

Moved: Hess

Seconded: James

Carried: 8-0

9. Items of Information

9a. President's Items

President Brodd asked members to provide feedback on their opinion(s) about the Annual Meeting held on May 12, 2022.

9b. Board Members' Items

Secretary James expressed agreement with Director McKinley to have a Board discussion regarding personally identifiable information and the release of that data.

Treasurer Hess supported the above comment by Secretary James.

9c. Audit Committee's Items

None

9d. Manager's Items

Director of Finance, Joe Perry, notified members an E-News Blast would be coming out to encourage members to create Auto Pay accounts in Yardi to continue recurring monthly payments.

Motion: To adjourn.

Moved: Hess

Seconded: James

Carried: 8-0

The meeting adjourned at 8:05 pm.

Ed James
Secretary