

Minutes  
GDC Board of Directors  
**Regular Session**  
**(Virtual Zoom)**  
**May 6, 2021**

Board Members Present: Brodd, Carter-Woodbridge, Hess, James, Jones, Luly, McKinley, Ready, and Skolnik

Others in Attendance:

Eldon Ralph, GHI General Manager  
Tom Sporney, GHI Assistant General  
Manager  
Stuart Caplan, GHI Director of Technical  
Services  
Joe Perry, GHI Director of Finance  
Maesha McNeill, GHI Human Resources  
Manager  
Neron Adams-Escalera, GHI Director of  
Member Services

Greg Eck, GHI Accountant  
Sam Lee, GHI Audit Committee Member  
Kathleen McNamara, GHI Audit Committee  
Member  
Pat Holobaugh  
Joe Robbins  
Anna Socrates  
Stephen Holland  
Stephanie O'Brien  
Altoria Ross, GHI Recording Secretary

President Brodd called the meeting to order at 7:46 pm.

1. Approval of Agenda

**Motion: To approve the agenda as presented.**

Moved: Hess

Seconded: James

Carried: 9-0

2. Visitors (Comment Period)

None.

3. For Action or Discussion

3a. Approve Minutes of the Open Session Meeting Held on April 1, 2021

**Motion: I move that the Board of Directors approve the minutes of the Open Session Meeting that was held on April 1, 2021 as presented.**

Moved: James

Seconded: Skolnik

Carried: 7-0-2

Abstained: Brodd, Luly

3b. Establish a Date for the Year 2021 Annual Stockholders' Meeting

GDC's current bylaws stipulate that the annual meeting of the stockholders shall be held in June of each year, with the exact date set by the GDC Board of Directors, at which meeting they shall elect, by plurality vote, a Board of Directors and Officers and may transact such other business as may come before the meeting.

This item is on the agenda for the Board of Directors to establish a date for the 2021 stockholders' meeting.

**Motion: I move that the Board of Directors hold the 2021 GDC stockholders' meeting on June 3, 2021 commencing at 7:45 pm.**

Moved: Hess

Seconded: Jones

Carried: 9-0

3c. Report on the Operations of GDC for the Year 2020 – (Attachment #2)

GDC's bylaws stipulate that the President shall cause to be submitted a report of the operations of GDC for the year to the Directors at their meeting preceding the annual meeting of the stockholders and to the stockholders at their annual meeting. The President's report is in attachment #2.

**Motion: I move that the Board of Directors accept the report submitted by the Board President regarding GDC's 2020 operations.**

Moved: Hess

Seconded: Carter-Woodbridge

Carried 9-0

3d. Review 2020 Year-end Financial Statements

Joe Perry, GHI's Finance Director, presented the GDC 2020 year-end financial statements during the meeting.

3e. Proposed Revisions to GDC's Bylaws

The GDC Bylaws Review and GHI/GDC Relationship Task Force (GDCTF) reviewed the bylaws of the Greenbelt Development Corporation (GDC), beginning in February 2020. In January 2021, it decided to forward its revisions, questions, and comments to GDC's attorney. In March 2021, having received guidance from the attorney, the task force reviewed the responses and advised staff to prepare a final document (attachment #4a).

During its meeting in April 2021, the GDCTF recommended 3-0 to send the revised GDC bylaws to the GDC Board for approval (attachment #4b).

**Motion: I move that the GDC Board of Directors adopt the revised GDC bylaws as further revised on May 6, 2021.**

Moved: Hess

Seconded: McKinley

Carried: 9-0

3f. Proposed Revision to GDCTF Charter

Following the establishment of the GDC Bylaws Review and GHI/GDC Relationship Task Force (GDCTF), original members of the task force have resigned and not been able to attend meetings for personal reasons. The original charter specified five (5) members. At its April <https://duckduckgo.com/?q=eternity&t=raspberrypi&ia=web> 2021 meeting, the GDCTF

recommended a revision to the following charter to change the size of the task force to three (3) members.

**GDC Bylaws Review and GHI/GDC Relationship Task Force Charter**

The Board of Directors charged this task force to accomplish the following tasks and authorized the Manager to hire a corporate attorney to assist the task force:

1. Review GDC bylaws and recommend changes that should be made.
2. Recommend changes to GHI/GDC bylaws that are needed to make it legal and easier for acquisition of additional GDC properties.
3. Prepare a proposed written agreement of GHI/GDC responsibilities to each entity.

The Task Force shall consist of at least three (3) members.

**Motion: I move that the GDC Board of Directors accept the revised GHI/GDC Relationship Task Force Charter as presented.**

Moved: Hess

Seconded: Skolnik

Carried: 9-0

**Motion: To adjourn.**

Moved: Hess

Seconded: James

Carried: 9-0

The meeting adjourned at 8:04 pm.

Ed James  
Secretary