

Minutes  
GHI 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, General Manager	Sam Lee, Audit Committee Member
Tom Sporney, Assistant General Manager	Kathleen McNamara, Audit Committee Member
Stuart Caplan, Director of Technical Services	Pat Holobaugh
Joe Perry, Director of Finance	Joe Robbins
Maesha McNeill, Human Resources Manager	Anna Socrates
Neron Adams-Escalera, Director of Member Services	Tom Adams
Joe Wichagen, Director of Homes Improvement Program	Stephen Holland
Greg Eck, Accountant	James Hsu
	Stephanie O'Brien
	Altoria Ross, Recording Secretary

President Brodd called the meeting to order at 8:04 pm.

1. Approval of Agenda

*Item 6e was removed from the agenda.*

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

Moved: Hess

Seconded: Skolnik

Carried: 9-0

2. Announcement of Executive Session Meetings

2a. Announcement of an Executive Session Meeting Held on April 15, 2021

GHI's Board of Directors held an Executive Session meeting on April 15, 2021 via internet audio/video conference, with Board members Stefan Brodd, Zoe Carter-Woodbridge, Chuck Hess, Ed James, Bill Jones, Deborah McKinley, Sue Ready, Steve Skolnik, and Audit Committee members Christopher Carbone, Sam Lee and Katie McNamara participating. Board member Jason Luly joined the meeting at 9:30 pm, when it reconvened following a GHI Open Session meeting.

The following motion to call the meeting was made during a prior open meeting that evening and approved by Board members Stefan Brodd, Zoe Carter-Woodbridge, Chuck Hess, Ed James, Bill Jones, Deborah McKinley, Sue Ready, and Steve Skolnik.

**Motion: I move that the Board of Directors hold an Executive Session meeting after this Open Session Meeting is adjourned, to discuss the following agenda items, as authorized by the pertinent sub-paragraphs of the Maryland Cooperative Housing Act § 5-6B-19 (e)(1).**

Agenda item	Sub-paragraph of § 5-6B-19 (e)(1)
a) Approve Minutes of Executive Session Meeting held on March 18, 2021	(vii)
b) Consider Approval of the Following Contracts: <ul style="list-style-type: none"> <li>• 2021 Gutter Cleaning Contract– 2<sup>nd</sup> reading</li> <li>• 2021 Contract for Replacing Roofs on Frame Homes and Additions – 2<sup>nd</sup> reading</li> <li>• Contract for Crawlspace Improvements to Pilot Buildings, Units on Woodland Way and Additions – 2<sup>nd</sup> reading</li> <li>• 2021 Contract for Replacing Roofs on Attached and Detached Garages – 1<sup>st</sup> reading</li> </ul>	(vi)
c) Request by an Applicant for Membership for an Exception to the GHI Membership Selection Criteria Policy	(iv)
d) Referral of an Application for Membership to the Board of Directors for Review	(iv)
e) Request by a Member for an Exception to the Two-Year Profit Limitation Provision in the Mutual Ownership Contract	(iv)
f) Request by a Member for a Rental Permit Extension	(iv)
g) Member Financial Matters	(viii)
h) Personnel Matters	(i)
i) Member Complaint Matters	(iv)

During the meeting, the Board approved the following contracts for second and final readings:

- a) A contract with DGC Cleaning Services to perform the spring & fall cleaning of gutters for GHI frame, brick, block homes, garages, and 400 flat porch roofs without gutters (fall cleaning only) at its bid of \$74,780, plus 10% for contingencies, for a total contract amount not to exceed \$82,258.
- b) A contract with RRH Associates to replace the existing shingles and gutters on the roofs at 66 frame homes with Certain Teed Landmark Pro AR architectural shingles and thirteen (13) additions (12 shingles, 1 EPDM) at its bid of \$190,031, with a 10% allowance for contingencies, for a total contract amount not to exceed \$209,034.
- c) A contract with Foam InSEALators for undertaking crawl space improvements at 4A-D Laurel Hill Rd, 9J-R Laurel Hill Rd {4 units}, 10A-D Southway, and 54 A-F Ridge Rd, 2

additions at 5-B Eastway and 2-B Northway, and units at 3,4,5,6 Woodland Way for a cost of \$62,169.04, plus 10% for contingencies, for a total contract amount not to exceed \$68,386.

The meeting began at 7:05 pm, recessed at 7:45 pm, reconvened at 9:30 pm. and adjourned at 10:48 pm.

2b. Announcement of a Complaint Hearing Held in a Closed Meeting on April 19, 2021

On April 19, 2021, Board members Ed James, Deborah McKinley and Steve Skolnik, held a complaint hearing regarding a dispute between two members. The hearing was conducted in a closed meeting, via internet audio/video conference. Audit Committee member Katie McNamara attended the hearing.

The closed meeting was authorized by sub-paragraph § 5-6B-19 (e)(1)(iv) of the Maryland Cooperative Housing Act.

The motion to hold the hearing was approved by an 8-0 vote of the Board of Directors during an Executive session meeting on March 18, 2021.

The complaint hearing commenced at 6:32 pm and ended at 8:33 pm.

2c. Announcement of a Complaint Hearing Held in a Closed Meeting on April 26, 2021

On April 26, 2021, Board members Zoe Carter-Woodbridge, Chuck Hess and Sue Ready, held a complaint hearing with a member regarding a unit that has been unoccupied by more than one year. The hearing was conducted in a closed meeting, via internet audio/video conference. Audit Committee member Katie McNamara attended the hearing.

The closed meeting was authorized by sub-paragraph § 5-6B-19 (e)(1)(iv) of the Maryland Cooperative Housing Act.

The motion to hold the hearing was approved by an 8-0 vote of the Board of Directors during an Executive session meeting on March 18, 2021.

The complaint hearing commenced at 6:33 pm and ended at 7:28 pm.

2d. Announcement of an Executive Session Meeting Held on May 6, 2021

*This meeting is still in recess and will be reported on at a subsequent meeting.*

3. Visitors and Members (Comment Period)

Stephen Holland, 56-E Ridge Road, asked for clarification on the crawl space improvements because he said he thought they had been completed. Joe Wiehagen, Director of Homes Improvement Program, gave Holland an explanation.

4. 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:**

- Haven Carlson, Sole Owner;
- Heath Cohen, Sole Owner.

Moved: James

Seconded: Hess

Carried: 9-0

**Motion: I move that the Board of Directors approve the following mutual ownership contract change:**

- Jason Aldag, Amanda Cornaglia, Tenants by the Entirety is changed to Jason Aldag, Sole Owner.

Moved: James

Seconded: Hess

Carried: 9-0

**Motion: I move that the Board of Directors approve the following mutual ownership contract recreation:**

- Lauren R. Byers, Sole Owner.

Moved: James

Seconded: Hess

Carried: 9-0

5. Committee and Homes Improvement Program Reports

Communications Committee: The committee is collaborating with GM Ralph and Adams-Escalera, Director of Member Services, to revise the membership handbook.

Buildings Committee: The committee is developing a pilot survey for plumbing replacements.

Stormwater Management Taskforce: The taskforce is working on educational material to teach the membership about the purpose of swales and how to maintain them.

Architectural Review Committee: The committee is still working on vertical siding options for townhouses and two-story family units.

6. For Action or Discussion

6a. Approve Minutes of the Special Open Session Meeting Held on April 1, 2021

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

Moved: James

Seconded: Hess

Carried: 7-0-2

Abstained: Brodd, Luly

6b. Approve Minutes of the Regular Open Session Meeting Held on April 1, 2021

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

Moved: James

Seconded: Hess

Carried: 7-0-2

Abstained: Brodd, Luly

6c. Interim Report from the Transition Task Force

Attachment #7 is a report that is intended to update the Board about the work the GHI Transition Task Force has done to date, including progress reports from two work groups – Governance and Revenue Enhancement. The Task Force has recommended holding a work session with the new Board in June or July to discuss its work to date and proposed next actions by the Task Force, Board and members.

**Original Motion: I move that the Board of Directors accept the interim report from the Transition Task Force as presented.**

Moved: Hess

Seconded: Luly

Amended and carried by a later vote

**Motion to Amend: I move to insert “the recommended next step presented in ” after “accept”.**

Moved: McKinley

Seconded: Skolnik

Carried: 6-3

Opposed: James, Hess, Ready

**Motion as Amended: I move that the Board of Directors accept the recommended next step presented in the interim report from the Transition Task Force as presented.**

Moved: Hess

Seconded: Luly

Carried: 7-2

Opposed: James, Hess

6d. Final Report re: The Homes Improvement Program

In 2017, the Board decided that there should be a historical record regarding the execution of the Homes Improvement Program (HIP).

HIP Director Joe Wiehagen recently prepared a final summary report on the HIP (attachment #8) and will present it during the Board meeting.

**Motion: I move that the Board of Directors accept the final report from staff as presented, regarding the Homes Improvement Program.**

Moved: Hess

Seconded: Skolnik

Carried: 9-0

6e. Permit Request to Install a 42" 3-Rail Wooden Fence to Enclose the Serviceside yard at 4-D Hillside Rd

*This item was removed from the agenda.*

6f. Revisions to GHI Employee Handbook

An employee handbook is a valuable communication resource for both GHI and the employees. It provides guidance and information related to GHI's mission, values, policies, procedures, and benefits in a written format.

The employee handbook is important as it provides standardization of personnel and benefit policies, preventing misunderstandings, complaints, and job dissatisfaction out of misinterpretation of personnel and benefit policies by employees. Maesha McNeill, Human Resources Director has worked with senior staff and GHI's legal counsel Tiffany Releford to update the employee handbook.

This edition of the employee handbook (attachment #10) contains revisions to current policies and some newly created policies. The table below shows new and revised policies:

<b>New Policies</b>	<b>Revised/ Updated Policies</b>
Diversity & Inclusion	Equal Employment Opportunity
Lactation Accommodation	Infectious Disease Control
Telework	Harassment
Earned Sick and Safe Leave	Confidentiality of Information
Professional Development	Use of GHI Information Technologies
Business Travel	Employee Assistance
Care of Company Property	Drug & Alcohol
Information Technology Resources	Conflicts of Interest
Use of the Internet and Email	Corrective Actions
Email & Communication	Whistle Blower
Data Confidentiality	Parking
Computer Viruses	Sick Leave
Copyright Protection	Job Posting
Network Security	Smoking
No expectation of Privacy	Individuals with Disabilities & Requesting Reasonable Accommodation
Cell Phones & Smart Phones	Voluntary Terminations of Employment
Safety Issue for Cellular & Smart phone Use	Health, Dental, Vision Insurance
Social Media	Standards of Attendance
	Personnel & Medical Records
	Parking
	Loss of GHI Equipment
	Mileage

Should you need more information on any policy within the handbook prior to the May 6<sup>th</sup> Board Meeting, you are encouraged to email Human Resources at [mmcneill@ghi.coop](mailto:mmcneill@ghi.coop) so that we are prepared to address any specific concerns you may have.

**Motion: I move that the Board of Directors endorse the revised GHI Employee Handbook as further revised at the May 6, 2021 Board meeting and authorize the Manager to disseminate the Handbook to GHI staff.**

Moved: Skolnik

Seconded: McKinley

Carried: 9-0

6g. Finance Committee's Recommendation re: Proposed Alternate Agreement for GHI Solar PVES

During the annual membership meeting on May 10, 2018, a vote was taken to authorize GHI's Board of Directors to enter into a contract to install a solar photovoltaic electrical system to supply electricity for GHI's Administration Building. Two options were considered and approved.

- Option 1, as Amended

On behalf of the Board, be it moved that the membership of Greenbelt Homes Inc. permits the Board of Directors to enter into a contract to purchase a solar panel system of at least 125-kilowatt capacity for no more than \$280,000 that would supply electricity to GHI's Administration Buildings.

- Option 2, as Amended

On behalf of the Board, be it moved that the membership of Greenbelt Homes Inc. permits the Board of Directors to enter into a Power Purchase Agreement for a solar panel system that would supply electricity to GHI's Administration Buildings, not to exceed \$22,000 for the first year with adjustments for the rising cost of electricity in future years.

During the executive session meeting on September 6, 2018, the Board passed a motion to authorize the manager to enter a contract with Sustainable Energy Systems (SES), whereby SES would finance, and construct a 133KW (AC) solar photovoltaic energy system (pves) on the premises of the Administration Building Complex and GHI would purchase electrical energy for a minimum of 15% less than the rate that PEPCO charges. The construction of the solar pves is nearing completion.

SES has offered to amend the agreement from a Power Purchase Agreement (PPA) to a prepaid PPA (refer to attachment #9a). The financial analysis is provided in attachment #9b.



Under the prepaid PPA, GHI would pay SES \$258,155.52 at the beginning of the contract; an amount that is equivalent to the savings GHI would accrue in electrical costs plus solar renewable energy credits received by year 9 after the system is commissioned. SES would own the system for a period of 5 years and then sell or donate the system to GHI. Upon the transfer of ownership to GHI, SES would continue to honor its 25-year workmanship warranty and transfer the remainder of the 20-year inverter and other manufacturer warranties to GHI.

On February 18, 2021, the Board directed the Finance Committee to recommend with pros and cons whether GHI should amend the current Power Purchase Agreement with SES, in favor of a prepaid Power Purchase Agreement.

The Finance Committee reviewed the information provided and recommended that the Board of Directors consider the proposed amendments to the GHI's solar PVES PPA agreement by deliberating the following factors:

#### Pros

- Savings over the life of the system,
- Simplicity of the transaction

#### Cons

- Initial payment would not be available for investment (currently yielding approximately 0.40% interest income based on 2020 information),
- Requires more trust in the contractor,
- Raises question regarding warrantee,
- Need to pay someone to inspect the system,
- May need to hire a lawyer to evaluate the validity of the agreement in accordance with GHI Bylaws

**Motion: I move that the Board of Directors establish a task force including members and technical staff to negotiate with SES Inc. and formulate a revised draft pre-paid Power Purchase Agreement by July 1, 2021, taking into consideration the factors that the Finance Committee cited.**

Moved: Hess

Seconded: James

Carried: 9-0

6h. Review 2020 Year-end Financial Statements

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

**Motion: I move that the Board of Directors accepts the report from the Director of Finance.**

Moved: Hess

Seconded: McKinley

Carried: 9-0

6i. Draft Policy for Utilization of the Recreational Vehicle Lots

On December 3, 2020, the Board established a task force to recommend a policy regarding the storage of vehicles in GHI's Boat Lots. On March 18, 2021, the Board reviewed a draft policy that the task force developed and forwarded it to the Communications Committee for editing.

Attachment #13 is the Communications Committee's edited version of the draft policy. The highlighted text requires Board input.

**Motion: I move that the Board of Directors sends back the draft policy for Storing Recreational Vehicles in the GHI Boat Lots to the task force for further consideration.**

Moved: Ready

Seconded: Hess

Carried: 8-1

Opposed: Jones

6j. Letter from the City of Greenbelt re: Support for Persons Financially Affected by the Covid Pandemic

Attachment #14 is a letter stating that the City of Greenbelt would like to hear what our community is doing to assist residents who have been financially affected by the Covid -19 pandemic. Staff suggests that either the Board President or General Manager should respond to this question.

Staff proposes to inform members and tenants of the GDC Parkway Apartments about the support services/and programs that are available, as described in the letter.

**Approved by Consensus:** The Board President responds to the City's letter in terms of the ways the GHI membership is responding to persons financially affected by the COVID Pandemic.

7. Items of Information7a. Board 12 Month Action Plan and Committee Task List7b. Monthly GHI and City Calendars7c. President's Items

Brodd thanked Vice President Skolnik for his contributions to the community.

7d. Board Members' Items

Skolnik thanked the board, GM Ralph and staff for their service.

James thanked the current board members, some who won't be returning to the board.

Hess thanked Skolnik for his long service and hoped he will continue to help GHI.

Ready said she was happy not to have to attend any more Zoom meetings.

Jones said he appreciated the service of the retiring board members.

McKinley expressed her appreciation and said she would be absent from the next GHI meeting.

7e. Audit Committee's Items

Kathleen McNamara also thanked Ready, Skolnik and GHI.

7f. Manager's Items

GM Ralph said he was sorry to see Ready and Skolnik leave because of their great wisdom and experience. He said they are very frank and persons of great integrity. Ralph also said that Wednesday was Wiehagen's last day at GHI.

**Motion: To adjourn.**

Moved: Hess

Seconded: Skolnik

Carried: 9-0

The meeting adjourned at 9:51 pm.

Ed James  
Secretary