

Minutes
Board of Directors
GHI Regular Open Session
May 7, 2020

Board Members Present: Brodd, Hess, Holland, James, Jones, Ready, Skolnik, Socrates and Watkins

Excused Absences:

Others in Attendance

Eldon Ralph, General Manager	Molly Lester
Tom Sporney, Assistant General Manager	Cynthia Newcomer
Joe Perry, Director of Finance	Jason Luly
Greg Eck, Finance Manager	Lore Rosenthal
Stuart Caplan, Director of Technical Services	Michael Hartman
Maesha McNeill, Human Resources Manager	Donna Hoffmeister
Bruce Mangum, Contract Processing	Brian Dahlk, Wegner CPA's, LLP
Carol Griffith, Audit Committee Chair	Ben Fischler
Joyce Campbell, Audit Committee Member	Barbara Glick
	Johanna Jones
	Tom Jones
	Monica Johnson, Recording Secretary
Robin Everly, Audit Committee Member	

President Skolnik called the meeting to order at 8:26 pm.

1. Approval of Agenda

Motion: I move that the Board of Directors approve the agenda.

Moved: Hess

Seconded: James

Carried: 9-0

2. Announcement of Executive Session Meetings

2a. Announcement of Executive Session Meeting held on April 16, 2020

GHI's Board of Directors held an Executive Session meeting on April 16, 2020 via videoconference, with Board members participating from remote locations. Board members Stefan Brodd, Chuck Hess, Stephen Holland, Ed James, Bill Jones, Sue Ready, Steve Skolnik, Anna Socrates, Tami Watkins and Audit Committee members Joyce Campbell, Robin Everly, and Carol Griffith attended the meeting.

The following motion to call this meeting was made during a prior open meeting earlier that evening and approved by Board members Stefan Brodd, Chuck Hess, Stephen Holland, Ed James, Bill Jones, Sue Ready, Steve Skolnik, Anna Socrates, Tami Watkins.

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 19, 2020	(vii)
b. Consider Approval of the Following Contracts: <ul style="list-style-type: none"> • 2020 Gutter Cleaning Contract – 2nd reading • 2020 Contract for Replacing Air Conditioning Units for Larger Townhomes – 2nd reading • 2020 Contract for Replacing Roofs for Frame Buildings – 2nd reading • 2020-2022 Contract for Employee Uniforms – 2nd reading 	(vi)
c. Member Financial Matters	(viii)
d. Proposed Assignment of the Membership Interest in a Unit to GHI	(iv)
e. Complaint Matters	(iv)
f. Status of Solar PVES Contract for the Administration Building	(vi)

During the meeting, the Board of Directors approved the following contracts:

- a. A contract with DGC Cleaning Services to perform spring & fall cleaning of gutters for frame, brick, block homes, garages, and 400 flat porch roofs without gutters (fall cleaning only) at its bid of \$28,470 (spring) and \$35,220 (fall), respectively, for a total amount of \$63,690, plus 10% for contingencies, for a total contract amount not to exceed \$70,059.
- b. A contract with James Vito, Inc. for the replacement of three (3) air conditioning units in GHI's larger homes at its bid of \$9,520, plus 10% for contingencies, for a total contract amount not to exceed \$10,472.
- c. A contract with RRH Associates to replace the existing shingles and gutters on the roofs at 64 frame homes with Certainteed Landmark Pro AR architectural shingles and seven 7 additions (5 shingles, 1 EPDM, 1 modified bitumen) at its bid of \$188,612, with a 10% allowance for contingencies, for a total contract amount not to exceed \$207,473.

- d. A three-year contract with Ace Uniform for the supply of rental uniforms to GHI employees effective from June 30, 2020, in accordance with its proposal and the costs indicated in the table below:

weekly charges	rental only	+ laundry
Work pants (28-40" waist)	\$0.22	\$0.25
Plus size (>40" waist)	\$0.27	\$0.30
Long sleeve work shirt (S-4X)	\$0.17	\$0.20
Plus size (5X-6X)	\$0.20	\$0.24
Short sleeve work shirt (S-4X)	\$0.17	\$0.20
Plus size (5X-6X)	\$0.20	\$0.24
Polo shirt (S-4X)	\$0.22	\$0.26
Plus size (5X-6X)	\$0.26	\$0.31
Dress slacks (28-40" waist)	\$0.22	\$0.26
Plus size (>40" waist)	\$0.26	\$0.31
Dress shirt	\$0.21	\$0.25
Plus size (specify)	\$0.25	\$0.30

The meeting began at 9:49 pm and adjourned at 10:25 pm.

2b. Announcement of Executive Session Meeting held on May 7, 2020

Still in session.

3. Visitors and Members (Comment Period)

Cynthia Newcomer mentioned her support for the proposed "Fee Deferrals at GHI in a Time of COVID-19" program.

Jason Luly also supports the Fee Deferrals program.

4. Approval of Addendum for Trust Ownership and Trustee's Affidavit

Amber Steele, Steve R. Dinkins and Becky L. Steele, request approval of the Addendum for Trust Ownership for 3-D Plateau Place and Trustee's Affidavit of Amber Steele, Steve R. Dinkins and Becky L. Steele known as The Steele Family Real Property Trust. Trustee – Amber Steele, of The Steele Family Revocable Trust of 2020 will serve as trustee and beneficiary under a trust agreement dated March 24, 2020. The Mutual Ownership Contract will be presented for approval under new memberships. The Addendum for Trust Ownership, Trustee's Affidavit and revocable Trust agreement are presented in Attachment #3.

Motion: I move that the Board of Directors approve the addendum for trust ownership and trustee affidavit of Amber Steele, Steve R. Dinkins and Becky L. Steele, trustees of the Steele Family Real Property Revocable Trust of 2020, thereby allowing them to place the membership and equity interest for 3-D Plateau Place into a living trust dated March 24, 2020.

Moved: Hess

Seconded: Ready

Carried: 9-0

5. 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.

- **Ginger T. Chapman, Sole Owner;**
- **Amber Steele, Settlor/Trustee, Steve R. Dinkins, Settlor, Becky L. Steele, Settlor, dated 24 March 2020.**

6. Committee and Homes Improvement Program Reports

Homes Improvement Program – Sporney reported that the contractors are ready to start.

Community Beautification Task Force: James reported that the task force met and prepared a charter that will be submitted to the Board.

Succession Planning Task Force: Holland reported that the task force will hold a teleconference on Thursday at 4 pm.

7. For Action or Discussion

Discussion moved ahead to Item 7d.

7a. Approve Minutes of Regular Open Session Meeting Held on April 2, 2020

Motion: I move that the Board of Directors approve the minutes of the Regular Open Session Meeting that was held on April 2, 2020 as presented.

Moved: James

Seconded: Hess

Carried: 9-0

7b. Presentation of 2019 External Audit Report

Brian Dahlk presented the 2019 audit report that Wegner CPA's, LLP (GHI's external auditor) recently submitted and answered questions from the board.

During the discussion, the following motion was made:

Motion: To extend meeting by 10 minutes.

Moved: Hess

Seconded: James

Carried: 9-0

Motion: I move that the Board of Directors accept the 2019 audit report from Wegner CPA's, LLP that includes the Consolidated Financial Statements for Greenbelt Homes Inc. as of December 31, 2019 and December 31, 2018.

Moved: Hess

Seconded: James

Carried: 9-0

7c. Review 2019 Year-end Financial Statements

Perry presented the GHI's 2019 year-end financial statements and answered questions from the Board.

Discussion moved ahead to Item 7e.

7d. Finance Committee's Proposal re: Fee Deferrals at GHI in a Time of COVID-19

On March 19, 2020, the Board directed staff to waive late fees for members until further notice, if the member submits evidence of a strong adverse financial effect on them related to the pandemic. The Board also asked the Finance Committee to propose a longer-range plan detailing how GHI may continue to support members who are financially affected by COVID-19, while minimizing the impact on GHI's finances. During its meeting on April 23, 2020, the Finance Committee discussed a 'fee-deferral' letter (Attachment #7) that several members had previously submitted to the Board. Thereafter, the Committee formulated the following proposal for the Board's review.

Finance Committee Proposal re: Fee Deferrals at GHI in a Time of COVID-19

Many of our members are experiencing income loss and other financial stresses during this pandemic. GHI should make strong efforts to help members who are temporarily affected, as long as such help does not cause any loss in the long run to GHI members as

a whole. That is, a plan must be made whereby the financial help given to some members will have little or no negative impact on other members.

The following **Emergency Fee Deferral program** will be a substantial help to many of our members, though not all. It provides for up to \$2000 of deferred payment of co-op fees. Repayment will not be required prior to January 2021; a repayment plan will be worked out with the GHI Finance Department.

Any member may apply for the fee deferral program by submitting the following to the GHI Finance Office:

1. Documentation of a strong adverse financial effect on them as a result of the COVID-19 situation.
2. A standard form stating their desire to participate, signed by all members on the MOC. It will also note that all deferrals must be fully repaid if a new share loan is made, or the unit is sold, or a new person is added to the MOC (the **payoff conditions**).

This documentation is to be submitted by email or US mail. After GHI Staff reviews the documentation, and in some cases has a conversation with the member about their documentation, the member will have almost all of their co-op fees temporarily deferred. Specifically, the members can choose the amount of the monthly deferral. A unit is limited to a total of \$2000 in co-op fee deferrals.

Motion: I move that the Board of Directors adopt the Finance Committee's proposal re: Fee Deferrals at GHI in a Time of COVID-19, as revised.

Moved: Hess

Seconded: Holland

Carried: 9-0

Discussion moved back to Item 7a.

7e. Zoning Task Force Recommendation re: Revisions to the M-NCCPC's Neighborhood Study and Draft NCO Zone Standards for Greenbelt

The Zoning Task Force held a meeting on Monday, April 27, 2020 to discuss two documents: the Neighborhood Study Report and the Draft NCO Zone Standards for Greenbelt that the Maryland National Capital Planning and Parks Commission (M-NCPPC) recently released. GHI's Manager contacted GHI's attorney Lawrence Taub regarding M-NCPPC's interpretation of a state law mentioned on page nine of the Neighborhood Study. Mr. Taub has offered to discuss his different interpretation of the state law with M-NCPPC officials; however, he first wants to know what changes GHI wants to see in the Draft NCO Zone Standards.

This item is on the agenda for the Board to discuss the Neighborhood Study and Draft NCO Zone Standards and decide what changes the M-NCPPC should be requested to make to the documents. The following attachments are provided for the Board's review:

- Attachment #8a – NCO Zone Proposal that the Board formulated and approved in February 2019.
- Attachment #8b – Neighborhood Study Report released by the M-NCCPC and the collected comments of the Zoning Task Force regarding the report.
- Attachment #8c – email from Attorney Lawrence Taub regarding his interpretation of the State Law mentioned on page nine of the Neighborhood Study Report.
- Attachments # 8d – Draft NCO Zone Standards released by the M-NCCPC with comments from the Zoning task force in red font.

During the discussion, the following motion was made:

Motion: To extend meeting by 30 minutes.

Moved: Hess

Seconded: Brodd

Carried: 7-2

Opposed: Holland, Socrates

Motion: I move that the Board of Directors approve the Zoning Task Force's proposed changes to the Neighborhood Study and Draft NCO Zone Standards for Greenbelt as revised. Further, I move that the Board direct the Manager to request GHI's attorney Lawrence Taub to review the proposed changes and recommend the next steps that should be taken.

Moved: Hess

Seconded: Holland

Carried: 9-0

7f. Options for Holding the Annual Membership Meeting During the COVID-19 Pandemic

On March 19, 2019, the Board passed a motion to postpone the 2020 GHI Annual meeting until no later than June 30, 2020. Due to public gathering restrictions that have been imposed as a result of the Covid-19 pandemic; uncertainty about when those restrictions will be lifted; and a time period of approximately one month to prepare for an annual membership meeting after public gathering restrictions are lifted, it is possible that GHI may not be able to hold an in-person meeting by June 30, 2020. Hence the Board should consider which of the following options it should adopt if public gathering restrictions imposed by Maryland's Governor are not lifted by May 31, 2020:

- a) Hold a regular in-person annual membership meeting within one month after public gathering restrictions are lifted.
- b) Begin to make plans to hold an electronic annual membership meeting including electronic voting on Thursday, June 25, 2020. Staff contacted Get Quorum (a company that hosts virtual meetings via Zoom for community associations) to ascertain whether it could host our annual membership meeting and the cost for doing so. Staff invited Directors Skolnik and Brodd to attend a presentation by Ms. Paola Shushkovsky of Get Quorum on April 28th. Attachment #9 is Ms. Shushkovsky's proposal; Get Quorum

would charge \$3000 to host the meeting. There are two impediments to hosting an electronic meeting that includes electronic voting:

- Get Quorum will require accurate email addresses of all 1,600 members.
- Several GHI members may not be able to attend the meeting either because they do not have computers or are uncomfortable with the intricacies of participating in a Zoom meeting. Also, members who participate by telephone, will be unable to vote on items such as the approval of minutes, the election of members to the Nominations and Elections Committee and any member petition that is discussed.

Staff will proceed to obtain bids from other vendors to host the meeting if the Board wishes to pursue this option

- c) Hold elections of the Board and Audit Committee by June 30, 2020, if public gathering restrictions are not lifted by the end of May. An electronic meeting could be held to present candidates for the Board and Audit Committee; alternatively, written resumés of the candidates could be delivered to all 1,600 members. Members would be requested to mail in ballots. GHI should be able to self-manage this process. A regular annual membership meeting to approve minutes of the 2019 annual and special meetings, elect members of the Nominating and Elections Committee, discuss reports and new business would be held within one month after public gathering restrictions are lifted.

No action was taken.

8. Items of Information

8a. Board 12 Month Action Plan and Committee Task List

8b. Monthly GHI and City Calendars

8c. President's Items

8d. Board Members' Items

8e. Audit Committee's Items

8f. Manager's Items

Motion: To adjourn.

Moved: Hess

Seconded: Socrates

Carried: 9-0

The meeting adjourned at 11:05 pm.

Ed James
Secretary