

GHI Board of Directors
Regular Session
(Virtual Zoom)
June 3, 2021

Board Members Present: Bilyeu, Brodd, Carbone, Carter-Woodbridge, James, Lambert, Luly, and Mortimer

Excused Absence: McKinley

Others in Attendance:

Eldon Ralph, General Manager

Tom Sporney, Assistant General Manager

Joe Perry, Director of Finance

Neron Adams-Escalera, Director of Member Services

Stuart Caplan, Director of Technical Services

Bruce Mangum, Contract Processor

David Benack, Audit Committee

Sam Lee, Audit Committee

Bill Jones

John Campanile

Alyssa Snider

John Appiah-Duffell

Molly Lester

Henry Haslinger

Jennifer Tschabrunn

Cara Leisnham

Ben Wilhelm

Stephen Holland

Dr. Clayton McCarl, Jr.

Altoria Ross, Recording Secretary

President Brodd called the meeting to order at 8:00 pm.

1. Approval of Agenda

In Item 2b, the phrase “a complaint hearing” was changed to “an Executive Session Board Meeting”.

Motion: To approve the agenda as revised.

Moved: James

Seconded: Carbone

Carried: 8-0

2. Announcement of Executive Session Meetings

2a. Announcement of an Executive Session Board Meeting Held on May 20, 2021

GHI's Board of Directors held an Executive Session meeting on May 20, 2021 via internet audio/video conference, with Board members Erin Bilyeu, Stefan Brodd, Christopher Carbone, Zoe Carter-Woodbridge, Ed James, Denna Lambert, Jason Luly, Deborah McKinley, Heather Mortimer, and Audit Committee members David Benack, Sam Lee, and Dale Wilding participating.

The following motion to call the meeting was made during a prior open meeting on May 20, 2021 and approved by Board members Erin Bilyeu, Stefan Brodd, Christopher Carbone, Zoe Carter-Woodbridge, Ed James, Denna Lambert, Jason Luly, Deborah McKinley, and Heather Mortimer.

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) Consider Approval of the Following Contracts: <ul style="list-style-type: none"> • 2021 Contract for Spring Concrete Repairs – 2nd reading • 2021 Contract for Parking Lot Repairs – 1st reading 	(vi)
b) Member Complaint Matter	(iv)
c) Member Financial Matters	(viii)

During the meeting, the Board authorized the Manager to enter a contract with JMR Concrete Construction, Inc. for second reading, covering the repairs of concrete sidewalks at twenty-eight (28) sites at the contractor's bid of \$27,713.00, plus an allowance of 10% for contingencies, for a total not to exceed \$30,484.00.

The meeting began at 9:10 pm and adjourned at 9:46 pm.

2b. Announcement of an Executive Session Board Meeting held on June 3, 2021

GHI's Board of Directors held an Executive Session meeting earlier this evening via internet audio/video conference, with Board members Erin Bilyeu, Stefan Brodd, Christopher Carbone, Zoe Carter-Woodbridge, Ed James, Denna Lambert, Jason Luly, Heather Mortimer, and Audit Committee members David Benack and Sam Lee participating.

The following motion to call the meeting was made during a prior open meeting this evening and approved by Board members Erin Bilyeu, Stefan Brodd, Christopher Carbone, Zoe Carter-Woodbridge, Ed James, Denna Lambert, Jason Luly and Heather Mortimer.

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)
1. Approve Minutes of the Executive Session Meeting held on April 15, 2021	(vii)
2. Approve Minutes of the Executive Session Meeting held on May 6, 2021	(vii)
3. Consider Approval of the Following Contracts: <ul style="list-style-type: none"> • 2021 Contract for Parking Lot Repairs – 2nd reading • 2021-2023 Contract for Consulting Arborist – 1st reading 	(vi)
4. Member Complaint Matters	(iv)

During the meeting, the Board authorized the Manager to enter a contract with Image Asphalt, Inc. for parking lot rehabilitation work at 18 sites, at the contractor's bid of \$94,327, plus 10% for contingencies, for a total not to exceed \$103,759.

The meeting began at 7:04 pm and adjourned at 7:25 pm.

3. Visitors and Members (Comment Period)

Stephen Holland of 56-E Ridge had a problem with a HIP window, and staff repaired it the next day.

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:

- Cathleen P. Devereux, Sole Owner;
- Derek Maseloff, Katherine McCarthy, Joint Tenants;
- Sage Garrettson, Linda J. Garrettson, Joint Tenants;
- Christine C. Herman, Wendy M. Webb, Tenants by the Entirety.

Moved: James

Seconded: Carter-Woodbridge

Carried: 9-0

5. Committee and Homes Improvement Program Reports

Member Outreach: The Court Communicator Program kicked off last night with 20 members signed up. The Committee and Communicators are planning a series of events.

Nominations and Elections: The committee is making plans for the 2022 Annual Meeting on the second Thursday in May.

6a. Approve Minutes of the Special Open Session Meeting Held on April 15, 2021

Motion: I move that the Board of Directors approve the minutes of the Special Open Session Meeting that was held on April 15, 2021 as presented.

Moved: James

Seconded: Luly

Carried: 8-0

6b. Approve Minutes of the Regular Open Session Meeting Held on April 15, 2021

Motion: I move that the Board of Directors approve the minutes of the Regular Open Session Meeting that was held on April 15, 2021 as presented.

Moved: James

Seconded: Luly

Carried: 8-0

6c. Approve Minutes of the Special Open Session Meeting Held on May 6, 2021

Motion: I move that the Board of Directors approve the minutes of the Special Open Session Meeting that was held on May 6, 2021 as presented.

Moved: James

Seconded: Luly

Carried: 8-0

6d. Approve Minutes of the Regular Open Session Meeting Held on May 6, 2021

Motion: I move that the Board of Directors approve the minutes of the Regular Open Session Meeting that was held on May 6, 2021 as presented.

Moved: James

Seconded: Luly

Carried: 8-0

6e. Request by a Dental Group for Permission to Acquire an Additional GHI Unit for Use as a Dental Office

Clayton S. McCarl Jr., Richard R. Duarte, James H. McCarl and Diane Thorensen are tenants in common and members. Commercial Mutual Ownership Contracts were created for these two units which have been converted into dental offices that are currently being leased to the McCarl Dental Group, P.C.

On May 11th, the partners of the McCarl Dental Group (Clayton S. McCarl Jr., Richard R. Duarte, James H. McCarl and Diane Thorensen) sent Board President Brodd an email (attachment #7) indicating their interest in acquiring another unit near or adjacent to their existing dental office, to relocate some of the administrative portion of their practice.

Some Board members expressed the view that the Dental Group should consider installing an addition to one of its two existing units that are currently used as dental offices instead of acquiring an additional GHI unit.

6f. LGAC Report re: Proposed Legislative Action to Have the Maryland Code, Corporations and Associations Section 2-405.1 Revised

In 2017 and 2018, legal counsel provided opinions (attachments #8a and 8b) regarding the applicability of the Prudent Person Rule in the Maryland Code, Corporations and Associations Section 2-405.1 to GHI's investments.

On July 11, 2019, the Board reviewed a report from the Investment Committee which included the following statement:

The Investment Committee recommends the Board of Directors seek assistance from the Legislative and Governmental Affairs Committee to take steps to have the Maryland Code, Corporations and Associations section 2-405.1 revised or otherwise changed such that the cooperative is not hindered by this law. In this economic environment as well as in future years, the cooperative would not be able to effectively maintain its buying power. Inflation would essentially erode GHI's investment assets as a result of this rule.

On January 21, 2021, the Board passed a motion directing the Legislative and Government Affairs Committee (LGAC) to recommend specific actions that GHI should pursue to have the Maryland Code, Corporations and Associations section 2-405.1 revised or changed so that GHI's investments are not hindered by this law.

The LGAC report (attachment #8c) outlines specific actions that GHI should pursue to have the Maryland Code, Corporations and Associations section 2-405.1 revised or changed. Ben Wilhelm, the LGAC Chair will attend the Board meeting to present the committee's report.

The Board did not take any action. On June 17, 2021, the Board will consider seeking legal advice about the legitimacy of hiring an investment management company to invest GHI funds, based on the aforementioned Maryland Code.

6g. Permit Request to Install a Gardenside Exterior Door Opening for Access to a New First Floor Deck

On May 4, 2021, staff received a Type I permit request (Attachment #9) from members who desire to install a new gardenside deck. To access the proposed deck, the members will have to install a new exterior door opening in the gardenside wall on the first floor of the unit.

This permit request requires consideration of the following GHI Rule:

§ Section X.N.2 "Cutting in additional windows and doors is not permitted without prior approval of the Board of Directors.

During the ARC meeting on May 12, 2021, the following points were discussed:

7-E Crescent Road is a 1937 vinyl sided unit with a walk-out basement, and therefore does not have a first floor gardenside door.

The members propose to install a gardenside deck at the first floor level and are requesting permission to add an exterior door at the bottom of the stairs to the second floor to access it.

They prefer to add a new opening for the door rather than convert the dining room or living room gardenside windows into a door opening.

The proposed door will be in the same place, and of the same size, as in most other 1937 units without basements.

The basement gardenside door will remain.

The ARC voted 4-0-1 to recommend that the Board of Directors grant the members permission to install an exterior door opening in the gardenside wall, as requested, to allow access from the unit to the proposed deck.

Motion: I move that the Board of Directors allow the members to install an exterior door opening in the gardenside wall on the first floor of the unit, as requested, to allow access to a proposed new deck.

Moved: James

Seconded: Luly

Carried: 8-0

7. Items of Information

7a. Board 12 Month Action Plan and Committee Task List

7b. Monthly GHI and City Calendars

7c. President's Items

President Brodd said the Board would be updating the strategic plan this month.

7d. Board Members' Items

None.

7e. Audit Committee's Items

None.

7f. Manager's Items

GM Ralph reminded the Board of the upcoming strategic planning meetings on Monday, June 21 and Sunday, June 27, 2021.

Joe said the board stipends are being processed. They come out the second meeting of the month.

Motion: To adjourn.

Moved: Bilyeu

Seconded: Carter-Woodbridge

Carried: 8-0

The meeting adjourned at 9:02 pm.

Ed James
Secretary