

**Minutes
Board of Directors
GHI Regular Open Session
August 3, 2017**

Board Members Present: Hess, Holland, James, Jones, Kapfer, Seely and Skolnik

Excused Absent: Brodd, McFadden

Others in Attendance:

Eldon Ralph, General Manager

Joe Wiehagen, Director of Homes Improvement Program

Maesha McNeill, Acting Director of Member Services

George Bachman, Director of Maintenance

Jonathan Gordy, Audit Committee

Henry Haslinger, Audit Committee

Jacqueline Lilly, Audit Committee

Monica Johnson, Recording Secretary

President Skolnik called the meeting to order at 7:30 p.m.

Item 6d change amend to revised, Item 7a change hearing to housing, Item 7b capitalize the L in list,

1. Approval of Agenda

Motion: The Board of Directors does approve the agenda as revised.

Moved: Hess

Seconded: Seely

Carried: 7-0

2. Announcement of Closed Meetings

2a. Announcement of a Closed Meeting Held on July 20, 2017

A closed meeting of the Greenbelt Homes' Board of Directors was held on July 20, 2017 in the Board Room of the Administration Building. The following motion to call this meeting was made during a prior open meeting on the same date and approved by Directors Brodd, Hess, Holland, James, Jones, Kapfer, McFadden Seely and Skolnik:

Motion: I move that the Board of Directors adjourn this open session meeting for the purpose of meeting in executive session to discuss the following matters:

1. **Approve minutes for the June 15, 2017 closed meeting.**
2. **Consider the terms and conditions of the following contracts in the negotiation stage:**
 - **2017 Underground Utility & Drainage Improvement Contracts – 2nd Reading.**
 - **Contract for Removal / Re-Installation of Fences to Facilitate Underground Utility & Drainage Improvement Projects – 2nd reading.**
 - **2017 Parking Lot Repair Contract – 1st reading.**
 - **Contract for 14Q Ridge Rd Boiler Room Conversion – 1st reading**
3. **Discuss requests from two prospective members to be exempted from attending pre-purchase orientation meetings, prior to becoming members.**

4. **Member complaint matters.**
5. **Member financial matters.**

During the meeting, the Board authorized the manager, for second and final reading, to enter into the following contracts:

- A contract with Gilbert General Contractor, to remove and re-install fences at 23 sites to facilitate underground utility and drainage improvement projects, at the contractor's base bid of \$15,246.00 plus 10% for contingencies, for a total not to exceed \$16,770.60.
- A contract with Old Line Construction for underground utility repairs at 18 sites at the contractor's base bid of \$278,526 plus 10% for contingencies, for a total not to exceed \$306,379.
- A contract with B&P Utilities for drainage improvements at 4 sites, at the contractor's base bid of \$30,975 plus 10% for contingencies, for a total not to exceed \$34,073.

This closed meeting commenced at 7.02 p.m., recessed at 7:28 p.m. (for the regular open meeting) and reconvened at 9.30 p.m., with adjournment occurring at 10.44 p.m.

Authority for this closed meeting was derived from Subtitle 6b of the Maryland Cooperative Housing Corporation Act, § 5-6B-19 "Meetings of cooperative housing corporation open to members of corporation or their agents." Paragraph (e) (1)

3. Visitors and Members (Comment Period)

None

4. Approval of Membership Applications

Motion: I move that the Board of Directors approve the following persons into the cooperative and membership is afforded them at the time of settlement:

- **Ulrich R. Bernier, Sole Owner;**
- **Erica A. Long, Steven T. Long, Joint Tenants;**
- **Tiffany P Perry, Sole Owner;**
- **Charles L Kendall, Sole Owner;**
- **Michael J. Frauenheim, David S. Clark-Frauenheim, Tenants by the Entirety;**
- **Sarah N. Schellin, Sole Owner.**

Moved: James

Seconded: Hess

Carried: 7-0

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

- **Susan S. Stern, Eugene J. Schweitzer, changed to Susan S. Stern, Sole Owner.**

Moved: James

Seconded: Hess

Carried: 7-0

5. Committee and Homes Improvement Program Reports

Homes Improvement Program – Wiehagen reported that:

HVAC 39% complete

Electric 87% complete

Windows in the frame homes will be complete within a week

Siding 14 of the 41 buildings complete

Doors 12% complete (*another crew has been added*)

Energy audits has started for the members who ordered the upgrades.

Woodlands – Kapfer reported that the committee met and spent time looking through the Forest Conservation Management Agreement.

Member Dislocations During Replacement of Existing Pipes Task Force – Holland reported that the Task Force met last week and expects to have a report in a couple of weeks.

6. For Action or Discussion

6a. Approve Minutes: July 6, 2017 GHI Special Open Meeting

Motion: I move that the Board of Directors approve the minutes for the July 6, 2017 special open meeting as presented.

Moved: James

Seconded: Hess

Carried: 7-0

6b. Approve Minutes: July 6, 2017 GHI Regular Open Meeting

Motion: I move that the Board of Directors approve the minutes for the July 6, 2017 regular open meeting as presented.

Moved: James

Seconded: Hess

Carried: 7-0

6c. Re-certification of Yard Boundaries for 4-E Ridge Rd

During the Board meeting of May 4, 2017, the members of 4E Ridge Road requested the Board to re-evaluate the yard boundaries as demarcated in the current certified yard plat. The Board voted 6-2 to extend the garden-side yard of 4E Ridge to 42' from the rear wall of the unit, and directed staff to resubmit a revised plat. Staff has redrawn the yard plat (attachment #4), and presents it for action.

Motion: I move that the GHI Board of Directors recertify the yard plat for 4E Ridge Rd as presented.

Moved: James

Seconded: Seely

Carried: 7-0

6d. Review Revised Yard Solutions Task Force Charter

The Board of Directors has decided that the Yard Solutions task force should analyze GHI's community beautification inspection program and recommend improvements that should be made. The Yard Solutions' task force has revised its charter to include this task. Attachment #5 includes the original and revised charters for the Yard Solutions' task force.

Motion: I move that the Board accept the revised Yard Solutions task force charter as revised on August 3, 2017.

Moved: Kapfer

Seconded: Seely

Carried: 7-0

6e. 2017-2018 Audit Committee's Questions to the Board re: the 2016-2017 Audit Committee's Comprehensive Annual Report

On July 20, 2017, the 2017-2018 Audit Committee submitted the memorandum in attachment #6a to the Board, concerning the 2016-2017 Audit Committee's Comprehensive Annual Report that the Chair of the prior Audit Committee submitted to the Board on May 26, 2017.

The questions in the July 20 memorandum are as follows:-

1. Will/has the 2016-2017 GHI Audit Committee's Comprehensive Annual Report be/been made a corporate record of Greenbelt Homes, Inc.?
2. Are hard (paper) copies of the 2016-2017 GHI Audit Committee's Comprehensive Annual Report available to the GHI membership? If not, we request that they be made available to the GHI membership.
3. What are the Board's plans, with regard to implementing the recommendations contained in the 2016-2017 GHI Audit Committee's Comprehensive Annual Report?

Suggested Motion #1: I move that the Board of Directors (*concur/not concur*) with the 2017-2018 Audit Committee's request to make the 2016-2017 GHI Audit Committee's Comprehensive Annual Report a corporate record of Greenbelt Homes, Inc.

Suggested Motion # 2: I move that the Board of Directors (*concur/not concur*) with the 2017-2018 Audit Committee's request to make the 2016-2017 GHI Audit Committee's Comprehensive Annual Report available to the GHI membership.

Suggested Motion #3: I move that the Board of Directors (*request/not request*) the 2017-2018 Audit Committee to state the specific recommendations contained in the 2016-2017 GHI Audit Committee's Comprehensive Annual Report that it would like the Board to consider implementing.

The Board and Audit Committee discussed the listed recommendations in great length. Skolnik suggested that each recommendation from the 2016-2017 Comprehensive Annual Audit Committee report be discuss individually.

Page1, Item 1: The Audit Committee recommends the Board's decision be communicated to the membership as soon as possible.

Skolnik stated that GHI's policy is that if GHI installs it, GHI maintains it, and that is the current policy.

Page 2, Item 2b: We recommend the formula devised by the Finance Committee in 2014 be revised.

Motion: I move that the Board of Directors direct the Finance Committee to revisit and explain the formula used in 2014 to determine the available portion of GHI funds for the HIP.

Moved: Jones

Seconded: Holland

Failed: 3-4

For: Holland, Jones, Seely

Against: James, Hess, Kapfer, Skolnik

The Board decided not to take action.

Page 2, Item 2c: The Audit Committee believes that careful monitoring includes the review of monthly account statements. Accordingly, steps must be taken to ensure statements are reviewed monthly by the Investment Committee.

Motion: I move that the Board of Directors direct the Investment Committee to review GHI investment performance data in the format most useful in the Committee's judgment, at least quarterly.

Moved: Kapfer

Seconded: Hess

Carried: 7-0

Page 2, Item 2D: The Audit Committee Chair inquired as to the fiduciary standard the Committee is required to meet with respect to investments (Prudent Person Rule or Prudent Investor Rule).

Skolnik decided that GHI would obtain a legal opinion on this issue.

Page 3, Item 2E: GHI would benefit from independent investment advice on a more frequent and regular basis.

The Board decided not to take action on this matter.

Page 3, Item 3A: The Audit Committee recommends that the topics or issues discussed at the weekly meeting (between President, VP, and General Manager) be summarized and made available to all nine members of the Board, so the entire Board is informed.

The Board decided not to take action on this matter.

Page 5, Item 4B: The Audit Committee recommended GHI maintain an official file of all correspondence sent by the Board President.

By Consensus: The Board decided that it is important to maintain an official file as recommended.

7. Item of Information

7a. Disaster Relief Bill for Housing Cooperatives

Update on congressional action on bill HR 3238 that would allow homeowners of housing cooperatives, as well as condominiums and homeowners associations, to be eligible for Federal Emergency Management Assistance grants for their common areas in the event of a major disaster. A letter of support for HR 3238 from the National Association of Housing Cooperatives and the Community Associations Institute is also in the attachment.

7b. Committee Task List

7c. Monthly GHI and City Calendars

7d. President's Items

Skolnik reported that the Integrated I.T Task force and the Bicycle Task Force has been inundated with volunteers and that he would be on travels from August 11 thru August 14.

7e. Board Members' Items

James mentioned the article in the News Review concerning the Zoning Rewrite.

7f. Audit Committee's Items

None

7g. Manager's Items

Ralph mentioned that he would be on Annual leave from August 14 thru August 24.
McNeill mentioned that the New Member Social would be held on August 22 at 7pm.

Motion: To adjourn.

Moved: Hess

Seconded: Kapfer

Carried: 7-0

The meeting adjourned at 9:42 p.m.

Ed James
Secretary