

Minutes  
Board of Directors  
GHI Regular Open Session  
September 3, 2020

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

Excused Absence:

Others in Attendance

Eldon Ralph, General Manager

Tom Sporney, Assistant General Manager

Joe Perry, Director of Finance

Neron Adams-Escalera, Director of Member Services

Bruce Mangum, Contract Processor

Joyce Campbell, Audit Committee Member

Carol Griffith, Audit Committee Chair

Robin Everly, Audit Committee Member

Tom Jones

Jason Wood

Johanna Goderre

Ben Fischler

Paul Richards

Nancy Allchin

William Moats

Molly Lester

Kris White

Agnes Erskine, Recording Secretary

President Skolnik called the meeting to order at 7:45 p.m.

1. Approval of Agenda

Added item 6j. Review Bid Proposals for Hosting a Virtual Annual Membership Meeting

Added item 6k. Selection of a Date for City Council/GHI Work Session

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

Moved: Hess

Seconded: James

Carried: 9-0

2. Announcement of Executive Session Meetings

2a. Announcement of Executive Session Meeting held on August 20, 2020

GHI's Board of Directors held an Executive Session meeting on August 20, 2020 via internet audio/video conference, with 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 participating.

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, Steve Skolnik, Anna Socrates and 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 July 23, 2020	(VII)
b) Member Financial Matters	(VIII)
c) Request by a Prospective Member for An Exception to the GHI Membership Selection Criteria Policy	(IV)
d) Requests by Two Members for Rental Permit Extensions	(IV)
e) Request by a Member To be Exempted from a Fireplace Inspection	(IV)
f) Procurement of an Electronic Key Management System for The Maintenance Department – 2 <sup>nd</sup> reading	(VI)
g) Complaint Matters	(IV)

During the meeting, the Board authorized the manager, to enter a contract with KEYper Systems for the provision of equipment and installation of a 5-cabinet key management system for \$33,649.44, plus 5% for contingencies, for a total contract amount not to exceed \$35,332.

The meeting began at 7:01 p.m., recessed at 7:45 p.m., resumed at 9:55 p.m. and adjourned at 10:35 p.m.

2b. Announcement of Executive Session Meeting held on September 3, 2020

This meeting has not yet concluded and will be reported on at the next Regular Open Session.

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 be afforded them at the time of settlement.**

- Nancy J. Allchin, Sole Owner;
- Paul M. Richards, Sole Owner.

Moved: James

Seconded: Hess

Carried: 9-0

5. Committees and Homes Improvement Program Reports

**Homes Improvement Program:** Sporney reported on the progress of the fifth year of the Homes Improvement Program.

6. For Action or Discussion6a. Approve Minutes of Special Open Session Meeting Held on August 6, 2020

**Motion: I move that the Board of Directors approve the minutes of the Special Open Session Meeting that was held on August 6, 2020 as presented.**

Moved: James

Seconded: Hess

Carried: 9-0

6b. Approve Minutes of Regular Open Session Meeting Held on August 6, 2020

**Motion: I move that the Board of Directors approve the minutes of the Regular Open Session meeting that was held on August 6, 2020 as presented.**

Moved: James

Seconded: Hess

Carried: 9-0

6c. Nomination & Elections Committee Proposal for the 2020 Annual Membership Meeting

In attachment #5a, the Nominations & Elections Committee has outlined its concerns regarding the 2020 annual membership meeting. Attachment #5b contains two proposed sample election schedules for meeting dates of October 15<sup>th</sup> and October 29<sup>th</sup>. Staff offers the following comments about the N&E Committee's concerns in attachment #5a:

1. Meeting date: Staff recommends that the annual membership meeting should be held on Thursday, October 29<sup>th</sup>. Regular Board meetings are scheduled to be held on October 1<sup>st</sup> and 15<sup>th</sup>. October 29<sup>th</sup> is the only Thursday in October that satisfies the N&E Committee's criteria for a meeting date; it also gives us ample time to prepare for the meeting.
2. Meeting notice: Staff agrees with the N&E Committee's suggestion.
3. Absentee ballots: Staff agrees with the N&E Committee's suggestion.
4. Meeting agenda: Staff agrees with the N&E Committee's suggestions. The items that are voted upon during an annual meeting are: a) approval of minutes for the prior year's membership meetings, b) election of members to the N&E Committee and c) new business items e.g. member petitions. Members participating by telephone cannot vote in a virtual annual meeting; hence an item such as a member petition should be postponed until a conventional in-person meeting is held. For matters such as approval of minutes and election of N&E Committee members, the membership should be informed when notices for the meeting are sent out, that anyone who wants to vote during the meeting must participate by computer.

5. Proxy voting: The company that staff has recommended to host the meeting, stated that it can accommodate the N&E Committee's request.
6. Voting cards: These will not be needed since voting will be done by computer. Staff will ask legal counsel whether this method of real time voting conflicts with the requirement of using voting cards as specified in the GHI bylaws.
7. Online voting: The company that staff has recommended to host the meeting, stated that it can accommodate the N&E Committee's request.

**Motion: I move that the Board of Directors stipulate October 29, 2020 beginning at 7:30 p.m. as the date for the 2020 annual membership meeting.**

Moved: Hess

Seconded: Brodd

Carried: 9-0

Discussion moved forward to item 6j.

6d. Permit Request to Install a Gardenside Patio & Sitting Wall at 1-C Woodland Way

On June 16, 2020, while visiting an adjacent neighbor's unit, staff noticed major patio work being performed in the gardenside yard of 1-C Woodland Way. Upon verifying that a permit request was not submitted for the work, staff notified the member that all work would have to stop, until an approved GHI permit was issued.

Approximately one week later, the member notified staff that the Contractor proceeded to complete the work without their knowledge. Staff informed the member that the matter would be referred to the ARC and the Board of Directors for review.

Applicable **GHI Rules** are as follows:

**Section X.C.** "Staff has the prerogative to refer any issues, whether or not explicitly clarified within these rules, to the appropriate committee and/or the GHI Board of Directors."

**Section X.D.** Construction Specifications

11. ...Construction of structures on or above drainage swales, storm drains or inlets is prohibited.

On June 30, 2020, the member submitted a Type II Permit Request, with back-up (refer to attachment #6) for review.

During the ARC meeting on July 8, 2020, the following points were discussed:

- The members have replaced an existing deck with a concrete paver patio (on gravel) and have added a low masonry "sitting wall" along one gardenside yard line. This work was done without a permit.
- There are no specific rules about low walls in the Member Handbook.

- There are requirements for a permit for a patio (Section X.C.10).
- An underground storm drain line runs underneath the patio.
- The members have had some storm water issues, including a downspout at their neighbor's addition.
- The ARC has great concerns about work like this being done without the knowledge and input of GHI Staff, especially with regards to site drainage, underground utilities, and structural concerns regarding the masonry wall.

The ARC recommended 4-0-0 that the Board of Directors permit the recently constructed gardenside patio and "sitting wall" once the construction is reviewed by staff and any visible deficiencies in design or construction, at the time, are corrected.

**Motion: I move that provided the construction is reviewed by Staff and any visual deficiencies in design or construction are corrected Board of Directors grant the member at 1-C Woodland Way a GHI Permit for the recently constructed gardenside patio and "sitting wall". The member shall be responsible for the structural integrity of the sitting wall, and for the removal and replacement of the patio and wall should the underground utilities require replacement and/or rerouting in the future.**

Moved: Ready

Seconded: Hess

Carried: 9-0

6e. Proposal to install fence section and gate to enclose garden and end side yards, 18-L Ridge Rd.

On August 5, 2020, staff received a Type II permit request (attachment #7) from the member at 18-L Ridge Rd. for permission to install a section of fence with a gate to enclose the garden and end side yards.

This request requires an exception to the following GHI rule:

**§ VII.B.1.c.** "Fences are allowed to enclose the gardenside yard, or the side yard, or the combined gardenside and side yards, **as defined in Yard Line Descriptions VI.B.3.**"

During the ARC meeting on August 12, 2020, the following points were discussed:

- 18-L Ridge Road is an end unit with an end and garden side addition built onto it.
- The serviceside of the end addition is set-back from that of the original unit to avoid the bank of PEPCO meters located on the original unit's end wall.
- There is an existing chain link fence that borders the garden and end side yards and a small portion of the service side yard.
- The member wants to enclose the garden and end side yards by installing a section of fence with gate aligned with the service side of the end addition, not the original unit. The member will remove the remainder of the existing fence on the service side.

- The member prefers this location as it will allow PEPCO clear access to the electric meters, while allowing the member to control the neighbor's children (toddlers) access to the garden side yard.
- ARC recommended a corner post be installed at the existing fence line to align this new section with the service side wall of the end addition.

The ARC recommended 4-0-0 the Board of Directors grant an exception to GHI Rule § VII. B.1.c to permit the installation of fence section and gate, provided a corner post is installed at the existing fence line, so that the fence and gate are aligned with the end addition service side wall.

**Motion: I move that the Board of Directors grant an exception to GHI Rule § VII. B.1.c; thereby allowing the installation of fence sections and a gate at 18-L Ridge Rd., as shown on the submitted drawings, provided a corner post is installed at the existing fence line that will align the fence and gate with the serviceside wall of the end addition.**

Moved: Hess

Seconded: Holland

Carried: 9-0

6f. Woodlands/Building Committee Report on Dawn Redwood Tree at 2-G Plateau

During the Board meeting on July 23, 2020, the Board directed the Woodlands Committee and Buildings Committee to jointly consider the impact of a Dawn Redwood tree in the garden side yard of 2-G Plateau Place on the stairway/retaining wall between 2 Plateau Place and 54 Ridge Rd., and recommend by August 31, 2020 what action should be taken. Attachment #8a is the Woodlands Committee report.

During the July 23<sup>rd</sup> Board meeting, staff provided the following details about the tree and stairway/ retaining wall:

*During the last couple of years, staff has noticed increased movement in the retaining wall and impact on the overall structure due to the growth of the tree. During the fourth quarter of 2019, staff consulted with two arborists and discovered that the tree is a Dawn Redwood. The reports from the arborists are in attachment #8b).*

*If the tree is to remain, staff proposes leaving the existing retaining wall intact and building a heavily reinforced retaining wall in front of it, with a 36" wide stairway at an estimated cost of \$90,000.00. The new retaining wall may have to be replaced in the future due to damage from the tree roots; also, there is a possibility that the tree roots could damage the foundation of 2-G Plateau Place. Staff observed minor cracking in the building foundation, that might have been caused by roots from the tree.*

*If the tree is removed, the estimated cost to replace the stairway is \$105,500.*

Staff proposes to hire an engineering firm to design the replacement stairway/ retaining wall and a contractor to undertake the replacement project this year, and requires a directive from the Board to either remove or retain the Dawn Redwood tree.

**Motion: I move that the Board of Directors accept the Woodlands Committee’s report as presented, and direct staff to remove the Dawn Redwood tree in the gardenside yard at 2-G Plateau Place and take steps to repair the stairway/retaining wall between 2 Plateau Place and 54 Ridge Rd.**

Moved: Hess

Seconded: Holland

Carried: 9-0

6g. Establishment of a Taskforce to Recommend Actions to Advocate in Favor of the “No Build” Option for the SCMAGLEV Project

In March 2018, the Board authorized GHI’s Board President to send a letter to Maryland’s Governor, Congressional Representatives, State Delegates, P.G. County Council and the City of Greenbelt, requesting their support for the “No Build” option within the SCMAGLEV Environmental Impact Statement. The Board took that position because, while some of the route will be underground, construction impacts and accessory structures (i.e., tunnel access, ventilation shafts, and power facilities) will negatively impact our community.

It appears likely that this project, if built, will have a very significant negative impact on Greenbelt, and particularly on Greenbelt Homes Inc. Hence, GHI may need to coordinate with the City of Greenbelt and other groups in advocating the no-build option.

The Board should consider establishing a task force to recommend actions that GHI should take to advocate in favor of the “No Build” option for the proposed SCMAGLEV project.

Note: Director Hess absented himself during this discussion.

**Motion: I move that the Board of Directors establish a taskforce to recommend actions that GHI should take to advocate in favor of the “No Build” option for the proposed SCMAGLEV project.**

Moved: Jones

Seconded: Brodd

Carried: 8-0

Absent: Hess

6h. Establish a Policy re: Disclosure of Written Advice Received from Legal Counsel

Staff requests that the Board of Directors establish a policy regarding the public disclosure of written advice received from legal counsel.

On a few occasions in the past, written advice of legal counsel was included in the manager’s memoranda for in-person open session Board meetings; recently the manager provided written advice on three matters that the Board discussed during virtual open meetings, to members who were directly involved in the particular matters that were discussed. Two weeks ago, the manager denied a member’s request for written advice that legal counsel provided on a particular matter that was discussed during an open session meeting; the member expressed the view that attorney-client privilege had been waived, since GHI shared the opinion with a Committee chair and/or did not treat the communication as confidential.

SUBTITLE 6B. MARYLAND COOPERATIVE HOUSING CORPORATION ACT § 5-6B-26. Examination and copying of books and records of cooperative housing corporations states that a

cooperative housing corporation may withhold records pertaining to written advice of legal counsel from public inspection, except for inspection by the person who is the subject of the record or the person's designee or guardian.

In January 2017, the Board received the following advice from legal counsel regarding the disclosure of written advice of legal counsel:

- An attorney-client privileged communication may be disclosed to other parties by the client (but not by the attorney). However, in sharing an attorney-client privileged communication with others, the client would be automatically waiving the attorney-client privilege, and that communication would no longer be protected by the privilege and could be subpoenaed as evidence in litigation. The Board has the power to decide whether or not to release my memo to persons who are not authorized Board members or management personnel, but the Board should consider the matter carefully, since doing so would effectively mean that the memo would no longer be truly confidential.

In April 2017, the Board received further advice from legal counsel:

- The language in Section 5-6B-26(a)(2) of the Maryland Cooperative Housing Corporation Act (“Act”), providing that certain confidential records may be withheld from inspection “except for inspection by the person who is the subject of the record,” is not intended to mean that a person would be allowed to inspect confidential correspondence from management or legal counsel in a situation where the cooperative and that person were in an adversarial legal posture. If that were the case, a cooperative would not be protected by the attorney-client privilege, and, similarly, any confidential internal memoranda discussing strategy for handling the dispute with that person could not be protected.

**Motion: I move that the Board of Directors stipulate that the Manager shall refer member requests for written advice of legal counsel to the Board of Directors. Further, the Board of Directors stipulate that staff is not authorized to publish any written advice of legal counsel in any GHI document or web page without the consent of the Board of Directors.**

Moved: Hess

Seconded: Brodd

Carried: 7-2

Opposed: Watkins and Holland

6i. Proposed Revisions to GHI Rule Section III. Minimum Use and Maintenance Standards – Homes and Yards

In the GHI Member Handbook, Section III, Minimum Use & Maintenance Standards. – Homes and Yards. B. Exterior, paragraph 20, states:

20. No condition in violation of health and safety shall be allowed, e.g., trash closet must be kept clean and trash properly contained; no uncontained compost piles; pet feces must be promptly removed and properly disposed of; firewood not exceeding one

cord (a stack 4' high, 4' wide and 8' long), must be neatly stacked no less than six (6) inches from the ground and at least 10' from the building.

On August 20<sup>th</sup>, the Board discussed revisions to paragraph 20 that legal counsel recommended and did not take any action. Staff has revised Section III. Minimum Use and Maintenance Standards – Homes and Yards. B. Exterior to include some of the revisions that the attorney proposed and language from Prince George's County Code relating to Property Standards and Public Nuisance, Section 13-231(a)(7). The revisions are shown in attachment #9.

**Motion: I move that the Board of Directors direct the Manager to request the membership to submit comments over a period of 30 days, regarding proposed revisions to GHI Member Handbook, Section III, Minimum Use & Maintenance Standards - Homes and Yards. B. Exterior of GHI's Member Handbook as presented.**

Moved: Jones

Seconded: James

Carried: 8-1

Opposed: Ready

Discussion moved forward to item 6k.

6j. Review Bid Proposals for Hosting a Virtual Annual Membership Meeting

Due to statutory restrictions on group gatherings that have been imposed because of the COVID-19 pandemic, GHI is considering hosting the 2020 annual meeting on a virtual platform.

Staff obtained the following bids from three firms to host the meeting:

<b>Company Name:</b>	<b>GetQuorum</b>	<b>HOA Now</b>	<b>ComputerShare</b>
<b>Meeting Hosting &amp; Voting</b>	\$3,000	Does not offer hosting services; only facilitates the voting process	\$14,995
<b>Voting Services</b>	Included	\$1,275	Included
<b><u>Setup Fees</u></b>	<u>Included</u>	<u>Included</u>	<u>\$5,300</u>
<b><u>Estimated Total for all services</u></b>	<u>\$3,000</u>	<u>\$1,275</u>	<u>\$20,295</u>

The proposals from the firms are presented in the following attachments:

- Attachment #4a - GetQuorum
- Attachment #4b – HOA Now
- Attachment #4c - ComputerShare

Staff proposes to hire GetQuorum if the Board decides to proceed with a virtual meeting. GetQuorum will provide comprehensive hosting services such as attendee registration, online voting, and meeting administration at a reasonable cost. GHI's bylaws authorizes the Manager to enter a contract with GetQuorum without Board approval, since the contract amount is less than \$7,500.

Action on this item is deferred until a subsequent meeting pending further information.

Discussion moved backward to item 6d.

6k. Selection of a Date for City Council/GHI Work Session

By consensus, the Board selected October 19, 2020 at 8:00 p.m. as the proposed date and time of the Work Session between the City Council and GHI.

7. Items of Information:

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

7b. Monthly GHI and City Calendars

7c. President's Items

Note to Pepco.

7d. Board Members' Items

None.

7e. Audit Committee's Items

None.

7f. Manager's Items

None.

**Motion: To adjourn.**

Moved: Hess

Seconded: Socrates

Carried: 9-0

The meeting adjourned at 10:02 p.m.

Ed James  
Secretary