

GHI Board of Directors
Open Meeting
(Virtual Zoom)
September 16, 2021

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

Excused Absence: Bilyeu

Others in Attendance:

Eldon Ralph, General Manager

Joe Perry, Director of Finance

Stuart Caplan, Director of Technical Services

Sam Lee, Audit Committee

Dale Wilding, Audit Committee

Robin Everly

Ben Fischler

Henry Haslinger

Chuck Hess

Stephen Holland

Bill Jones

Molly Lester

Carol Mangano

Mary Roth

Ken Shields

Candice Shipp

Steve Skolnik

Altoria Ross, Recording Secretary

President Brodd called the meeting to order at 7:47 pm.

1. Approval of Agenda

Add Item 7e to make a motion to hold a closed meeting on October 7.

Motion: To approve the agenda as revised.

Moved: James

Seconded: Carbone

Carried: 8-0

2. Statements of Closed Meetings Held

2a. Statement re: Closed Meeting Held on September 2, 2021

GHI's Board of Directors held a closed meeting at 7:00 pm on September 2, 2021, via internet audio/video conference to discuss the following matters, as specified in the noted sub-paragraph of the Maryland Cooperative Housing Corporation Act § 5-6B-19 (e) (1):

1. Approve Minutes of the Closed Meeting held on July 15, 2021	(vii)
2. Consider Approval of the following Contracts: a) Contract for Hiring an Engineering Firm to Prepare Construction Plans for Replacing a Retaining Wall and Stairway at 2 Plateau Place – 2 nd reading b) Contract for Mini-Split Heat Pump Unit Inspections and Repairs – 2 nd reading. c) Contract for Replacing Windows and Siding for 25 Larger Townhomes and Doors for Two Single-family Homes – 1 st reading d) Contract for Repairs to a Unit Assigned to GHI – 1 st reading	(vi)
3. Request by a Member to Assign Their Unit to GHI	(iv)
4. Discuss Next Steps re: WSSC's Position re: Replacement of Water Supply Piping for Masonry Homes	(vi)
5. Member Financial Matters	(viii)
6. Member Complaint Matters	(iv)

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

1. A contract with Becht Engineering BT, Inc. for engineering services to develop two sets of plans to correct existing problems with the stairway and retaining walls between 2 Court Plateau Place and 54 Court Ridge Road at the contractor's bid of \$7,500, plus 15% for contingencies, for a total not to exceed \$8,625.
2. A contract with DKS Climate Control to perform preventive maintenance inspections and repairs on GHI mini-split heat pump units that were installed during the Homes Improvement Program based on the following costs:
 - a) Two preventive maintenance inspections per year, during the spring and fall at a cost of \$ 180.00 per year, for each unit that is enrolled on the GHI maintenance reserve program.
 - b) Labor rate of \$85.00 per hour for repairs of units that are enrolled on the GHI maintenance reserve program.
 - c) Labor rate of \$95.00 per hour for repairs of units that are not enrolled on the GHI maintenance reserve program.

The motion to enter into this closed meeting was approved during the open meeting of August 12, 2021, by Directors Bilyeu, Brodd, Carbone, Carter-Woodbridge, James, Lambert, Luly, Mortimer, and McKinley.

2b. Statement re: Closed Meeting Held on September 9, 2021

GHI's Board of Directors held a closed meeting at 7:00 pm on September 9, 2021 via internet audio/video conference to discuss a complaint matter, as specified in the Maryland Cooperative Housing Corporation Act § 5-6B-19 (e) (1) (iv).

The motion to hold this closed meeting was approved during the closed meeting of August 12, 2021, by Directors Bilyeu, Brodd, Carter-Woodbridge, James, Lambert, McKinley and Mortimer.

2c. Statement re: Closed Meeting Held on September 13, 2021

GHI's Board of Directors held a closed meeting at 7:00 pm on September 13, 2021, via internet audio/video conference to discuss a complaint matter, as specified in the Maryland Cooperative Housing Corporation Act § 5-6B-19 (e) (1) (iv).

The motion to hold this closed meeting was approved during the closed meeting of August 19, 2021, by Directors Brodd, Carbone, Carter-Woodbridge, James, Lambert, Luly, McKinley and Mortimer.

2d. Statement re: Closed Meeting Held on September 16, 2021

GHI's Board of Directors held a closed meeting at 7:00 PM on September 16, 2021, via internet audio/video conference to discuss the following matters, as specified in the noted sub-paragraph of the Maryland Cooperative Housing Corporation Act § 5-6B-19 (e) (1):

1. Approve Minutes of the Closed Meeting held on August 12, 2021	(vii)
2. Consider Approval of the following Contracts: a) Contract for Replacing Windows and Siding for 25 Larger Townhomes and Doors for Two Single-family Homes – 2 nd reading b) Contract for Repairs to a Unit Assigned to GHI – 2 nd reading c) Contract with a Recruiting Firm to Fill Senior Management Positions – 1 st reading d) Contract for Fall Concrete Repairs – 1 st reading	(vi)
3. Employee Matters	(i)
4. Member Complaint Matters	(iv)
5. Member Financial Matters	(viii)

The motion to hold this closed meeting was approved during the open meeting of September 2, 2021, by Directors Bilyeu, Brodd, Carter-Woodbridge, James, Lambert, and McKinley.

During the closed meeting, the Board approved the following contracts for second reading:

1. A contract with Acadia Builders, LLC for undertaking the following building envelope improvements on twenty-five (25) large townhomes located at 65 Ct. Ridge Road and 5 Ct. Laurel Hill Road and four (4) single family homes located at 8 Woodland Way, 135-A and 135-B Northway Road, and 133 Greenhill Road:
 - a) Mandatory building envelope improvements as outlined in table A below, at the contractor's bid of \$349,344.00 plus 10% for contingencies, for a total cost not to exceed \$384,280.00.
 - b) Optional building envelope improvements based on the unit costs outlined in table B below.

Table A: Mandatory Improvements

Items	25 Large Townhomes	Large Single Family Homes			
		WO8	NO135A	NO135B	GR133
New windows (Horizontal. Slider)	√	√	√	√	√
New windows (Double Hung)		√	√	√	√
New Sliding Glass Doors			√	√	√
New Entry Door w/fixed glass panel			√	√	
New Single Entry Door (Basement)			√	√	
Vertical Vinyl Siding	√	√	√	√	√

Table B: Optional Improvements

Items	Unit Cost
Casement Windows	
58x46	\$ 1,885.00
34x46	\$ 1,736.00
58x70	\$ 2,745.00
32x22	\$ 909.00
Window Grids	
58x46	\$ 50.00
34x46	\$ 50.00
58x70	\$ 125.00
32x22	\$ 25.00
Entry Door Hardware	\$ 360.00

2. A contract with WJS Painting Inc. to repair a unit assigned to GHI, at the contractor's bid of \$25,500 plus 10% for contingencies, for a total cost not to exceed \$ 28,050.

3. Visitors and Members (Comment Period)

None.

4. Approval of Addendum for Trust Ownership and Trustee's Affidavit (Attachment #2)

Ms. Jane F. Huntingdon, who plans to purchase the membership rights for 2-A Research Rd, requests approval of the Addendum for Trust Ownership and Trustee's Affidavit of Jane F. Huntingdon, Trustee of the JFH Revocable Trust of 2012 (Attachment #2). Jane F. Huntingdon will serve as trustee and beneficiary under a trust agreement dated April 6, 2012. The updated Mutual Ownership Contract will be presented for approval under new memberships.

Motion: I move that the Board of Directors approve the addendum for trust ownership and trustee affidavit of Jane F. Huntingdon, Trustee of the JFH Revocable Trust of 2012, thereby allowing her to place the membership and equity interest in 2-A Research Rd, into a living trust dated April 6, 2012.

Moved: James

Seconded: Lambert

Carried: 8-0

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:

- Jane F. Huntingdon, Trustee dated 06 April 2012;
- Debra M. Hutch, Sole Owner;
- Gina A. Oliva, Sole Owner.

Moved: James

Seconded: Mortimer

Carried: 8-0

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

- Charles Schramm, Sole Owner is hereby changed to Charles Schramm, Changlian Liu, Tenants by the Entirety.

Moved: James

Seconded: Mortimer

Carried: 8-0

6. Committee Reports

Communications Committee – The committee declined the invitation to help with the city candidate forum event because the committee's skill set does not match the needed skill set. It appears no progress had been made on revising the GHI Member Handbook.

Buildings Committee – The committee held a work session with the Permits Task Force on Sept 10 to discuss and provide comments on the task force's report. The committee is evaluating the aggregate findings of the garage electrification survey. Staff is making a

list of GHI-owned landscaping equipment that is gas powered and could be switched to electric/battery powered. Because the upcoming Plumbing Pipe Replacement Pilot Program needs to be a priority, figuring out the logistics of using heat pump hot water heaters in frame units may need to be postponed. The committee continues to develop the pilot program. It also plans to set up a lunch interview with the GHI plumbers to get their input. The committee will be requesting permission from the Board to research termite issues.

Stormwater Management Task Force – The task force has begun work on the Board directive on rules to address impervious and semi-pervious surfaces in yards. Two task force members attended the Architectural Review (ARC) meeting on Sept 8 to discuss how to implement the directive. ARC decided to have the task force take the lead in developing the rules. Elizabeth Shepherd will be the liaison between ARC and the task force. ARC and the task force discussed ideas on what to include in the proposed rules.

ARC – The committee is reviewing the rules for reconfiguring rooms in units and if they should be allowed. Once completed, the committee will prepare a report for the Board.

Woodlands – The committee requested \$1,000 less for its budget this year than last. However, it has realized that the committee needs the additional funds for removing invasives around GHI due to an increased volunteer interest. Thus, the committee is interested in requesting that \$1,000 probably at the next Board meeting.

7. For Action or Discussion

7a. Approve Minutes of the Open Meeting Held on August 12, 2021- (Attachment #3)

A minor correction to a Member address was made.

Motion: I move that the Board of Directors approve the minutes of the Open Meeting that was held on August 12, 2021 as revised.

Moved: James

Seconded: Carter-Woodbridge

Carried: 8-0

7b. Review the Website Task Force’s Report – (Attachment #4)

On December 3, 2020, staff informed the Board that vendor support for Drupal 7, the content management software for GHI’s website, would expire in the near future. By that time, every Drupal user must migrate to Drupal 9. Also, the Yardi property management system that GHI acquired, includes a secure online portal to store much information that is now publicly displayed on GHI’s website; hence, the capacity of GHI’s website will be greatly reduced. Consequently, the Board established a Website Task Force on February 18, 2021. The Board accepted the following charter that the task force submitted:

Website Task Force Charge

1. Create a mission statement for the ghi.coop website.

2. Recommend a strategy for the migration of content from the existing website to the Yardi property management system, specifically determining the content that needs to be accessed by members, staff, and the Board through the member portal.
3. Recommend a strategy for developing a purpose and plan for a public-facing website, which will include content for prospective members and other outside stakeholders.
4. Recommend a strategy for usability studies, content audit, information architecture, and goals for GHI's public face.
5. Recommend a website platform and technology for a public-facing website that is easy to use by multiple staff, cost effective, and offers seamless integration with Yardi.

Attachment #4 is the Website Task Force's report on its assignment.

Motion: I move that the Board of Directors accept the report from the Website Task Force as presented.

Moved: Luly

Seconded: Mortimer

Carried: 8-0

7c. Discuss Next Steps re: Proposed Solar PVES Pre-paid Power Purchase Agreement – (Attachment #5)

This item was discussed by six Board members who attended the September 2, 2021 open meeting; the Board decided to discuss it further on September 16, when hopefully, all Board members will be present.

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.

In 2018, GHI entered into a contract with Sustainable Energy Systems (SES), whereby SES financed and constructed a 133KW (AC) solar photovoltaic energy system (PVES) on the premises of the Administration Building Complex. When the system is commissioned, GHI would purchase electrical energy for a minimum of 15% less than the rate PEPCO charges.

SES has offered to amend the current agreement from a Power Purchase Agreement (PPA) to a **pre-paid** PPA. Under the pre-paid 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.

On July 1, 2021, the Board directed the Manager to request legal counsel to review a draft Solar PVES pre-paid power PPA between SES Inc. and GHI that a task force prepared. The Board also requested that counsel advise whether GHI's bylaws and the 2018 membership vote allow the Board to enter into the proposed pre-paid PPA.

Attorney Joe Douglass' opinion (Attachment #5) states that the 2018 membership approval for GHI to enter into a Power Purchase Agreement (PPA) does not extend to the proposed pre-paid PPA. He also referred to the provision in Article VIII, Section 11.d. of the Bylaws, regarding multi-year contracts and stated as follows, *"the amount to be prepaid under the proposed PPA is \$258,155.52. An argument could be made that, if that amount were prepaid, the total aggregate costs of all of GHI's multi-year contracts could exceed \$400,000. Also, while the proposed prepaid PPA does not run for more than 5 years, it is a 5-year contract. Amortized over 5 years, the total amount to be prepaid would be \$51,631.10 per year, and, in any event, that would require a membership approval vote under Article VIII, Section 11.d., since the annual cost would be greater than \$40,000.00"*.

Article VIII, Section 11.d of the Bylaws states:

Expenditure of Funds and Contracts.

- a. The total aggregate costs of the following multiyear contracts shall not exceed \$400,000 at any one time: (i) every outstanding multiyear contract costing more than \$40,000 per year, without regard to the total duration of the contract, and (ii) every outstanding multiyear contract costing \$40,000 or less per year, if such contract runs for a period of more than five years.

The \$400,000 aggregate limit shall not apply to the following contracts:

- I. Contracts for which the purpose and amount shall be approved at a membership meeting by a two-thirds vote;
- II. Contracts with respect to borrowing money, mortgages, and mortgage notes;
- III. Contracts relating to insurance with a one-year cancellation clause;
- IV. Contracts relating to assignments now or hereafter made by members of their Mutual Ownership Contracts; or
- V. Contracts relating to matters connected with loans to members.

The membership approved the following two multi-year contracts in 2019 for a total cost of \$375,253; hence, based on section I. above, this amount would be excluded from the \$400,000 aggregate limit specified in the bylaws.

8b. Board Members' Items

Lambert encouraged members to volunteer for the City Council candidates' forum.

8c. Audit Committee's Items

None.

8d. Manager's Items

None.

Motion: To Adjourn.

Moved: James

Seconded: Carter-Woodbridge

Carried: 8-0

The meeting adjourned at 8:47 pm.

Ed James
Secretary