

GHI Board of Directors
Open Meeting
(Virtual Zoom)
September 2, 2021

Board Members Present: Bilyeu, Brodd, Carter-Woodbridge, James, Lambert, and McKinley

Excused Absences: Carbone, Luly, and Mortimer

Others in Attendance:

Eldon Ralph, General Manager

Joe Perry, Director of Finance

Bruce Mangum, Contract Processor

Stuart Caplan, Director of Technical Services

David Benack, Audit Committee

Sam Lee, Audit Committee

Molly Lester

Joe Ralbovsky

Chuck Hess

Ben Fischler

Henry Haslinger

Stephen Holland

Judith Davis, Greenbelt City Council

Kris White

Maya Robinson

Bill Jones

Steve Skolnik

Henry Haslinger

Altoria Ross, Recording Secretary

President Brodd called the meeting to order at 7:55 pm.

1. Approval of Agenda

Agenda revisions: Changed “June” to “July” for Item 7a and “2020” to “2021” for item 7h.

Motion: To approve the agenda as revised.

Moved: James

Seconded: Lambert

Carried: 6-0

2. Statement re: Board Poll for Approval of Membership Applications on July 30, 2021

The GHI Board of Directors conducted an electronic Board poll during July 29 and July 30, 2021 regarding the approval of membership for three applicants and all nine Directors unanimously approved the following motion as of July 30, 2021:

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:

- **Meredith Beed, Jane Tierney, Tenants by the Entirety;**
- **Sally A. Sullivan, Sole Owner;**
- **Margaret L. Barott, Sole Owner.**

3. Statements of Closed Meetings Held

3a. Statement re: Closed Meeting Held on August 12, 2021

GHI's Board of Directors held a closed meeting at 7:00 pm on August 12, 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 1, 2021	(vii)
2. Request by a Member for an Exception to the Two-Year Profit Limitation Provision in the MOC	(iv)
3. Request by a Member to Allow a Non-member to Temporarily Reside in a GHI Unit	(iv)
4. Request by a Member for a Rental Permit Extension	(iv)
5. Consider Approval of the following Contracts: <ul style="list-style-type: none"> • Contract for Hiring an Engineering Firm to Prepare Construction Plans for Replacing a Retaining Wall and Stairway at 2 Plateau Place – 1st reading • Contract for Mini-Split Heat Pump Unit Inspections and Repairs – 1st reading 	(vi)
6. Legal Counsel's Opinion re: Proposed Solar PVES Pre-paid Power Purchase Agreement	(iii)
7. Member Financial Matters	(viii)
8. Member Complaint Matters	(iv)

The motion to close the meeting was approved at the open meeting of July 15, 2021, by Directors Bilyeu, Brodd, Carbone, Carter-Woodbridge, James, Lambert, Luly, McKinley and Mortimer.

3b. Statement of a Closed Meeting Held on August 19, 2021

GHI's Board of Directors held a closed meeting at 7:00 pm on August 19, 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 close the meeting was approved at the closed meeting of July 15, 2021, by Directors Bilyeu, Brodd, Carbone, Carter-Woodbridge, James, Lambert, Luly, McKinley and Mortimer.

3c. Statement re: Closed Meeting Held on September 2, 2021

The Board did not finish its meeting but will report on it at a subsequent open meeting.

4. Visitors and Members (Comment Period)

None.

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:

- **Mona L. Markus, Johannes C. Markus, Tenants by the Entirety;**
- **Phillip R. Stratton, Clifford K. Stratton, Joint Tenants;**
- **Neil Anderson, Sole Owner;**
- **Kuriakose J. Methipara, Mary Methipara, Tenants by the Entirety;**
- **Anthony R. Case, Sole Owner;**
- **Michelle L. Tavss, Sole Owner;**
- **Jane E. Burgess, Walter R. Flores, Tenants by the Entirety;**
- **James A. Groff, Jr., Elizabeth Mondragon-Groff, Tenants by the Entirety.**

Moved: James

Seconded: Bilyeu

Carried: 6-0

6. Committee Reports

Communications Committee: The committee is not meeting nor updating the GHI handbook.

Stormwater Management Taskforce: The members will be discussing impervious paving at its next meeting.

Woodlands Committee: Members will staff a table at the Labor Day Festival on Saturday from 9 am to 4 pm.

7. For Action or Discussion

7a. Approve Minutes of the Open Meeting Held on July 15, 2021– (Attachment #3)

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

Moved: James

Seconded: Carter-Woodbridge

Carried: 6-0

7b. Review Minutes of the 2021 Annual Membership Meeting – (Attachment #4)

Attachment #4 is a draft of the minutes of the May 13, 2021 annual membership meeting. After the Board reviews and accepts the minutes, they will be included on the May 12, 2022, annual meeting agenda for review and approval by the membership.

Motion: I move that the Board of Directors accept the draft minutes for the May 13, 2021, annual membership meeting as amended on September 2, 2021, and direct staff to include

them on the agenda for the May 12, 2022, annual membership meeting, for review and approval by the membership.

Moved: James

Seconded: Bilyeu

Carried: 6-0

7c. Companion Animal Committee Report for January to July 2021- (Attachment #5)

Attachment #5 is a report from the Companion Animal Committee regarding its activities during the period January 2021 to July 2021.

Motion: I move that the Board of Directors accept the report from the Companion Animal Committee, regarding its activities during the period January 2021 to July 2021.

Moved: McKinley

Seconded: Lambert

Carried: 6-0

7d. Buildings Committee Proposal for a Post-HIP Member Survey – (Attachment #6)

With assistance from members, Chris Carbone and Carol Griffith, the Buildings Committee developed a survey form (Attachment #6) that it proposes to use for collecting and analyzing member feedback about the recently completed Homes Improvement Program.

The survey is linked to the following URL address: <https://forms.gle/7v71umWR4J5k4YTP6>.

The Buildings Committee proposes that members should complete the survey either by clicking on a link in the GHI e-newsletter or in a web-blast to the emails on file.

Motion: I move that the Board of Directors approve the survey form as revised to be used by the Buildings Committee for collecting and analyzing member feedback about the recently completed Homes Improvement Program.

Moved: Bilyeu

Seconded: Carter-Woodbridge

Carried: 6-0

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

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 #7) 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.

Contract	2021	2022	Total
Landscape maintenance	\$65,955	\$67,263	\$133,218
Tree maintenance (<i>costs showpatrician oratorn are estimated</i>)	\$119,229	\$122,806	\$242,035
		Total	\$375,253

At present, there is no other multi-year contract that either exceeds \$40,000 per year or runs for a period of 5 years; hence, a membership vote is not required to approve the proposed pre-paid PPA, if it is regarded as a 5-year contract.

The Board postponed the decision until the Board meeting on September 16, 2021.

7f. Review 2021 Second Quarter Financial Statements – (Attachment #8)

GHI's 2021 second quarter financial statements are shown in Attachment #8. The Finance Committee reviewed them on August 19, 2021. Joe Perry, GHI's Finance Director, presented the financial statements and answered questions during the Board meeting.

7g. Proposed Revisions to GHI Insurance Coverage Policy – (Attachment #9)

Staff recommends that GHI Insurance Coverage Policy should be revised as shown in Attachment #9 to include a paragraph that urges members to obtain an HO-6 insurance policy with an explanation about the benefits that would be derived.

Ms. Theresa Melson, Vice President of USI Inc. (GHI's insurance broker) and also GHI's legal counsel, Joe Douglass, reviewed and endorsed the proposed changes to the policy.

Motion: I move that the Board of Directors adopt the revised GHI Insurance Coverage Policy as revised on September 2, 2021.

Moved: McKinley

Seconded: James

Carried: 6-0

7h. Consider Recommendations in Audit Committee's 2021 Annual Report

In its annual report, the 2020-21 Audit Committee made the following recommendations to the Board of Directors regarding measures that should be considered to improve operational efficiencies:

- *Improve GHI Communication:* We recommend that the GHI website should be updated to make it easy for members to find information, including which staff or volunteers should be contacted in specific scenarios.
- *Clarify and Streamline Rules:* We recommend that the Board review or direct a taskforce to review GHI rules with the goal of streamlining, modernizing, and where possible, eliminating unnecessary regulations. We believe the Board should be conscientious of creating a system that relies on exceptions as the perception of an arbitrary application of rules to different members could pose a liability to GHI.
- *Shorten Board Meetings:* We recommend that the Board take steps to reduce the length of Board of Directors Open and Closed meetings to make it easier for more members to participate in meetings and in elected positions.
- *Improve GHI Staffing Levels:* It has come to our attention that GHI has had trouble recruiting and retaining talent in certain roles. We recommend that the Board take action to better understand the causes and develop actionable solutions to the issue.

7i. Public Hearing on the Countywide Map Amendment Scheduled for Monday, September 13, 2021 – (Attachments #10)

For several years, P.G. County’s Planning Department has been conducting a comprehensive re-write of the Zoning Ordinance and Subdivision Regulations. The goal is to transform the current zoning code into a more user-friendly zoning ordinance for the county. A Neighborhood Conservation Overlay Zone (NCOZ) has been proposed for Greenbelt; a NCOZ would conserve GHI’s architectural character and open spaces, regardless of what underlying zone is ultimately approved by the County.

A public hearing on the proposed Countywide Map Amendment (CMA) is scheduled for Monday, September 13th at 5:00 pm, and September 29th is the close of public testimony. The Countywide Map Amendment will apply the new zoning regulations to land in the County and transition the existing zones to the most similar zones contained in the new Zoning Ordinance.

The Board may wish to authorize Board President Brodd to present GHI’s position on the CMA and NCOZ during the hearing on September 13th. During the hearing, GHI should state the possible ramifications if the proposed NCOZ is not adopted at the same time as the CMA and advocate for their simultaneous adoption.

Attachment #10 is a letter that GHI sent to the City of Greenbelt in June 2020, asking the City of Greenbelt Council and Planning Staff (City) to support GHI's position on a number of issues in the draft of the proposed Greenbelt (NCOZ) Development Standards; a copy of the letter was also sent to the Maryland National Capital Parks and Planning Commission.

The Board did not take any action.

7j. Request the Stormwater Task Force/Architectural Review Committee to Recommend Rules re: Paving of Yards

There are no rules in the GHI Members’ Handbook that govern the amount of paved surface a member can install in a yard. As such, when a member wishes to pave a significant portion of their yard, staff refers such permit requests to the Architectural Review Committee and the Board pursuant to **GHI Rule § Section X.C.**, which states, “*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*”.

Water run-off from impervious paved surfaces can burden swales and storm drains and cause flooding in yards. Also, paved surfaces can impact the aesthetic appearance of yards.

During its review of a permit request that staff referred to the Architectural Review Committee last June, the Committee stated that it would be quite valuable to have a rule in the GHI Members’ Handbook that addresses the issue about the amount of paved surface a member can install in a yard. The ARC suggested that the Storm Water Management Task Force, along with the Buildings Committee and/or the ARC could be tasked with making rule recommendations to the Board.

Motion: I move that the Board of Directors direct the Storm Water Management Task Force along with the Architectural Review Committee to recommend rules governing the placement of impervious and semi-pervious materials in yards, by January 31, 2022.

Moved: McKinley

Seconded: Bilyeu

Carried: 6-0

7k. Request the Architectural Review Committee to Recommend Rules re: Reconfiguration of Rooms in GHI Units

Occasionally, staff receives permit requests from members who desire to reconfigure room(s) in their units. Typically, when any changes in a unit layout are proposed on a permit request, staff conditions the approval by requiring the member to restore the space back to the original layout upon resale. In a recent situation, the Personal Representative of a deceased member's estate proposed adding a third bedroom to a GHI unit upon resale. Staff referred this item to the Architectural Review Committee (ARC) pursuant to GHI Rule § Section X.C., which states, "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."

Board President Brodd suggests that the Board should consider requesting the ARC to recommend rules governing the reconfiguration of rooms in GHI units.

Motion: I move that the Board of Directors direct the Architectural Review Committee to recommend rules governing the reconfiguration of rooms in GHI units by January 31, 2022. The Architectural Review Committee's deliberations shall include but not be limited to the following matters:

- **Should staff refer all permit requests for reconfiguration of rooms in GHI units to the ARC and the Board for review?**
- **Should members be allowed to keep reconfigured rooms in a GHI unit upon resale or be required to restore them to the original layouts?**

Moved: Lambert

Seconded: McKinley

Carried: 6-0

7l. Proposed Inclusion of Additional Item on List of Emergency Maintenance Requests – (Attachment #11)

In 1997, the Board of Directors approved a list of maintenance requests that require emergency responses from maintenance staff. Board President Brodd suggests that an item - *'flooding inside a GHI unit due to rainfall'*, should be added to the list (Attachment #11).

Motion: I move that the Board of Directors adopt the revised list of emergency maintenance requests as presented.

Moved: James

Seconded: Lambert

Carried: 6-0

7m. Consider Whether GHI Should Host a Forum for Greenbelt City Council Candidates

The next Greenbelt City Election is on Tuesday, November 2, 2021. In the past, GHI hosted a City Council candidates’ forum that enabled a GHI moderator to ask the candidates questions that were of relevance to the GHI community.

GHI’s Manager is awaiting a response from City staff about whether candidates’ forums will be held this year and their format (virtual, hybrid or in-person meetings) if they are held.

Consensus: GHI should host a City Council candidates’ forum this year if the Election Board decides to hold them.

7n. Motion to Hold a Closed Meeting on September 16, 2021

Motion: I move to hold a closed meeting of the Board of Directors at 7:00 pm on September 16, 2021.

Moved: James

Seconded: Lambert

Carried: 6-0

8. **Items of Information**

8a. President’s Items

None.

8b. Board Members’ Items

None.

8c. Audit Committee’s Items

None.

8d. Manager’s Items

None.

Motion: To adjourn.

Moved: James

Seconded: Bilyeu

Carried: 6-0

The meeting adjourned at 9:19 pm.

Ed James
Secretary

