

**Minutes
Board of Directors
GHI Regular Open Session
September 20, 2018**

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

Excused Absences: Kapfer

Others in Attendance:

Eldon Ralph, General Manager	Sean Clerkin
Neron Adams-Escalera, Director of Member Services	Susan Harris
Joe Wiehagen, Director of Homes Improvement Program	Jenny Moser Jurling
Molly Lester, Audit Committee Member	Kris White
Henry Haslinger, Audit Committee Member	Julie Winters
Carol Griffith, Audit Committee Member	Ken Shields
	Girale Wilson-Takahashi, Recording Secretary

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

1. Approval of Agenda

Item 1a: Announcement of Executive Session Meeting held on September 20, 2018, was added to the agenda.

Motion: To approve the agenda as revised.

Moved: James

Seconded: Hess

Carried: 8-0

1a. Announcement of Executive Session Meeting held on September 20, 2018.

GHI's Board of Directors held an Executive Session meeting on September 20, 2018, in the Board Room of the Administration Building. Board members Stefan Brodd, Chuck Hess, Stephen Holland, Ed James, Bill Jones, Linda Seely, Steve Skolnik, Tami Watkins, and Audit Committee members Henry Haslinger and Carol Griffith attended the meeting.

The following motion to call this meeting was made during a prior open meeting on the same date and approved by Board members Stefan Brodd, Chuck Hess, Stephen Holland, Ed James, Bill Jones, Linda Seely, Steve Skolnik and Tami Watkins:

Motion: I move that the Board of Directors adjourn this open meeting for the purpose of conducting a closed meeting to discuss the following matters:

- a) **Approved Agenda.**
- b) **Approved the 2018 Fall Concrete Repair contract for 2nd Reading:**

Motion: I move that the Board of Directors authorize the manager, for second and final reading, to enter into a contract with Superior Facilities Management Services LLC, for the

fall repairs of concrete sidewalks at 15 sites, at its bid of \$15,000, plus 10% for contingencies, for a total not to exceed \$16,500.

- c) **Approved Minutes of a Complaint Hearing.**
- d) **Approved Minutes of Executive Session Meeting Held on August 16, 2018.**
- e) **Discussed two Complaint Matters.**
- f) **Discussed Member Financial Matter.**

The meeting commenced at 7:02 p.m., and adjourned at 7:43 p.m.

Authority for the above 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)

2. Visitors and Members (Comment Period)

- Sean Clerkin, Requested removal of landscaping timbers.
- Susan Harris, Supports the idea of having an official GHI Facebook page as another option to communicate with members in the community.
- Jenny Moser Jurling, Communications Committee – Supports the idea of having an official GHI Facebook page as another option to communicate with members in the community
- Julie Winters, Communications Committee – Supports the idea of having an official GHI Facebook page as another option to communicate with members in the community.
- Ken Shields, Cautioned against the idea of having an official GHI Facebook page, as Facebook would own the information.

3. 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:

- **Denise M. Riley, Sole Owner;**
- **Pamela L. DeJesus, Thea Marie DeJesus, Joint Tenants;**
- **Philip M. Larkin, Sole Owner;**
- **Mary Lynn Poirier, Sole Owner.**

Moved: James

Seconded: Hess

Carried: 8-0

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

John Campanile, Mary Lynn Poirier, Tenants by the Entirety, changed to John Campanile, Sole Owner.

Moved: James

Seconded: Hess

Carried: 8-0

4. Committee and Homes Improvement Program ReportsHomes Improvement Program – Wiehagen reported:

- Windows – 87% completed
- Doors – 74% completed
- Siding – 42% completed
- Electric baseboard – 100% completed
- HVAC – 50% completed
- Frame crawlspaces – 16% completed
- Attic – 82% completed

5. For Action or Discussion5a. Approve Minutes of Special Open Session Meeting Held on August 16, 2018

Motion: I move that the Board of Directors approve the minutes of the Special Open Session meeting held on August 16, 2018 as presented.

Moved: James

Seconded: Hess

Carried: 6-0-2

Abstained: Brodd and Holland

5b. Approve Minutes of Regular Open Session Meeting Held on August 16, 2018

Motion: I move that the Board of Directors approve the minutes of the Regular Open Session meeting held on August 16, 2018 as presented.

Moved: James

Seconded: Hess

Carried: 6-0-2

Abstained: Brodd and Holland

5c. Review Communications Committee Report

The Communications Committee has submitted their report for the Board's consideration.

Motion: I move that the Board of Directors accept the report as presented by the Communications Committee on September 20, 2018.

Moved: James

Seconded: Hess

Carried: 8-0

5d. Member's Recommendation that Historic-Style Address Numbers be Installed on Masonry Units

An email from GHI member Aaron Marcavitch who resides at 13-F Ridge Rd, that requests the Board to adopt the lettering shown in the attached photos as an (1) option or as a (2) primary lettering for the original 1937 units.

Mr. Marcavitch paid about \$30 for two sets of lettering, which included a 3 inch, 4 inch, and 5 inch set. That would break down to about \$5 a set. However, he feels that the cost could be greatly reduced by contacting the manufacturer (DIYLettering.com) and obtaining several sets of a full alphabet and numbers, which the maintenance staff could utilize.

Motion: I move that the Board of Directors direct the Architectural Review Committee to recommend whether the type of house lettering presented by the member of 13-F Ridge Rd on September 20, 2018 should be adopted as either optional lettering or primary lettering for GHI's masonry units.

Moved: Hess

Seconded: James

Carried: 8-0

5e. Installation of Solar Panels on Garage Doors by Members

Recently, a member inquired whether Technical Services staff would permit a small solar panel to be mounted on the door of a GHI rental garage, similar to the one at 2 Eastway garage #5 which was not permitted by Technical Services.

The GHI Board approved a policy for roof-mounted solar PVES systems in October 2016, but the policy does not address this proposed application. Staff seeks direction for such installation requests and repairs that are acceptable for garage panels when the panels are attached to the panels by mechanical fasteners.

Motion #1: I move that the Board of Directors allow temporary installation of small solar panels on garage doors, provided that they will be removed upon the member's vacation of a garage, without damaging the door panels.

Moved: Hess

Seconded: Jones

Failed

Motion #1 was abandoned.

Motion: I move to refer Motion #1 on the floor to Architectural Review Committee for their consideration.

Moved: Jones

Seconded: Hess

Carried: 8-0

5f. Proposed GHI Bylaw Amendments

Last August 2nd, the Board discussed that bylaw amendments should be made to address two concerns related to the acquisition of property by GHI/GDC and expenditure of funds for multi-year contracts. Subsequently the Board President directed the Manager to request GHI's attorney Mr. Joe Douglass to submit proposed bylaw amendments for the Board's consideration.

A. Acquisition of Property by GHI/GDC

On January 11, 2017, Attorney Joe Douglass advised the Board as follows:

- Based on Article II, Section 1, and Article VIII, Section 8 of the current bylaws (refer to Attachment #6a.), any new acquisition of property by GDC for the benefit of GHI, the funding of such an acquisition by GHI, and the funding by GHI of any activities in connection with such an acquisition, would have to be authorized by the GHI membership.

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The GHI Board could not exercise the Corporation's authority to do these things without first obtaining a membership vote authorizing such action.

Board members were concerned that purchase negotiations for properties could be inhibited through premature public disclosure of proposed acquisition costs and also, the timeliness of purchase transactions could be affected.

B. Expenditure of Funds for Multi-year Contracts

On January 11, 2018, Attorney Joe Douglass provided the following interpretation:

- Based on Article V111. §11. Expenditure of Funds and Contracts (refer to Attachment #6a.), the total permitted amount for all multiyear contracts costing more than \$40,000 per year and/or lasting more than five years is \$400,000. The key term is "and/or". The \$400,000 total is an aggregate of the prices of all such multiyear contracts, and includes all multiyear contracts costing more than \$40,000 per year, even if their duration is less than five years, and all multiyear contracts with durations of more than five years, even if they are for amounts less than \$40,000 per year.

There has been much confusion among board members and staff interpreting the language of this current bylaw provision.

The proposed bylaw amendments that Mr. Douglass provided are included in Attachment #6b.

Motion: I move that the Board of Directors accept the proposed bylaw amendments submitted by attorney Joe Douglass as presented on September 20, 2018 and direct the Manager to request the membership to provide comments on the proposed amendments over a period of 30 days.

Moved: Hess

Seconded: Brodd

Carried: 6-2

Opposed: Holland, Jones

Items of Information:

6a. Property Insurance Claim re: Flood Incident at 6-Q and 6-R Ridge Rd.

On August 17, 2018, the member in 6-Q Ridge Rd. reported to emergency service that water was coming into her unit. GHI maintenance responded and determined that the source of the leak was the toilet supply tube in the bath on the 1st floor addition of 6-R Ridge Rd.

The members at 6-R Ridge contacted their insurance company, who promptly authorized a water remediation company to preserve personal contents. On August 27, 2018 staff evaluated the situation and filed a claim with GHI's insurance carrier on August 28, 2018. GHI's insurance adjuster and a contractor visited on September 5, 2018 and the contractor's hygienist evaluated the interior conditions on September 10, 2018.

6b. Employment of Stuart Caplan as Director, Technical Services

Mr. Stuart Caplan began employment with GHI on September 10, 2018, in the position of Director, Technical Services. He has over 25 years work experience in construction management, land

development, and business operations. He holds a B.S. Civil Engineering Degree in Structural Engineering and a M.S Civil Engineering Degree in Construction Management.

6c. Board 12 Month Action Plan and Committee Task List

6d. Monthly GHI and City Calendars

6e. President's Items

- GHI will participate at the National Coop Festival October 6th and 7th.

6f. Board Members' Items

- James would like to make woodchip pile accessible to members
- Hess will be absent from Board meetings on October 4th and October 11th.
- Seely may be absent from Board meetings the first week of December through January due to her daughter's pending delivery of her babies.
- Watkins may be absent from the next ARC and Bicycle Committee meeting.

6g. Audit Committee's Items

- Lester inquired about the Handbook that was revised in 2016. She also shared that a policy is needed to address the voter rolls list of Members.

6h. Manager's Items

- Training for Committees is scheduled for September 27, 2018.
- A meeting with WSSC regarding pipes is scheduled for October 5, 2018.

Motion: To adjourn.

Moved: Hess

Seconded: James

Carried: 8-0

The meeting adjourned at 9:27 p.m.

Ed James
Secretary