

Minutes  
**GHI BOARD OF DIRECTORS**  
April 10, 2014

Board Members Present: DeBernardo, Hess, James, Jones, Marcavitch, McFadden, Novinski, Ready, and Skolnik

Others in Attendance:

General Manager Eldon Ralph	Ben Fischler, Audit Committee
Joan Krob, Director of Member Services	Jonathan Gordy, Audit Committee
Tom Sporney, Director of Technical Services	Susan Walker
Matt Berres, Director of Maintenance	Mary Ernsberger
Brenda Lewis, Director of Human Resources	Altoria Ross, Recording Secretary
Debbie Cooley, Audit Committee Chair	

President Ready called the meeting to order at 7:38 p.m.

1. Approval of Agenda

The President removed Item M. *Contract for Installation of Heating/Cooling Systems for Phase 3, Pilot Program, 1<sup>st</sup> Reading* from the agenda.

**MOTION: TO APPROVE THE AGENDA, AS REVISED.**

Moved: James

Seconded: Hess

Carried 9-0

2. Visitors and Members

There were not any members present who wished to address the Board regarding an item that was not on the agenda.

3. Approval of Membership Applications

**MOTION: THAT THE FOLLOWING MEMBERS ARE ACCEPTED INTO THE COOPERATIVE AND MEMBERSHIP IS AFFORDED THEM AT THE TIME OF SETTLEMENT:**

- **JAYNA BRYANT, WILLIAM MAYER, TENANTS BY THE ENTIRETY, 55-L RIDGE ROAD;**
- **CAITLIN SCHNEIDERMAN, SOLE OWNER 7-A LAUREL HILL ROAD.**

Moved: James

Seconded: Skolnik

Carried 9-0

**MOTION: THAT THE BOARD OF DIRECTORS APPROVES THE FOLLOWING MUTUAL OWNERSHIP CONTRACT RECREATION:**

- **JENNIFER C. SWEET, SOLE OWNER, 54-J RIDGE ROAD.**

Moved: James

Seconded: Hess

Carried 9-0

**MOTION: THAT THE BOARD OF DIRECTORS APPROVES THE FOLLOWING MUTUAL OWNERSHIP CONTRACT CHANGE:**

- **WILLIAM R. DEWITT, ELVINA G. DEWITT, 15-E LAUREL HILL ROAD IS CHANGED TO WILLIAM R. DEWITT, ELVINA G. DEWITT, KENNY MIDKIFF, JESSYCA READ, JOINT TENANTS.**

Moved: James

Seconded: Hess

Carried 9-0

4. Committee Reports

None presented.

5. Consent Agenda

**MOTION: TO APPROVE THE CONSENT AGENDA.**

Moved: Hess

Seconded: James

Carried 9-0

6a. Approval of Minutes: March 13, 2014

**APPROVED BY CONSENT: APPROVAL OF MINUTES OF THE MARCH 13, 2014 MEETING.**

6b. Contract for Replacement of Air Conditioning Units for Larger Townhomes, 2<sup>nd</sup> Reading

**APPROVED BY CONSENT: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR SECOND READING AND FINAL PASSAGE, TO ENTER INTO A CONTRACT WITH MCCULLY HEATING & AIR CONDITIONING, FOR THE REPLACEMENT OF SEVEN AIR CONDITIONING SYSTEMS AT 65A&H RIDGE, 5A, E, H, K LAUREL HILL, AND 135A NORTHWAY, AT ITS BID OF \$24,300, PLUS 10% FOR CONTINGENCIES, FOR A TOTAL NOT TO EXCEED \$26,730.**

6c. 2014 Community Beautification Program

Matt Berres, GHI's Maintenance Director, announced the 2014 Community Beautification Program is scheduled to commence on May 12, 2014, and will begin at 73 Court Ridge.

**MOTION: THE BOARD OF DIRECTORS APPROVES THE USE OF THE INSPECTION FORM THAT WAS PRESENTED BY STAFF, THAT WILL BE USED BY THE INSPECTOR DURING THE 2014 COMMUNITY BEAUTIFICATION INSPECTION PROGRAM.**

Motion: Skolnik

Seconded: Hess

Carried 9-0

6d. Review GHI's Phone Emergency Response System

Berres presented a report of the GHI's telephone emergency response system to the Board and answered questions.

- 6e. Review Final Changes to GHI's Bylaws Recommended by the Bylaws Committee

**MOTION: THE BOARD OF DIRECTORS ACCEPTS THE BYLAW CHANGES AS MODIFIED AT THE APRIL 10, 2014 BOARD MEETING, AND DIRECTS THAT THEY BE VOTED ON FOR ADOPTATION INTO THE GHI BYLAWS AT THE MAY 15, 2014 ANNUAL MEETING.**

Motion: Marcavitch

Seconded: Hess

Carried 9-0

- 6f. Communications Committee Recommendation Re: Terminology for Members in GHI Communications

During a Board meeting last year, the Marketing Committee presented a draft brochure to the Board, which started the dialogue about what to call members: members, member-owners, home-owners, etc. Subsequently, the Board asked the Communications Committee to research the history of what terms GHI and other housing cooperatives use to reference their members.

**MOTION: THE BOARD OF DIRECTORS ACCEPTS THE RECOMMENDATION OF THE COMMUNICATIONS COMMITTEE THAT THE TERM "MEMBER-OWNER" SHALL BE USED IN MARKETING MATERIALS & COMMUNICATIONS DIRECTED TO PRIMARILY NON-MEMBERS AND THE TERM "MEMBER" SHALL BE USED IN MATERIALS AND COMMUNICATIONS DIRECTED PRIMARILY TO THOSE WHO HAVE ALREADY PURCHASED THEIR MEMBERSHIP WITH OCCUPANCY AND EQUITY RIGHTS OF A UNIT IN GHI.**

Moved: Hess

Seconded: McFadden

Carried 9-0

- 6g. Establishment of a Taskforce to Review Issue of Rentals Cum Part-time or Full-Time Occupancy of Units by Members

Recently, staff encountered three cases where each member claimed to be a part-time resident. Two members are currently renting their units and the other rented a room in her unit until a few weeks ago. The members believed that spending a few nights per month in their unit satisfied GHI's member occupancy standard. A review of the issue of unauthorized rentals cum "part-time" member occupancy of units is an item in the Board's current action plan.

The definition of "subtenant" in the MOC is any person occupying the Premises at a time when Member is not occupying the Premises. Section 7(b) of the MOC requires that a member "may sublet all, but not a part, of the Premises to a subtenant, but only with the previous written consent of GHI. These MOC provisions appear to not allow members (who claim to occupy their units part-time) to rent rooms to tenants without authorization.

Over the years, GHI has not intervened when members who occupy units full-time, rent rooms to tenants without authorization.

The Board should appoint a taskforce to examine the issue of rentals cum “full-time” or “part-time” member occupancy of units and advise how it should be addressed. The task force should also recommend criteria by which the Board/Staff could permit such rentals. It was suggested that perhaps some of the persons who helped formulate recommendations for the policy on unauthorized rentals would be willing to serve on this new task force.

**MOTION: THE BOARD DIRECTS THAT A TASK FORCE OF MEMBERS SHALL BE ESTABLISHED TO RECOMMEND TO THE BOARD HOW THE ISSUE OF RENTALS TO TENANTS CUM ‘FULL-TIME OR PART-TIME OCCUPANCY’ OF UNITS BY MEMBERS SHOULD BE ADDRESSED. THE TASKFORCE SHALL PRESENT ITS RECOMMENDATIONS TO THE BOARD ON OR BEFORE OCTOBER 31, 2014.**

Moved: Skolnik

Seconded: Hess

Carried 7-0-2

DeBernardo, McFadden abstained.

Board members Novinski, Jones, Hess, and McFadden offered to serve on the rentals to tenants cum ‘full-time or part-time occupancy’ taskforce.

6h. Establishment of a Task Force to Investigate Whether GHI Could Provide Electrical Charging Stations for Members’ Vehicles

Three members - Steve Skolnik of 8A Ridge, Ryan McClelland of 7F Southway, and Kenneth Chandler of 62H Ridge have expressed a desire to serve on a taskforce to investigate the feasibility of offering electrical charging stations for members’ vehicles.

**MOTION: THE BOARD DIRECTS THAT A MEMBER TASK FORCE SHALL BE ESTABLISHED TO INVESTIGATE AND RECOMMEND TO THE BOARD WHETHER GHI SHOULD PROVIDE AND/OR ALLOW ELECTRICAL CHARGING STATIONS FOR MEMBERS’ VEHICLES AND IF SO, HOW THIS SHOULD BE IMPLEMENTED. THE TASK FORCE SHOULD SUBMIT ITS RECOMMENDATIONS ON OR BEFORE OCTOBER 31, 2014.**

Moved: Skolnik

Seconded: Hess

Carried 9-0

6i. Review 2013-14 Investment Performance Report

**MOTION: THE BOARD OF DIRECTORS ACCEPTS THE 2013 INVESTMENT PERFORMANCE REPORT THAT WAS PREPARED BY THE INVESTMENT COMMITTEE AND REVISED BY THE BOARD AND DIRECTS THAT IT BE INCLUDED IN THE 2013-14 ANNUAL REPORT THAT WILL BE DISTRIBUTED TO THE MEMBERSHIP.**

Moved: Jones

Seconded: Hess

Carried 9-0

6j. Review GHI's Investment Policy

**MOTION: THE BOARD OF DIRECTORS DIRECTS THE MANAGER TO PROVIDE IT WITH COST PROPOSALS FROM PROFESSIONAL FINANCIAL ADVISORS TO REVIEW AND RECOMMEND MODIFICATIONS TO GHI'S CURRENT INVESTMENT POLICY, AND ADVISE THE INVESTMENT COMMITTEE DURING ITS REVIEW OF CURRENT INVESTMENTS AND PRIOR TO PURCHASES OF NEW INVESTMENTS.**

Moved: Hess

Seconded: Jones

Deferred

Hess and Jones invoked the rule where two members can defer an item; consequently, the Board did not vote on the motion.

6k. Review of Planning Activities for the Homes Improvement Program

**MOTION: THE BOARD OF DIRECTORS DIRECTS THE BUILDINGS COMMITTEE TO COORDINATE ALL OF THE PLANNING ACTIVITIES FOR THE HOMES IMPROVEMENT PROGRAM THAT ARE OUTLINED IN THE PLANNING COMMITTEE CHARTER THAT WAS SUBMITTED BY STAFF.**

Moved: Skolnik

Seconded: Novinski

Carried 9-0

6l. Review Revised Agreement for Phase 3 Pilot Program Re: GHI and Member Responsibilities

At its February 13, 2014 Board meeting, the Board reviewed a draft agreement that outlined the responsibilities of GHI and Pilot members for heating/cooling systems that will be installed during Phase 3 of the Pilot Program. The Board revised the agreement and asked staff to send it to GHI's attorney for review. Mr. Joe Douglass, from Whiteford, Taylor & Preston, LLP, reviewed the draft agreement and made substantial revisions. After reviewing the document on March 23<sup>rd</sup>, the Board requested a task force comprised of Bill Jones, Steve Skolnik, and Sue Ready to make further changes to the document to accurately reflect prior commitments that the Board had made to Pilot members with regard to payment terms for the heating/cooling systems and their future maintenance. The taskforce further revised the agreement which is in Attachment #11.

**MOTION: THE BOARD OF DIRECTORS APPROVES THE AGREEMENT BETWEEN GHI AND PILOT MEMBERS (WITH THE DATE OF 4/10/2014 IN THE FOOTNOTE) THAT STIPULATES BOTH PARTIES' RESPONSIBILITIES FOR THE HEATING/COOLING SYSTEMS TO BE INSTALLED DURING PHASE 3 OF THE PILOT PROGRAM.**

Moved: Hess

Seconded: James

Carried 9-0

*NOTE: Original Item 6m. Contract for Installation of Heating/Cooling Systems for Phase 3, Pilot Program, 1<sup>st</sup> Reading was removed during approval of the agenda.*

6m. 2014 Spring Concrete Contract, 1<sup>st</sup> Reading

In the first quarter of 2014, staff solicited bids to replace concrete sidewalks and steps at thirty-two (32) locations throughout GHI. Reasons for the replacements include the disintegration of concrete and heaving of sections of sidewalks. Some of these defects were reported to the Maintenance Department by members, while others were observed during a community-wide survey of sidewalks. \$50,000 is budgeted in 2014 for concrete repairs from replacement reserves. The list of sites is:

3 Ct. Crescent Road	9C-D Hillside Road	33M-N Ridge Road
6 Ct. Crescent Road	10C-D Hillside Road	47C-D Ridge Road
6 A Crescent Road	3A-B Laurel Hill Road	73C-D Ridge Road
6E-F Crescent Road	14U-V Laurel Hill Road	73G-H Ridge Road
7A-B Crescent Road	2E Plateau Place	73N-P Ridge Road
7J-K Crescent Road	5E-F Plateau Place	73P Ridge Road
58L-M Crescent Road	12L-M Plateau Place	73S-T Ridge Road
3 Ct. Eastway Road	1A-B Research Road	4A-B, G-H Southway Rd
1C-D, J-K Gardenway	9C-D Ridge Road	10U-V Southway Road
2A-B Gardenway	13C-D Ridge Road	2C-D Woodland Way
2E-F Gardenway	30A-B Ridge Road	

GHI formally solicited bids from eighteen (18) independent concrete contractors, who were all individually contacted to ascertain their interest. Three contractors attended the prebid meeting; GHI received bids from five (5) contractors:

NAME OF COMPANY	reserves (32 sites)
<b>Espina Paving, Inc.</b>	<b>\$13,958.37</b>
Pro-Pave Incorporated	\$16,434.54
JMR Concrete Const.	\$17,745.00
M & R Contracting Svcs.	\$19,882.00
GMC Contractors, Inc.	\$20,239.20
<i>budget</i>	<i>\$50,000.00</i>

Espina Paving has previously bid on GHI's projects, but has not been successful. Staff has contacted this contractor's customer & banking references, and found them to be satisfactory. Staff recommends that GHI contract with Espina Paving to perform the spring concrete sidewalk replacement, for the amount of its bid exclusive of the garage pit, with an additional 10 percent to cover contingencies or additional sites found necessary during the performance of the contract.

**MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR FIRST READING, TO ENTER INTO A CONTRACT WITH ESPINA PAVING FOR THE SPRING REPAIRS OF CONCRETE SIDEWALKS AT 32 SITES AT ITS BID, \$13,958.37, PLUS 10% FOR CONTINGENCIES, FOR A TOTAL NOT TO EXCEED \$15,354.24.**

Moved: Hess

Seconded: Skolnik

Carried 9-0

7. Items of Information

Items of Information were the Proposal to Suspend Trim Paint Program, Board's Action Plan Status and Committee Task List, and the Monthly GHI and City Calendars.

8. President

Ready said that the Board needs to review its Media Policy to have clarity re who is authorized to speak on behalf of the Board/Co-op. She stated that she received an invitation from Toastmasters International which she would pass on to any Board member who was interested. She encouraged all members present to attend the Special Membership Meeting on Monday, April 14, at the American Legion.

9. Board Members

James said the Woodlands Committee would be giving away plants at the Annual Meeting. Skolnik said the Buildings Committee needs new members.

10. Manager

General Manager Ralph said the new lighting in the administration building will save GHI over \$4,000. He noted that for the maintenance manager position, GHI received 360 resumes, interviewed 31 candidates, and had three finalists.

11. Staff

Lewis invited the Board and Audit Committee to the Annual Employee Appreciation luncheon that will be held on Wednesday, April 23 at 12:30 p.m. She said breakfast will be served for lunch.

**MOTION: TO RECESS TO EXECUTIVE SESSION TO HEAR MEMBER ISSUES AFTER THE BREAK.**

Moved: Hess

Seconded: McFadden

Carried 9-0

The meeting recessed at 9:58 p.m.

Ed James  
Secretary

