Minutes GHI Board of Directors September 7, 2006

<u>Present:</u> Alpers, Eichhorst, Hudson, Lauber, Lewis, McFadden, Morse, Moore, Ready

Others in Attendance:

Gretchen Overdurff, General Manager Marat Moore, Audit Committee

Joan Krob, Director of Member Services Genevieve Courbois, Recording Secretary

Brenda C. Lewis, Director of Human Resources
Tom Sporney, Staff Engineer
Dianne Wilkerson, Chair, Audit Committee
Michael Iacangelo, Audit Committee

Suzette Agans
Lora Katz
Molly Lester
Ronnie Scottkin

President Eichhorst called the meeting to order at 7:30 p.m. She stated that Executive Session had been held prior to the meeting and there were no changes to the Agenda.

1. Approval of Agenda

MOTION: MOVE APPROVAL OF THE AGENDA.

Moved: Hudson Seconded: Moore Carried

2. <u>Visitors and Members</u>

There were no visitors or members who wished to address the Board at this time.

3. Approval of Minutes

MOTION: MOVE APPROVAL OF THE MINUTES OF AUGUST 17, 2006.

Moved: Moore Seconded: Hudson Carried

4. Approval of Membership Applications

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

- JAMES A. GRANT AND RAYLENE A. GRANT
- CLARISSA M. BEALL

Moved: Lauber Seconded: Moore Carried

Abstained: Eichhorst

<u>MOTION:</u> THE BOARD OF DIRECTORS APPROVES THE FOLLOWING MUTUAL OWNERSHIP CONTRACT CHANGES:

- KYLA HANINGTON AND STEPHEN HOLLAND, TENANTS BY THE ENTIRETY, TO STEPHEN HOLLAND, SOLE OWNER
- SUSAN THOMPSON AND CATHERINE THOMPSON, JOINT TENANTS, TO SUSAN THOMPSON, SOLE OWNER
- LINDA GUTTMAN, SOLE OWNER, TO LINDA GUTTMAN, LIFE TENANT WITHOUT POWERS AND GERSHON GUTTMAN AND ZVI GUTTMAN, REMAINDERMEN

Moved: Lauber Seconded: Hudson Carried

5. Committee Reports

There were no committee reports.

6a. Proposed Gardenside Deck & Sunroom Enclosure, 46 G Ridge Road

On 22May06, Ms. Lee-Ellen Zukauskas submitted a permit request to construct a gardenside deck and sun porch enclosure at 46G Ridge Road. Staff identified to the member that this represents a condition contrary to three GHI rules.

At its meeting of 9Aug06, the A&E Committee recommended 4-1-1 that the member be allowed to construct the deck and sunroom enclosure at 46G Ridge Road with the understanding that Technical Services will be consulted for issues regarding the structure of the deck and the attachment of the sunroom enclosure to the unit.

The member was not present at the Board meeting. Staff Engineer Sporney reiterated staff concerns presented at the A&E Committee meeting and emphasized that this structure would not be covered by the Addition Maintenance Program. Director Ready questioned allowing additions, which are not covered under the Addition Maintenance Program in terms of the "big picture" goal of standardization and asked if permission had been secured from the member at 46F Ridge Road. Staff Engineer Sporney was unsure but said that permission would be a requirement. Director Morse recommended that consideration of this proposal be postponed as neither Ms. Zukauskas nor a member of the A&E Committee (who had attended the August 9 meeting) were present. Director Alpers concurred based on input from the member at 46F Ridge Road. Staff Engineer Sporney emphasized his intention to be consistent with rules in securing this input from the adjacent member.

<u>MOTION:</u> TO TABLE CONSIDERATION OF THE INSTALLATION OF A PROPOSED DECK AND SUNPORCH ENCLOSURE AT 46G RIDGE ROAD UNTIL THE MEMBER CAN BE PRESENT.

Moved: Moore Seconded: Lewis Carried

6b. 2006 GHI-Owned Boiler Room Renovation Contract – 1st Reading

In the fourth quarter of 2004, the Board of Directors authorized the use of non-recurring funds for specific uses, one of which being the rehabilitation of GHI-owned boiler rooms. In 2005, GHI

contracted removing abandoned boiler, piping, and debris at 5G Gardenway, 24F Ridge Road & 34F Ridge Road on a pilot-project basis with the intention of completing the remaining projects in 2006. This year, the scope of work involves the following seven (7) locations:

14Q Ridge Road20A Ridge Road

8F Southway9N Southway10U Southway

32G Ridge Road48D Ridge Road

In July 2006, GHI formally requested bids from eight (8) demolition contractors who specialize in this type of work for projects of this magnitude and three (3) contractors responded: American Window & Building Cleaning, Inc., \$54,250.00; Colossal Contractors, Inc., \$36,400.00; Willes Demolition, \$24,500.00.

Based on the quality of previous work performed by Willes Demolition, staff recommends that the Board of Directors endorse Willes Demolition to perform boiler removal at seven (7) locations for the amount of its bid with an additional 10 percent to cover contingencies.

<u>MOTION</u>: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR FIRST READING, TO ENTER INTO A CONTRACT WITH WILLES DEMOLITION INC., FOR THE REMOVAL OF ABANDONED BOILERS & DEBRIS AT SEVEN SITES FOR AN AMOUNT NOT TO EXCEED \$26,950.

Moved: Alpers Seconded: Hudson Carried

6c. <u>2006 Member-Owned Boiler Room Renovation Contract – 2nd Reading</u>

<u>MOTION</u>: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR SECOND READING AND FINAL PASSAGE, TO ENTER INTO A CONTRACT WITH AMERICAN WINDOW AND BUILDING CLEANING INC., FOR THE WATERPROOFING REPAIRS OF THE BOILER ROOM AT SEVEN SITES FOR AN AMOUNT NOT TO EXCEED \$29,161.

Moved: Alpers Seconded: Lewis Carried

Director Morse inquired why GHI was performing work to member-owned boiler rooms. Treasurer Lewis explained that the Board has had lengthy discussions about member-owned boiler rooms and that the current situation presents a health and safety issue which must be addressed. In response to a question from Director Ready about the extent of work the contractor would be performing, Staff Engineer Sporney said that the work outlined in the Manager's Memorandum would be completed by this contractor.

6d. <u>Engagement of Auditor – 2nd Reading</u>

MOTION: THE BOARD OF DIRECTORS APPROVES FOR SECOND READING AND FINAL PASSAGE, THE ENGAGEMENT OF THE FIRM DELEON AND STANG TO PERFORM THE 2006 CONSOLIDATED AUDIT OF GHI AND GDC IN THE AMOUNT OF \$12,000 TO BE COMPLETED BY APRIL 1, 2007. A TIMELINE FOR COMPLETION IS TO BE INCLUDED IN THE ENGAGEMENT LETTER.

Moved: Lewis Seconded: Moore Carried

Treasurer Lewis said that the bid from DeLeon and Stang is 12% higher this year; however, the 2004 and 2005 audits were 3% higher. She emphasized that their bid is still substantially lower than other firms. She said that, at this time, the Finance Committee is recommending DeLeon and Stang for another year. While a three-year contract would result in a 5% increase for the 2007 and 2008 audits, the Finance Committee did not discuss pursuing a three-year contract. Director Alpers questioned the \$12,000 figure in that it appears to be an estimate as outlined in the contract. Treasurer Lewis said that the motion as stated would approve engaging them for \$12,000; the contract has not been signed yet. She emphasized that a contract would need to be signed by the end of October.

<u>CONSENSUS:</u> TO REQUEST THAT THE FINANCE COMMITTEE CONSIDER ENGAGING DELEON AND STANG FOR TWO MORE YEARS (2007 AND 2008).

6e. Meter Pad Screen Design

At the Board's request, the A&E Committee discussed designs for meter pad screening at its May 10, July 12 and August 9, 2006, meetings. Based on discussion, committee member Elizabeth Shepard generated a design that would attach to the side of the structure, and have horizontal slats.

The A&E Committee recommended 5-1-0 that this design be used for the meter screens to hide the banks of meters on many rows of frame units. Staff would be flexible on the support structure but they will have the concept as presented as a design guide. Colors will match the existing siding. The final choice of materials will be based on staff recommendations.

Staff has modified the original design of 9August, to reflect the discussion of that meeting. Bids were solicited from 3 contractors to install screens to these specifications in lot quantities of 10, 20, & 30; competitive costs are \$550/ea, \$525/ea, and \$475/ea, for respective lot quantities.

The Board discussed which meter pads would be screened, costs of the screen, and the design of the screen. Director Morse inquired how this project fits in with other projects and recommended assessing its priority among other projects, e.g., walkway lighting. President Eichhorst suggested that some extra funding in the budget could possibly be used for this. Suzette Agans, 2-A Hillside Road, recommended a pilot project. She encouraged making meter pads paintable and using a sustainable material.

6f. Addition Maintenance Loan Program

Treasurer Lewis outlined the parameters of the Addition Maintenance Loan Program as detailed in the proposed GHI Addition Maintenance Program Loan Document. She said that this loan program, which is targeted to members who cannot secure a home equity loan, is being proposed by the Finance Committee as a "last resort" program to encourage members to maintain their additions. In terms of the interest rate, she explained that GHI is not looking to be in competition with local lending institutions but would need to recover costs. She said that it is designed to be a professional loan program crafted with precision and justification. She also noted that reverse mortgages are unavailable to elderly residents living in cooperatives in Maryland.

Board members discussed the proposed interest rate, length of time in which repairs must be undertaken, loan amount maximum, repayment restrictions, associated fees, risk, and involvement of Technical Services. Director Ready inquired what would happen if an elderly couple participating in the program were eventually unable to make their loan payment. It was determined that they would be evicted or their

membership would be revoked. She stated her concern that undertaking such a program could have unexpected consequences and said she would rather see those additions in disrepair until resale than force members into high interest loans that they may not be able to repay. In response, Treasurer Lewis emphasized that every member needs to be responsible for maintaining their additions and such enforcement needs to be equitably applied to all members.

Director Alpers inquired if this program is attempting to change policy in relation to the Addition Maintenance Program, as currently placing one's addition under the Addition Maintenance Program is voluntary. Director Moore said that GHI would be liable if an addition were to fail and encouraged adding all additions to the Addition Maintenance Program. Treasurer Lewis said that having all additions covered under the Addition Maintenance Program is the best scenario, however, some additions would need to be repaired first. Treasurer Lewis said the Finance Committee would revise the document based on Board input.

6g. Request for Contributions

The Board of Directors reviewed requests from three organizations for the final contributions for this calendar year: the NASCO Institute (to send one low-income participant to the NASCO Institute); the Greenbelt Arts Center (to help purchase new stage lights) and the Cooperative Development Foundation (to support its team in the 5K Race for Cooperative Development).

<u>MOTION</u>: THE BOARD OF DIRECTORS APPROVES, FOR FIRST READING, OF CONTRIBUTIONS TO THE FOLLOWING ORGANIZATIONS: NASCO LOW INCOME SCHOLARSHIP FUND - \$250; GREENBELT ARTS CENTER - \$100; NAHC RACE FOR COOPERATIVE DEVELOPMENT - \$160.

Moved: Alpers Seconded: Lauber Carried

6h. Selection of Board Member to Fill Vacancy

In response to the *News Review* ad announcing a vacant seat (created by the resignation of President Eichhorst), Letters of Intent were received from Suzette Agans, Molly Lester, Pat Novinski, Ronnie Scottkin and Ray Stevens.

At the outset of the discussion, it was announced that Pat Novinski had rescinded her Letter of Intent. Suzette Agans, Molly Lester and Ronnie Scottkin gave brief presentations; Secretary Lauber read Ray Steven's letter aloud. Director Ready announced that, according to the by-laws, an outgoing Board member should not vote to fill the vacancy created by said Board member. While maintaining she was entitled to vote, President Eichhorst recused herself from voting. President Eichorst acknowledged the excellent slate of candidates and encouraged those who were not elected to run for the Board in May 2007.

While reviewing the votes after having collected them from the Board, the Audit Committee brought to the attention of the Board that the by-laws stipulate that notification of a Board vacancy must be publicized for a two-week period. As the ad ran in the *News Review* on September 1, 2006, this two-week period had not been fulfilled.

After recognizing this, the Board cancelled the vote and discussed whether to republicize the vacancy for the remaining one week of the two-week period or for a continuous two-week period. It was noted that

the by-laws do not outline where the notice of vacancy has to appear, nor if the two-week period is defined specifically as a continuous period of time.

CONSENSUS: TO POST NOTICES IN THE COMMUNITY TO FULFILL THE REMAINING WEEK OF THE TWO-WEEK PERIOD AND VOTE ON FILLING THE VACANCY AT THE SEPTEMBER 21, 2006 BOARD MEETING.

6i. Election of Board Officers

Prior to the election of Board officers, Director Ready inquired of President Eichhorst if this would be her last meeting and when her service on the Board officially ends. President Eichhorst clarified that this is her last meeting and, as of the adjournment of the meeting, she will no longer be a member of the Board.

Director Moore nominated Don Hudson as President. Secretary Lauber nominated Sylvia Lewis as President and Susan Ready as Vice President. The vote for President was tallied by the Audit Committee and reported by Michael Iacangelo: Sylvia Lewis – 5 and Don Hudson - 3. Director Moore nominated Don Hudson for Vice President. Votes were cast for Vice President and tallied by the Audit Committee: Susan Ready – 7 and Don Hudson – 1.

<u>BY VOTE:</u> THE BOARD OF DIRECTORS DESIGNATES SYLVIA LEWIS AS PRESIDENT AND SUSAN READY AS VICE PRESIDENT.

Director Lewis nominated Sheila Alpers as Treasurer.

<u>BY ACCLAMATION</u>: THE BOARD OF DIRECTORS DESIGNATES SHEILA ALPERS, AS TREASURER.

7. Items of Information

No discussion.

8. President

President Eichhorst gave an overview of GHI's participation in the Labor Day Festival. She reminded everyone about the upcoming primary election as well as the October 15 Community Picnic. She noted that she signed a letter appointing Peter Blank to the Woodlands Committee.

9. Board Members

Director Morse expressed his appreciation to President Eichhorst for all she has done and initiated a standing ovation. Secretary Lauber read a tribute to President Eichhorst, which focused on the theme of friendship. She presented her with a book and a gavel (the one which she used as President) attached to a wooden plaque.

10. Manager

General Manager Overdurff said that President Eichhorst has been both a friend and a supporter and has set such a great example. She said that working with her has been a privilege for

everyone on the staff. Director of Human Resources Lewis thanked President Eichhorst for serving well and with "such great integrity."

Audit Committee member Moore said that President Eichhorst has inspired members to get involved in their community.

President Eichhorst expressed her appreciation to staff for their support, friendship and love. She encouraged the Board to continue its good work.

MOTION: TO ADJOURN.

Moved: Moore Seconded: Eichhorst Carried

The meeting adjourned at 9:32 p.m.

Dorothy Lauber Secretary