Minutes GHI Board of Directors September 25, 2008

<u>Present:</u> Agans, Hickey, James, Mazursky, Morse, McFadden, Novinski, Robles

Excused Absence: Lewis

Others in Attendance:

Gretchen Overdurff, General Manager Eldon Ralph, Assistant General Manager Joan Krob, Director of Member Services Brenda Lewis, Director of Human Resources Joe Perry, Director of Finance Michael Iacangelo, Audit Committee Dorothy Lauber, Audit Committee CJ Evans, Recording Secretary Gary W. Schenk Jean Snyder

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

1. Approval of Agenda

MOTION: TO APPROVE THE AGENDA AS REVISED.

Moved: McFadden Seconded: Robles Carried 7-0

2. Visitors and Members

Audit committee member Wilkerson announced that Ms. Jean Snyder had come to the meeting to speak during the GDC meeting but was not given the opportunity.

$\underline{\text{MOTION}}\textsc{:}$ TO RECESS BACK TO THE GDC MEETING TO GIVE MS. SNYDER THE OPPORTUNITY TO SPEAK.

Moved: Agans Seconded: Robles Carried 7-0

3. Approval of Membership Applications

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

- LORI B. CARL
- JAMES KINICEK

Moved: James Seconded: Agans Carried 7-0

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

• JENNIFER DWYER, SOLE OWNER, TO JENNIFER DWYER AND THEODORE DWYER, TENANTS BY THE ENTIRETY

Moved: James Seconded: Agans Carried 7-0

4. Committee Reports

Director McFadden reported for the Companion Animal Committee (CAC). She noted that there was a lot of concern voiced by members about the proposed dog kennel at the last Board Meeting. The CAC hopes that they will be consulted in any future exceptions that involve animals. She added that officer Defibaugh withdrew his request for the dog kennel because he was not yet working with the canine team. Director Novinski noted that officer Defibaugh plans to re-apply for the kennel in 6 months.

<u>CONSENSUS</u>: THE BOARD OF DIRECTORS RECOMMENDS THAT THE COMPANION ANIMAL COMMITTEE LOOK AT THE KENNEL ISSUE.

<u>CONSENSUS</u>: THE BOARD OF DIRECTORS WILL REVIEW ITS PROCEDURES WHEN DEALING WITH EXCEPTIONS INVOLVING COMPANION ANIMALS.

6a. $\underline{2008 \ Fall \ Concrete \ Contract - 2^{nd} \ reading \ (CA)}$

In July, staff solicited bids to replace concrete sidewalks and a number of steps at twenty-three (23) locations throughout GHI. Reasons for the replacements include the disintegration of concrete and heaving of sections of sidewalks. GHI formally solicited bids from ten (10) independent concrete contractors, who were all individually contacted to ascertain their interest. GHI received bids from four (4) contractors as follows:

NAME OF COMPANY	BASE BID	ADDITIONAL SIDEWALK (/sq.ft.)	STEP
Image Asphalt Maint.	\$16,804.70	\$8.50	\$400.00
CPE, Incorporated	\$16,904.00	\$8.00	\$225.00
GMC Contractors, Inc.	\$18,404.55	\$8.90	\$240.00
C & T Construction	\$22,560.00	\$10.00	\$200.00

At the last meeting, it was noted that Image Asphalt was retained as GHI's contractor for parking lot repairs this past summer 2008, and performed satisfactorily and in a very timely manner. Subsequently, the Board approved for first reading that Image Asphalt Maintenance, Inc. be retained to perform the 2008 fall concrete sidewalk replacement, for the amount of its bid, with an additional 10 percent to cover contingencies.

MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR SECOND READING AND FINAL PASSAGE, TO ENTER INTO A CONTRACT WITH IMAGE ASPHALT MAINTENANCE, INC., FOR THE FALL SEASON REPAIRS OF CONCRETE SIDEWALKS FOR THE AMOUNT OF ITS BID, PLUS 10% FOR CONTINGENCIES, NOT TO EXCEED \$18,486.

APPROVED AS PRESENTED

6b. <u>65A Ridge & 4H Hillside Sewer Relining Contract [revised] – 2nd Reading (CA)</u>

GHI maintenance staff has recently responded to recurring sewage drain blockage calls at two sites, 65A Ridge and 4H Hillside. At 65A Ridge tree root in growth at a location under an addition makes surface excavation impossible, and at 4H Hillside minor joint separation and tree root growth is at a location where surface access would be difficult and extensive landscaping restoration would be expensive. Because of this, the most practical method of repairing these pipes is to line their interior surfaces with an epoxy coating. GHI requested bids from three companies that specialize in pipe relining. Two bids were received:

Company	Bid
U.S. Sewer & Drain	\$9,950.00
Nuflow of Hampton Roads	\$11,400.00

At Board meetings in June and July, the Directors approved a contract with U.S. Sewer & Drain for the amount of its bid plus 10% for contingencies. When staff contacted this contractor to proceed with a contract, the contractor stated that he needed to adjust his price for a total of \$12,490. Since the time of Board approval, GHI staff received a price for the work scope from a third contractor, ACE Envirotech, Inc. Revised prices are as follows:

Company	Bid (updated)
U.S. Sewer & Drain	\$12,490.00
Nuflow of Hampton Roads	\$11,400.00
ACE Envirotech, Inc.	\$12,990.00

Based on this revised information and reference check on Nuflow of Hampton Roads, staff recommends that the Board award a contract to Nuflow of Hampton Roads to reline sewer drain piping at 65A Ridge and 4H Hillside. This project will be funded from the replacement reserves budget.

MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR SECOND READING AND FINAL PASSAGE, TO ENTER INTO A CONTRACT WITH NUFLOW OF HAMPTON ROADS FOR RELINING DEFECTIVE STORM DRAIN PIPING AT 65A RIDGE ROAD AND 4H HILLSIDE ROAD AT ITS BID PLUS 10% FOR CONTINGENCIES, FOR A TOTAL NOT TO EXCEED \$12,540.

APPROVED AS PRESENTED

6c. *Minutes Submitted for Approval (CA)*

• August 14, 2008, Regular Session

APPROVED AS PRESENTED

6d. Annual Meeting Minutes: May 15, 2008

The Board reviewed the minutes and briefly discussed the accuracy of the listed "Recess by Consensus" listed at the end of the Annual Meeting minutes.

6e. EZ Pay Drawing

Terry Vanzetti was the randomly selected winner of the EZ Pay Drawing, winning \$200 towards his Coop fees.

6f. 13P Hillside Retaining Wall – 1st Reading

In 2007, staff identified a deteriorated retaining wall at 13P Hillside at the boundary of the gardenside yard and tangential to an access lane and concrete steps. The Board budgeted for repair of this retaining wall in 2008. Assistant General Manager Eldon Ralph explained that this is a significant project, which would usually fall under the member's responsibility, but because staff does not know who built the wall or how long it has been there, GHI should consider repairing the wall. GHI formally solicited bids from six independent concrete contractors, who were all individually contacted to ascertain their interest.

GHI received bids from three contractors; summarized below:

NAME OF COMPANY	BID
American Window & Building Cleaning, Inc.	\$21,000.00
Greenbelt Builders, Inc.	\$11,950.00
Lanham Construction Co.	\$17,603.65

Greenbelt Builders, Inc. has constructed additions for GHI members in recent years, and staff is familiar with their work; this contractor is presently converting the boiler room to additional living space at 32J Ridge Road.

<u>MOTION</u>: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR FIRST READING, TO ENTER INTO A CONTRACT WITH GREENBELT BUILDERS, INC., FOR THE REPAIR OF THE MASONRY RETAINING WALL AT 13P HILLSIDE FOR THE AMOUNT OF ITS BID, PLUS 10% FOR CONTINGENCIES, NOT TO EXCEED \$13,145.

Moved: Morse Seconded: McFadden Carried 7-0

6g. Monthly Financial Statement

Director of Finance, Joe Perry presented the monthly financial statements to the Board and referenced the notes through the statements. It was noted that the reduced number of settlements had resulted in almost \$30,000 less revenue. The Board discussed the operations budget and staff explained that GHI was under budget because there was a significant amount of time that GHI was understaffed while working to fill positions. Perry noted that he would like to see the Finance Department produce information each month so the Board will have a better idea when budgets are "out of whack". Assistant General Manager Ralph stated if there is money left over at the end of the year it is usually recommended that it be added to the replacement reserves.

6h. <u>Contribution Requests</u>

Each year the Board entertains requests for contributions in March and September. At the meeting of March 27th, requests were reviewed and a total of \$1100 was pledged by the Board at that meeting. GHI's Contributions Policy has established an annual budget of \$2000 for civic and community purposes without prior membership approval. The following three requests are up for consideration by the Board:

- NASCO Institute's Low Income Scholarship Fund
- The Cooperative Disaster Relief Fund
- The Cooperative Development Foundation

There is a total of \$900 left to be allocated as the Board wishes.

Director James opined that he would like to see the money stay in Greenbelt. Director Mazurksy noted that \$500 would give a scholarship to one participant at NASCO. It was decided to divide the remaining money between the other two organizations.

<u>MOTION</u>: THE BOARD OF DIRECTORS AUTHORIZES CONTRIBUTIONS TO THE FOLLOWING ORGANIZATIONS AS NOTED:

NASCO INSTITUTE - \$500 COOPERATIVE DISASTER RELIEF FUND - \$200 THE CDF RACE FOR COOPERATIVE DEVELOPMENT - \$200

Moved: Mazursky Seconded: Novinski Carried 6-0-1

No reason was given for the abstention.

General Manager Overdurff noted this motion will need to come back for second reading.

6i. Salary Ranges for 2009

General Manager Overdurff summarized the background information. GHI's salary structure is reviewed every two years, with particular emphasis on the results obtained by conducting a comprehensive salary survey. A great deal of attention is given to salaries for positions similar to those within GHI at the University of Maryland and the City of Greenbelt, since they are the nearest competitors for staff. Internet searches are done to compare national and regional salaries. This

year, GHI is subscribing to a compensation website sponsored by Business and Legal Reports, which gives "real time" salary and benefit information for companies throughout the United States.

Director of Human Resources, Brenda Lewis responded to questions from the Board. She clarified that increasing the salary scale will not increase the budget line item for salaries more than the

previously discussed 4%. The two items are separate. Increasing the salary scale mostly affects those employees at the bottom of the scale and allows GHI to compete with other workplaces. The Board asked for the recommendation of staff and Lewis responded that raising the salary scale by 15% would allow GHI to remain competitive for the next two years. The details of the charts were analyzed and specific questions were addressed to clarify.

MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER TO INCREASE THE GHI SALARY SCALE BY 15 PERCENT, EFFECTIVE JANAURY 1, 2009. THE MINIMUM SALARY RANGE IS TO BE APPLIED TO EMPLOYEES' SALARIES AFTER THE 2009 PERFORMANCE EVALUATION PROCESS.

Moved: Agans Seconded: Hickey Carried 7-0

6j. Replacement Reserve Contributions for GHI Main Units

Assistant General Manager Ralph summarized the report recommendations for contributions to the replacement reserves. After the joint meeting with the Finance committee, Buildings committee and Board of Directors, recommendations were made for adjustments to the report. Based on those changes, the recommended increases in contributions are as follows:

Frame units: - 6.4% per year from 2009 to 2023 Masonry units: - 5.4% per year from 2009 to 2024 Larger Homes: - 4.85% per year from 2009 to 2028

The recommended increases are much higher than previous years because several items were added. Entrance doors, vehicles and parking lots, which were previously financed from the operations budget, have been added. The increases are much smaller if these items stay within the operations budget. The Board asked staff to incorporate these figures into the budget before the final decisions could be made, so that the Board could see the overall increases.

$\underline{\text{CONSENUS}}$: TO DRAW UP THE 2009 BUDGET USING THESE FIGURES TO SEE WHAT IMPACT IT HAS.

401-K Plan

General Manager Overdurff announced that GHI would be changing the broker of record for the 401-K plan from Columbia Retirement & Investment Services to Meltzer Retirement Plan Services. The funds will remain with Fidelity Investments. The Board questioned the need for a broker and staff affirmed that it was necessary.

MOTION: THE BOARD OF DIRECTORS EXECUTES A CORPORATE RESOLUTION DATED SEPTEMBER 25, 2008, FOR THE PURPOSE OF CERTIFYING THAT THE OFFICERS OF THE GHI BOARD OF DIRECTORS ARE FULLY AUTHORIZED AND EMPOWERED TO MANAGE AND OVERSEE THE 401-K PLAN.

Moved: Agans Seconded: Hickey Carried 7-0

- 7. <u>Items of Information</u> No discussion.
- 8. <u>President</u>
 Nothing reported.

9. <u>Board Members</u>

Director Novinski thanked everyone who was so supportive during her recent illness. Director James reported that the leaf bag giveaway will be Oct. 18 and 25th and November 1st and 8th from 9:00-1:00. Director Hickey announced that the Buildings Committee met and is trying to prepare a presentation for the membership. Director Agans reported that the Investment committee met and noted that GHI's bonds are in a good place. A legal opinion was obtained by the Finance committee regarding reverse share loans and the news was not good. Director McFadden discussed issues with a current member. It was decided that the Board should discuss this further in Executive Session. Director Morse noted that the attorney's principal problem with reverse share loans was that they would be inequitable to members, which violates the bylaws.

10. Manager

General Manager Overdurff reported that October is National Coop Month. There will be a lot of activities throughout the month-long celebration. Director of Finance, Joe Perry notified the Board that he plans to offer financial training to those interested in a basic understanding of how to read financial statements. Assistant General Manager Ralph announced that President Lewis had been approached by a student interested in conducting an energy survey free of cost. Staff is hopeful that it will get some good recommendations about conserving energy and reducing costs.

MOTION: TO ADJOURN.

Moved: Morse Seconded: McFadden Carried 7-0

The meeting adjourned at 9:42 p.m.

Ed James Secretary