

RIVER PLACE NORTH HOUSING CORPORATION
RIVER PLACE NORTH
1121 ARLINGTON BOULEVARD
ARLINGTON, VIRGINIA

MINUTES OF THE BOARD OF DIRECTORS MEETING
HELD VIA TELECONFERENCE
JANUARY 24, 2024, 6:30 P.M.

BOARD MEMBERS:

Alis Marachelian	President
Liza Albright	Vice President
Andrew Spell	Treasurer
Rudaina Mitman	Director

GUESTS:

Craig Heal	Observer, Resident Shareholder
T.J. Adams	Building Manager
Richard Brown	Recording Secretary, Minutes Solutions

ABSENT:

Kelly Saghafi	Secretary
Hashmat Ali	Director

1. **CALL TO ORDER**

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, the meeting was called to order at 6:34 p.m.

2. **APPROVAL OF THE AGENDA**

On a motion made by Liza Albright, seconded by Andrew Spell, it was resolved to approve the agenda as amended. Motion carried.

The Board agreed to amend the agenda to include a discussion of the effectiveness of communications to the owners.

3. **APPROVAL OF THE PREVIOUS MINUTES**

On a motion made by Liza Albright, seconded by Rudaina Mitman, it was resolved to approve the minutes of November 21, 2023, Board meeting, as amended. Motion carried with one abstention.

ACTION – Management will amend the minutes of the November 21, 2023, Board meeting as requested by the Board.

4. OLD BUSINESS

Items that required elaboration during the meeting are documented below.

a. **Water Detection:** The Board received the following update:

- Alert Labs and Swift Sensors have provided initial quotes to supply and install approximately 30 wireless leak detection sensors at approximate costs ranging from \$12,000 to \$17,000.
- Based on the initial quotes, the cost to install sensors in both common areas and in each unit would be prohibitively expensive.
- A lower-cost, independently supplied option purchased through Amazon has been identified.
- Four sensors have been ordered at an approximate cost of \$20 per sensor and will be tested in the boiler room. The cost of the sensors purchased will be an operating expense.

The Board was advised that leak detection sensors which are not Wi-Fi enabled but are equipped with an audio alarm have been used successfully in other buildings and may offer an additional lower-cost option which could be considered for installation in each unit.

b. **Financial Management:** *ACTION – Management will schedule virtual meetings between the Board and the two vendors short-listed by the Board.*

The Board reviewed a comprehensive comparison of the three quotes to transition River Place North (RPN) financial management services to a third-party provider. In response to comments and questions from the Board, Management confirmed that:

- The Corporation's auditor has recommended that financial management services be outsourced to a qualified third party.
- The existing contract for these services was enacted in November 2022. The contract may not include a termination clause.
- All three new quotes are for a one-year term.
- One short-listed vendor confirmed that if awarded the business, the point of contact for RPN representatives would be their President.

The Board asked that each vendor address the following questions:

- Will the proposed monthly costs be reduced if the Corporation chooses not to receive one or more of the suite of services being offered?
- Can the information portal being offered be "white labeled" and linked to the RPN residents' portal?
- In the event they cease operations without prior notice, does the selected vendor have a plan in place to assure RPN shareholders that the Corporation's business can continue to be conducted without undue disruption?
- To assure delivery of contracted services in an accurate and timely manner, would the selected vendor consider adding performance penalty clauses to the agreement?

Before finalizing a contract agreement, the Board agreed to:

- Check vendor references and, if feasible, to speak with one of them or with customers who were not listed as a reference.
- Ask short-listed vendors to meet with the Board to answer questions and to demonstrate the operation of their portal.

- c. **Bylaws:** *ACTION – Management will provide the Board with the most recent bylaws.*

Management confirmed that after reviewing three different versions, the bylaws last amended in March 2007 were found to be in force and could be supplied either in hard copy or electronically.

- d. **DNA Pet Swabs:** The Board received confirmation that:
- While pets are not permitted in the building, Emotional Support Animals (ESAs) are permitted.
 - Dog feces are removed from the RPN site by a contractor on an “as needed” basis.
 - There has been no progress in establishing which party would be responsible for swabbing an RPN resident’s ESA or how fecal samples would be collected and sent for DNA testing.

Noting that there appears to be a relatively small number of ESAs on the site and that currently there are no active complaints from shareholders, the Board agreed to defer its decision until further work is done to agree upon how such a policy could be implemented and administered.

5. **NEW BUSINESS**

Items that required elaboration during the meeting are documented below.

- a. **Annual Meeting:** As the Board discussed the preparation required in advance of the annual meeting scheduled for March 19, 2024, it was confirmed that:
- Directors serve a two-year term. The terms of four directors expire in 2024 with the remaining three expiring in 2025.
 - Three and possibly more Director positions will be available for election at the upcoming annual meeting.
 - Budgets must be finalized and included in the information package which must be sent to the shareholders on or before March 10, 2024.
- b. **2025 Budget:** In response to questions from the Board, Andrew Spell confirmed that:
- Preparation of the draft RPN budget had begun.
 - A draft River Place Owners Association (RPOA) budget was not available due to a lack of detailed financial information.
 - As a result of significant increases to insurance premiums, RPOA fees are likely to increase by more than the usual annual increase of 2%.
 - Opportunities to contain operating expense increases will be explored.

The Board questioned the annual costs and the value received for providing RPN shareholders with Wi-Fi service. Liza Albright agreed, if time permits, to assist Andrew Spell in reviewing the draft RPN budget.

- c. **Management Office Holiday Schedule:**

On a motion made by Andrew Spell, seconded by Liza Albright, it was resolved to approve the 2024 holiday schedule as presented. Motion carried.

- d. **Communications to Shareholders:** The Board discussed a suggestion that adjusting the title line to make it clear that an incoming message is from RPN could improve resident awareness and response to emails and text messages from Management and the Board.

It was noted that during the process of reorganizing the Corporation's electronically stored information, hyperlinks to past meeting minutes and other information of interest to residents had been lost and would need to be restored. Management confirmed that the information had not been lost and that the hyperlinks could be restored. Management confirmed that an additional vendor would need to be engaged to address concerns related to the existing website for RPN residents.

6. RPN REPORTS

Items that required elaboration during the meeting are documented below.

a. **General Manager's Report:** In response to questions from the Board, Management confirmed that:

- Timers on the main storage room lights had reduced electricity consumption. The room's configuration does not allow the use of motion sensors to control the lights.
- Due to time constraints and the recognition that a shareholder may own more than one unit, letters to shareholders requesting the replacement of valves did not include a unit number. Provided that sufficient lead time is available, future letters will include this information.

In response to comments and questions from Craig Heal, Management confirmed that:

- The building's entrance door had been repaired and is currently operational.
- A broken ninth-floor mirror would be inspected and a plan for replacement proposed to the Board.
- The residents' portal allows users to report deficiencies to Management. Persistent or challenging issues may be escalated to the Board for resolution.

b. **Treasurer's Report:** Andrew Spell presented the report and stated that:

- Detailed financial statements comparing actuals versus budget were not available for review.
- The inclusion of line item budgets would have improved the utility of the profit and loss statement for the period October to December 2023.
- Ongoing collection efforts continue to reduce amounts past due.
- The operating balance declined as payment of past-due invoices from Sage Water and NAC were posted. The operating balance improved as Sage Water costs were more properly posted to the reserve.

c. **RPOA Report:** Andrew Spell stated that reports have been received that current site security staff:

- Are not patrolling the site as per the contract terms.
- Are not issuing warnings before "booting" vehicles.
- Continue to resist resident requests to have improperly parked vehicles towed from the site.

As a result of the reported deficiencies, work has begun to identify other qualified contractors. The existing contract's termination clause has been identified as a potential barrier to change.

d. **President's Report:** Alis Marachelian thanked the organizers and commented favorably on the positive engagement of residents during the RPN holiday breakfast held on December 22, 2023.

7. **NEXT MEETING**

The date and time of the next Board of Directors meeting will be determined at a later date.

8. **ADJOURNMENT**

On a motion made by Andrew Spell, seconded by Liza Albright and carried, it was agreed that there was no further business of the Corporation to transact; the meeting closed at 8:20 p.m.

DISCLAIMER

The above minutes should be used as a summary of the motions passed and issues discussed at the meeting. This document shall not be considered a verbatim copy of every word spoken at the meeting.

Director

Director

Date

Date