

MINUTES

Of the Board of Directors Of the City of Baltimore Development Corporation

A virtual “Special” meeting of the Board of Directors (Board) of the City of Baltimore Development Corporation (BDC) was held on Thursday, July 16, 2021, beginning at 11:04 a.m. **Board Members on the call were: Chair, Augie Chiasera; Vice Chair, Jeffrey Hargrave; President, Colin Tarbert; Greg Cangialosi; Elda Devarie; Miriam Fuchs; Alice Kennedy; Paul Taylor; Michael Walton; and Angela Wells-Sims.**

Staff on the call were: Kim Clark, Nancy Jordan-Howard, Susan Yum, and Beverly Lanier (as Recording Secretary).

The meeting was called to order by the chair, A. Chiasera at 11:04 a.m.

- I. Minutes of the BDC Board Meeting of June 17, 2021, were approved as written.

As required by Open Meetings Act Section 3-306, these meeting minutes contain the following information about the closed portion of the June 17, 2021 meeting:

- i. a statement of the time, place, and purpose of the closed session: The June 17, 2021 virtual meeting of the BDC Board was closed at 8:28 am after a motion to close the meeting discuss the negotiating strategy, finances and the contents of the proposals received by BDC in response to the ACME Business Complex RFP dated January 13, 2021. The reason for closing is so that the public can receive the best deal negotiated on fair and equal footing between private and public entities. It would not be fair for the companies to know BDC’s negotiating strategies before they are employed, but for BDC not to have any similar “inside information” about how those companies plan on negotiating in response to the RFP.
- ii. a record of the vote of each member as to closing the session: The vote to close the session was unanimous with Chiasera; Williams; Tarbert; Carter; Devarie; Fuchs; Raymond; Taylor; Walton; Wells-Sims; and Wyskiel all voting in favor of closing the meeting to the public at that point. Board Member Williams left the virtual meeting at after the vote to close.
- iii. a citation of the authority under § 3-305 of this subtitle for closing the session: The June 17, 2021 virtual meeting of the BDC Board was closed at 8:28 am pursuant to Section 3-305(b) (14) of the General Provisions Article of the Maryland Code to “discuss, before a contract is awarded or bids are opened, a matter directly related to a negotiating strategy or the contents of a bid or proposal, if public discussion or disclosure would adversely impact the ability of the public body to participate in the competitive bidding or proposal process.”
- iv. a listing of the topics of discussion, persons present, and each action taken during the session: The ACME Business Complex was discussed. Specifically, the condition of the property and the financial offers and budgets of the proposals, including cash on hand, financing and bonding. The group also discussed the job creation and tax incentives for the proposals.

The Board Members present were: Chiasera; Tarbert; Carter; Devarie; Fuchs; Raymond; Taylor; Walton; Wells-Sims; and Wyskiel.

The following were the actions taken: A motion was made to accept the staff recommendation. Seconded by Raymond. Newly elected board member Ted Carter abstained from the vote. All other members present, Chiasera; Tarbert; Devarie; Fuchs; Raymond; Taylor; Walton; Wells-Sims; and Wyskiel all voted in favor. The motion passed.

II. Chairman's comments

- i. Chiasera thanked the board for attending; and
- ii. Stated the purpose of the meeting - time sensitive board decisions necessary to facilitate upcoming projects.

III. Funding Resolutions – Tarbert reported on a two-part funding Resolution

- i. EDA Defederalization of Revolving Loan Fund (RLF):
 - To release the U.S. Department of Commerce Economic Development Administration's federal interest in Revolving Loan fund awards and to use the RLF funds for activities that continue to carry out the economic development purposes of the Public Works and Economic Development Act.
 - EDA requested that BDC "defederalize" the existing RLF, which BDC has managed for over a decade.
 - EDA is switching database systems and wish to streamline the process by releasing funds 10+ years old.
 - BDC has discussed the range of activities these funds may be used for with EDA
 - BDC is considering using the \$1.6 million for the following:
 - Fund the Small Business Technical Network
 - Create a loan loss reserve fund for small businesses
 - Both align with the Baltimore Together
 - Clarification was provided on the criteria for defederalizing the funds and the influence of the database switch.
 - The lifecycle and evolution of the loan funds were further explained, as were the terms of "defederalization".
 - If the Board chooses to approve the resolution, they are also approving the use of the proceeds, which by extension means that if BDC decides not to use the funds for the two uses stated above, BDC will return to the Board with proposed uses.
- ii. DHCD Funding Application – Pimlico Predevelopment Work:
 - To apply for and accept financial assistance (the "Award") from the Department of Housing and Community Development of the State of Maryland (the "Department") for the implementation of a project for predevelopment work for the redevelopment of the Pimlico Race Course and adjacent property.
 - BDC applied for DHCD CORE Funds to assist with required predevelopment work.
 - BDC applied for \$300,000 from DHCD, and the City will provide \$200,000 for predevelopment work;
 - The funds will be used to hire a master plan design team, including civil and site engineering.
 - The resolution allows BDC to apply for, accept and execute all necessary documents required for funding.
 - The board discussed, clarified, and verified confession of judgement, terms and conditions of the award, and D&O insurance.
- iii. The two-part resolution previously sent to the Board for review, reads as follows:

CITY OF BALTIMORE DEVELOPMENT CORPORATION

PROPOSED RESOLUTIONS FOR CONSIDERATION BY THE BOARD OF DIRECTORS
AT ITS JULY 16, 2021
SPECIAL MEETING OF THE BOARD OF DIRECTORS

Defederalization of Existing EDA Loan Funds

BE IT RESOLVED: That the Board of Directors of City of Baltimore Development Corporation hereby supports the request of City of Baltimore Development Corporation to release the U.S. Department of Commerce Economic Development Administration's federal interest in Revolving Loan Fund (RLF) awards under RUN 6943BALT and to use the RLF funds for activities that continue to carry out the economic development purposes of the Public Works and Economic Development Act (PWEDA).

AND BE IT FURTHER RESOLVED: That the President and other proper officers of the Corporation be and each is hereby authorized and directed to take any and all further actions as are necessary or appropriate to effectuate the foregoing.

Application for \$300,000 in DHCD Funds for Pimlico Predevelopment Work

BE IT RESOLVED: That the Corporation is hereby authorized to apply for and accept financial assistance (the "Award") from the Department of Housing and Community Development of the State of Maryland (the "Department") for the implementation of a project for predevelopment work for the redevelopment of the Pimlico Race Course and adjacent property (the "Project") as further described in the Corporation's Application (the "Application"), which Award shall be upon those terms and conditions as the Corporation shall deem appropriate.

AND BE IT FURTHER RESOLVED: That the Corporation is hereby authorized to accept the Award on such terms and conditions as the Department and the President or the Executive Vice President, as Authorized Officers, shall deem appropriate for financing the Project;

AND BE IT FURTHER RESOLVED: That the approval of this Board of Directors is hereby deemed conclusively evidenced by the execution of any and all documents required to effectuate the Award, including, without limitation, letters of agreement, award agreements, and any other documents pertaining to the Award, by the Authorized Officers of the Corporation, and the Secretary or any other officer is hereby authorized to attest to the signatures of the Authorized Officers and to certify a copy of these resolutions to any party having a valid interest therein.

AND BE IT FURTHER RESOLVED: That the Board of Directors approves the inclusion of a confession of judgment clause in favor of the Department, and the execution and delivery of the Award documents, including a confession of judgement clause by the Authorized Officers on behalf of the Corporation, shall be conclusive evidence of approval.

CERTIFICATE OF CORPORATE RESOLUTION OF
CITY OF BALTIMORE DEVELOPMENT CORPORATION

I, Kimberly A. Clark, do hereby certify the following:

1. I am the duly elected Secretary of City of Baltimore Development Corporation, a non-stock corporation organized and existing in good standing under the laws of the State of Maryland (the "Corporation").
2. Paragraph three below constitutes a true and correct statement of the resolutions (the "Resolutions") which were duly adopted by the Board of Directors of the Corporation at a meeting held on July 16, 2021.
3. BE IT RESOLVED: That the Corporation is hereby authorized to apply for and accept financial assistance (the "Award") from the Department of Housing and Community Development of the State of Maryland (the "Department") for the implementation of a project for predevelopment work for the redevelopment of the Pimlico Race Course and adjacent property (the "Project") as further described in the Corporation's Application (the "Application"), which Award shall be upon those terms and conditions as the Corporation shall deem appropriate.

AND BE IT FURTHER RESOLVED: That the Corporation is hereby authorized to accept the Award on such terms and conditions as the Department and the President or the Executive Vice President, as Authorized Officers, shall deem appropriate for financing the Project;

AND BE IT FURTHER RESOLVED: That the approval of this Board of Directors is hereby deemed conclusively evidenced by the execution of any and all documents required to effectuate the Award, including, without limitation, letters of agreement, award agreements, and any other documents pertaining to the Award, by the Authorized Officers of the Corporation, and the Secretary or any other officer is hereby authorized to attest to the signatures of the Authorized Officers and to certify a copy of these resolutions to any party having a valid interest therein.

AND BE IT FURTHER RESOLVED: That the Board of Directors approves the inclusion of a confession of judgment clause in favor of the Department, and the execution and delivery of the Award documents, including a confession of judgement clause by the Authorized Officers on behalf of the Corporation, shall be conclusive evidence of approval.

4. The Resolutions have not been amended, rescinded, or modified and are in full force and effect on the date hereof in the form originally adopted, and are in conformity with the Corporation's Articles of Amendment and Restatement and Amended and Restated By-Laws, as amended.
5. The Articles of Amendment and Restatement dated December 14, 2017 and the Amended and Restated By-Laws dated December 12, 2017, as amended on December 12, 2019 and April 16, 2020, all of which were submitted to the Department on the 9th day of July, 2021, have not been amended, rescinded, or modified and are in the full force and effect on the date hereof.
6. The following persons are (i) duly elected, qualified, and acting officers of the Corporation in the capacity indicated or are otherwise authorized to execute and deliver documents on behalf of the Corporation for the purpose of binding the Corporation (the "Authorized Officers"), and (ii) the signatures set forth after their names and titles are their true and genuine signatures:

Colin Tarbert
President and CEO

Kimberly A. Clark
Executive Vice President

WITNESS, my signature and the seal of the Corporation this 16th day of July, 2021

iv. Hargrave motioned to approve the pre-distributed resolution; Taylor seconded. The vote was unanimous, and the motion passed.

IV. Open Meetings Act Complaint

- i. Jordan-Howard provided background information and status of the filed complaint;
- ii. A copy of the complaint was provided.
- iii. The process and next steps were provided.

V. Hargrave motioned to adjourn, Cangialosi seconded. The vote was unanimous.

Meeting adjourned at 11:30 a.m.