

MINUTES

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

A virtual meeting of the Board of Directors (Board) of the City of Baltimore Development Corporation (BDC) was held on Thursday, October 28, 2021 beginning at 7:31 a.m. **Board Members on the call were: Chair, Augie Chiasera; Chair Emeritus, Arnold Williams; Vice Chair, Jeffrey Hargrave; President, Colin Tarbert; Greg Cangialosi; Ted Carter; Elda Devarie; Jeff Fraley; Miriam Fuchs; Alice Kennedy; Henry Raymond; Paul Taylor; Michael Walton; and Angela Wells-Sims.**

Staff on the call were: Kimberly Clark, Nancy Jordan-Howard, Jeff Pillas, Dan Taylor, Larysa Salamacha, Susan Yum, John Brock, Luis Cardona, Chavel Dixon, Kate Howard, Christina Moore, and Beverly Lanier (as Recording Secretary).

Also in attendance: Due to COVID-19, all attendees may not be listed as it was virtual and open to the public.

The meeting was called to order by the chair, A. Chiasera at 7:31 a.m.

- I. Minutes of the BDC Board Meeting of August 15, 2021 were approved as written.
- II. Chairman's comments
 - i. Chiasera mentioned the following:
 - BDC's level of activity during the pandemic and its role in messaging, optimism, and progress;
 - BDC's response to the Moran Door Company, and Longshoreman's Union, and how the Board can assist by connecting constituents with BDC.
- III. President's Report
 - i. Tarbert reported on the following:
 - Business Attraction, Retention and Expansion included the Harbor Logistics Center Groundbreaking, and the opening of the new Warschawski Headquarters and startup space;
 - Business Outreach included family-owned Caribbean Fingalickin, The Nevermore Haunt in Old Town, Galen Robotics; and Zero Fox, a worldwide cyber security company with 200 employees in Baltimore;
 - Positive press included the Technical Assistance Network becoming a permanent service; and the WYPR discussion on Westside progress;
 - Clark reported on the 2021 ULI Wavemaker Award winners – six were BDC projects;
 - Tarbert continued with the Rash Field ribbon cutting and future park improvements;
 - New hires Dixon, Benjamin, Covelesky, and Kaintuck were announced to the Board.
- IV. Baltimore Equity & Inclusion Initiatives
 - i. Tarbert provided the following updates including:
 - Collaboration with R34 – helping a minority business help other minority businesses;
 - Race specific data collection;
 - The Equity Coordinator position;
 - Continued internal equity efforts at BDC.
- V. Baltimore Together Update
 - i. Tarbert provided the following updates:
 - The full report was released in August for public comment with 280 comments received;
 - The final report is due to EDA tomorrow, October 29, 2021.

- PR efforts were shared including *Building an Equitable Economy, A Case Study on Baltimore*;
- Next steps were shared with the Board including distribution, fundraising, supplemental reports, and future work groups.
- The correlation of the CEDS plan to current and future federal funding was discussed, as well as BDC’s collaboration with 21st Century School efforts.

VI. New Business

- i. Chiasera presented background information of proposed staff changes and the timing of the resolution before introducing Chavel Dixon and reading the resolution as follows:

CITY OF BALTIMORE DEVELOPMENT CORPORATION

**PROPOSED RESOLUTIONS FOR CONSIDERATION BY THE
BOARD OF DIRECTORS
AT ITS OCTOBER 28, 2021
SPECIAL MEETING OF THE BOARD OF DIRECTORS**

Acceptance of Resignation of
David Adamski as Treasurer

WHEREAS, David Adamski has resigned as Treasurer of the Corporation, effective as of November 5, 2021;

NOW, THEREFORE, BE IT RESOLVED: That Mr. Adamski’s resignation as Treasurer of the Corporation be and it hereby is accepted.

Election of Chavel Dixon as Treasurer

WHEREAS, the Board of Directors desires to elect a new Treasurer, filling the vacancy caused by Mr. Adamski’s resignation;

NOW, THEREFORE, BE IT RESOLVED: That, effective as of November 5, 2021, Chavel Dixon be and she is hereby elected as the Treasurer of the Corporation, to serve until the next annual meeting of the Board of Directors and until her successor is duly elected and qualified.

- P. Taylor motioned to accept the resolution; Cangialosi seconded; the vote was unanimous, and the motion passed.
- ii. Chiasera introduced the second resolution and opened the floor to staff to provide details of the agreement, which was previously distributed to the Board for review.
 - iii. Staff member, Luis Cardona provided background information on the \$250,000 grant agreement with the Housing Authority of Baltimore City before Chiasera read the resolution as follows:

**CERTIFICATE OF CORPORATE
RESOLUTION OF
CITY OF BALTIMORE DEVELOPMENT CORPORATION**

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

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”).

- 1. 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 October 28, 2021.

2. BE IT RESOLVED: That the Corporation is hereby authorized to accept financial assistance in the amount of Two Hundred Fifty Thousand Dollars (the "CNI Grant") from the Housing Authority of Baltimore City ("HABC"), which has been awarded these funds in a ChoiceNeighborhood Implementation ("CNI") grant from the US Department of Housing and Urban Development ("HUD"), for the implementation of a project to improve the facades of up to thirty-three (33) businesses within the Oldtown Mall area, the west side of S. Broadway and along E. Fayette Street as part of the PSO Transformation Plan (the "Project"), which CNI Grant 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 CNI Grant and to enter into the proposed Agreement between HABC and the Corporation on such terms and conditions are set forth in such Agreement and as HABC 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 President and the proper officers shall carry out the activities described in the Corporation's program description and as set forth in the above-described Agreement;

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 CNI Grant, 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.

3. 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.

4. 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:

- Williams motioned to accept the resolution; Hargrave seconded; the vote was unanimous, and the motion passed.

A Motion was made to adjourn the meeting, the vote was unanimous.

Meeting was adjourned at 8:38 a.m.