

CAMBRIDGE WATERFRONT DEVELOPMENT, INC.  
Minutes of the Regular Meeting of Board of Directors  
Thursday, April 15, 2021  
Cambridge-Dorchester Regional Airport  
And Via Zoom

A regular meeting of the Board of Directors (the “Board”) of Cambridge Waterfront Development, Inc., a Maryland non-stock corporation (the “CWDI or Corporation”), was held on April 15, 2021. Board members attended in person at the Cambridge-Dorchester Regional Airport and via Zoom.

In attendance at the meeting were Daryl Butcher, Patrick Comiskey (Zoom), Mike Frenz (Zoom), Donna Lane (Zoom at 9:33am), Frank J. Narr, Jr., and Jeff Powell, appointees to the Board as specified in the Articles of Incorporation of the Corporation. Also in attendance were Sandra Tripp-Jones, Executive Director, Charles MacLeod, Esq., Counsel of the Board, Gwen Fike, Assistant to Executive Director and guest - Sharon Smith (Zoom). Richard Zeidman was absent.

Ms. Tripp-Jones called the meeting to order at 9:03 a.m.

Introduction of Guests

Ms. Tripp-Jones welcomed Sharon Smith to the meeting.

Approval of the Agenda

The Board proceeded with the meeting agenda. Ms. Tripp-Jones requested a motion to approve the agenda with the removal of the approval of minutes from March 11 and the receipt of the March 2021 Financial Reports. The motion was approved – Butcher/Narr (5/0).

Approval of Minutes

Ms. Tripp-Jones asked for any comments on the minutes submitted for the February 26, March 4, March 18 and March 24, 2021 Board meetings. There were minor typographical changes to be made to the March 24<sup>th</sup> minutes and no comments on the other minutes. A motion to approve all minutes with the corrections to the March 24<sup>th</sup> minutes was approved – Powell/Butcher (5/0).

Report on Closed Sessions: March 18, 2021 and March 24, 2021

Ms. Tripp-Jones reported that all Board members were in attendance at the closed session held on March 18, 2021 and no action was taken. She reported that all Board members were present except Donna Lane at the closed session held on March 24, 2021 and no action was taken.

Consent Calendar – Recommendation that the Board:

- a. Receive Task List Report - Ms. Tripp-Jones distributed the Task List and reviewed a few items for the group.
- b. Receive Financial Reports for March 2021 – Removed from the agenda.
- c. Receive final report on TAG Grant 2021.
- d. Approve payment of MacLeod Law Group Inv. #10713 in the amount of \$4,089.50 for March 2021 legal services.
- e. Authorize the Executive Director to submit FY 2022 funding requests to the City and County for \$67,000 and \$50,000 respectively for Executive Director salary, benefits and administrative costs.

- f. Authorize the Executive Director to submit a Technical Assistance Grant application to Maryland Department of Housing and Community Development in the amount of \$50,000 for Executive Director salary and benefits and administrative costs.
- g. Authorize the Executive Director to submit an application to the Maryland Department of Housing and Community Development for a Strategic Demolition Grant in the amount of \$1.5 million for anticipated hospital demolition costs.

Ms. Tripp-Jones reviewed with the group the items under the Consent Calendar. The group discussed the FY 2022 funding and the potential costs for the hospital demolition. There were no further questions, and a motion was made to approved items a, c, d, e, f and g. The motion was approved – Powell/Narr (5/0).

#### Report from Planning Committee:

Ms. Tripp-Jones reported that the Citizen Survey Report was presented to the City Council and the public at a recent meeting. It was sent to the County Council, the Board members of Sailwinds Park, Inc., and to the email addresses submitted with the survey responses.

On April 28<sup>th</sup>, the Dorchester Chamber of Commerce and Mike Starling will record a community conversation on the Citizen Survey Report. It will be recorded as a YouTube video and the Chamber will have a link to it on their website

#### BCT Design Work Status

BCT has presented five scenarios of the Master Plan based on the survey results and feedback from Mayor Bradshaw and developers.

Mr. Narr reported that meetings have happened between Richardson Foundation and Yacht Maintenance to discuss location on the Master Plan. They have requested a follow up meeting with BCT to explore the topic further. RAR continues to have an interest in the project.

BCT has completed the aerial mapping and topography of the site and expects the draft Master Site Plan to be completed by the end of April 2021. The Master Site Plan will be a dynamic document that will evolve with the progress of the project. Once the draft Master Site Plan is prepared, work will begin on the marketing material and branding. The branding will involve interviewing the Board members and site neighbors. The branding is set to be complete by the end of June. Development of the CWDI web site is on hold until completion of the branding project.

Sharon Smith inquired when the draft Master Site Plan will be available for public input. Ms. Tripp-Jones estimated there will be meetings scheduled for public input at the end of June.

Mr. MacLeod reported that the process to transmit the title work to BCT has begun. This information will become a part of the Master Site Plan and it will detail all the recorded easements, licenses, etc. on all the site properties, as well as neighboring properties.

The American Legion is moving forward with a master plan for their parking area. This topic was discussed, and it was determined that a meeting be scheduled between the CWDI planning committee and the Legion to discuss the plans of both groups and parking concerns.

Mr. Butcher reported on a meeting he had with Larry White and Mr. Robinson to discuss the flooding at Yacht Maintenance. Mr. Butcher suggested having Mr. White meet with the CWDI planning committee and BCT to coordinate the flood study that is being done in the area. The information would be added to the Master Plan.

### Executive Director's Report

Ms. Tripp-Jones contacted REVPAR International Group concerning conducting a hospitality market study of the project. She summarized the REVPAR proposal for an abbreviated report. The report will give CWDI information as to whether a hotel is viable for the Master Plan. Any developers that would be interested in this project would request this type of study so it will be necessary at some point. Ms. Tripp-Jones made a recommendation that the Board approve the contract with REVPAR International Group to perform a hospitality market study in the amount of \$13,395 plus up to \$3,600 in expenses. The motion was approved - Narr/Powell (6/0).

### Report from Legal Counsel to the Board

Mr. MacLeod reviewed the proposed amendment to the Bylaws with the group. He indicated the amendment is being made as a result of questions raised by City officials concerning the process for replacing a Board member. They felt there was inconsistency on how the Board was established and the way the Bylaws were written. Mr. MacLeod indicated the CWDI Board is comprised of members appointed by the City, County or Governor and if there is ever a vacancy in any seat, it would be the same process. The proposed amendment is as follow: Page 2 Section 3.07:

Section 3.07. Vacancies, Resignations, Removal: Vacancies on the Board shall be filled by appointment in accordance with Section 3.03 ~~nomination to~~ and ~~vote~~ ratified by the Board.

The group discussed the proposed amendment and topics relating to Board makeup and board member development. After discussion, it was determined to further discuss this topic in Closed Session.

### Other Items

Mr. Powell reported to the group that the legislation regarding the LEGIT insurance was not passed. It went through the Senate but did not go through the House. It will be presented in the next legislative session. CWDI will need to purchase liability insurance when it acquires any property.

### Closed Session

A recommendation was made that the Board take action to go into closed session:

- a. Pursuant to Maryland Sect. 3-305(b)(3) to discuss and consider real property acquisition because public discussion could negatively impact effective negotiation in the interest of CWDI. (Port Property, Dorchester Hospital Property, Richardson Foundation Property, Gateway Property); and
- b. Pursuant to Maryland OMA Sect. 3-305(b)(4) to consider and discuss a preliminary matter that concerns proposals for businesses to locate, expand, or remain in the State because public discussion could negatively impact confidentiality of a business proposal (Cambridge Shipyard, Weller Development, Fairchild Properties).

This motion to go into closed session was approved with no objection: Lane/Powell (6/0).

The closed session began at 10:25 a.m. All Board members at the regular meeting, Daryl Butcher, Patrick Comiskey (Zoom), Mike Frenz (Zoom), Donna Lane (Zoom), Frank J. Narr, Jr., and Jeff Powell were in attendance at the closed session. Also in attendance were Sandra Tripp-Jones, Charles MacLeod, Esq., and Gwen Fike. Richard Zeidman was absent.

There being no additional information to be discussed, a motion was proposed to end the closed session at 11:47 a.m. Narr/Butcher (6/0) and return to open session.

#### Other Board Discussion

A recommendation was made that the Board approve the amended By-Laws, Section 3.07, as presented by Mr. MacLeod. The motion was approved - Comiskey/Lane (5/0 – Mr. Powell was out of the room)

Ms. Tripp-Jones asked for a motion to forward to the City Council a request to transfer the port property and to accompany that request with a status report on efforts and actions in response to the issues they raised on March 24<sup>th</sup>, including addressing diversity in the work of the Board, the conflict of interest language for the transfer agreement relative to the reversion, enforcement and other conditions, and with a letter to invite commissioners to contact CWDI with questions or requests to meet. Mr. Powell made a motion to approve. Mr. Comiskey suggested putting only the diversity issue and the amended Bylaws before the City Council at this time before there is any discussion about transferring the property. The group discussed this topic in detail and the motion was withdrawn. There is no action planned to submit anything to the City.

Ms. Lane left the meeting at 12:03pm and Mr. Powell left the meeting at 12:05.

There being no additional information to be discussed, the meeting was adjourned at 12:07pm.