

## **CAMBRIDGE WATERFRONT DEVELOPMENT, INC.**

Minutes of the Regular Meeting of Board of Directors

Thursday, September 17, 2020

Cambridge -Dorchester Regional Airport

5263 Bucktown Road

Cambridge, MD 21613

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 September 17, 2020 at the Cambridge-Dorchester Regional Airport.

In attendance at the meeting were Keith Adkins, Daryl Butcher, Patrick Comiskey (phone), Mike Frenz (phone), Frank J. Narr, Jr., Jeff Powell and Richard Zeidman, appointees to the Board as specified in the Articles of Incorporation of the Corporation. Also in attendance were Sandra Tripp-Jones, Interim Executive Director, Charles MacLeod, Counsel of the Board and Gwen Fike, Assistant to Interim Executive Director.

Sandra Tripp-Jones called the meeting to order at 9:02am.

### Introduction of Guests

There were no guests at today’s meeting.

### Approval of the Agenda

The Board proceeded with the meeting agenda. A motion to approve the agenda was made and approved Narr/Powell (7/0).

### Approval of Minutes

Ms. Tripp-Jones asked for any comments on the minutes submitted for the August 20, 2020 Board meeting. Mr. Narr suggested a minor edit. The motion to approve the minutes of August 20, 2020, with a minor edit, was approved Powell/Zeidman (7/0).

### Closed Session

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

- i. 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.
- ii. Pursuant to Maryland OMA 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.
- iii. Pursuant to Maryland OMA Section 3-305(b)(1) to consider personnel matters because public discussion would violate individual confidentiality.

This motion was approved with no objection: Powell/Zeidman (7/0).

The closed session began at 9:10am. All Board members at the regular meeting, Keith Adkins, Daryl Butcher, Patrick Comiskey (phone), Mike Frenz (phone), Frank J. Narr, Jr., Jeff Powell and Richard

Zeidman, were in attendance at the closed session. Also in attendance were Sandra Tripp-Jones, Charles MacLeod, and Gwen Fike. Mike Frenz recused himself for Item i. due to potential conflict of interest.

There being no additional information to be discussed, a motion was proposed to end the closed session at 12:00pm - Zeidman/Powell (7/0)

### Report on Closed Session

Reportable actions from the closed session include:

1. The Board members agreed to offer a contract to a third party consultant to review financial submittals under the due diligence process.
2. It was decided to address city council's requirements for educating the public and taking input. Within one week, Mr. MacLeod will revise the agreements and MOU, and Ms. Tripp-Jones will draft a process for informing and taking input from the public to be submitted to the city council members.
3. The Board members agreed the planning committee could be enhanced with additional community members.

### Planning Committee Report

The planning committee discussed their report in the closed session.

Mr. Powell's presentation to the County Council was postponed due to a schedule conflict. He will notify the group when the presentation is rescheduled.

### Interim Executive Director's Report

The Board members discussed the Interim Executive Director title. The group has interviewed several individuals, feels Ms. Tripp-Jones is the best candidate and asked that she become the permanent Executive Director. A motion was made and approved to change Ms. Tripp-Jones' title to Executive Director - Zeidman/Butcher (7/0).

Ms. Tripp-Jones reviewed the points below with the Board:

- a. Task List – Ms. Tripp-Jones stated that she submitted a \$10,000 grant application to DHCD. It is a COVID operational grant. There were no questions on the Task List from the Board members.
- b. Ms. Tripp-Jones made a recommendation that the Board approve the contract with BCTDesign Group in the amount of \$406,200 plus expenses for design, architectural and engineering services, subject to availability of funds. Ms. Tripp-Jones provided an overview of the contract, line items and deliverables. The group discussed these items, as well as funding sources and invoicing for the contract. BCT has not yet received a proposal from MRA. Mr. Powell will reach out to determine their interest. The Board members agreed to give BCT the authority to request a proposal from Lane Engineering. A motion was made and approved to execute the BCTDesign Group contract - Zeidman/Powell (7/0).
- c. Recommendation that the Board consider options for public input on future uses of the Sailwinds Park properties. This item was addressed, options were considered and CWDI will be presenting a plan to city council before their next meeting.

- d. Recommendation that the Board authorize the Executive Director to submit an application to US Dept. of Commerce Economic Development Department for up to \$8,000,000, with \$2,010,000 to be matched in cash and grants for an infrastructure project including fiber optic broadband and extension of Radiance Drive. The Board will have the opportunity to review the application before it is submitted. Questions concerning the timing of the application were discussed. A motion was made and approved for this item - Narr/Butcher (7/0)
- e. Recommendation that the Board receive the July 2020 financial statements.
- f. Recommendation that the Board approve payment Invoice 2879 in the amount of \$963.50 to MacLeod Law Group for legal services.

A motion to approve items e and f was approved with no objection – Powell/Butcher (7/0).

#### Board Directors' Comments

There were no additional comments.

The next meeting will be held on October 15, 2020.

There being no additional business to discuss, the meeting was adjourned at 12:38pm.