

**Maryland Stadium Authority**  
**333 W. Camden Street, Baltimore, MD 21201**  
**Executive Boardroom**

**Board Meeting**  
**Minutes**  
**January 4, 2022 - 12:00 PM**

**OPEN MEETING**

**Attendance**

**Board**

Thomas Kelso  
Leonard Attman\*  
Joe Bryce\*  
Michael Huber\*  
Gary Mangum\*  
Jodi Stanalonis\*  
Manervia Riddick\*

**Maryland Stadium Authority**

Michael Frenz	David Raith
Gary McGuigan*	Yai Waite*
Jocelyn Grogan-Jones*	Vernon Conaway
Rachelina Bonacci*	John Samoryk
Joseph March*	Jeff Provenzano*
Kristy Taylor	Terry Hasseltine

\*Teleconference

**Call to Order:**

Chairman Kelso called the meeting to order at 12:04 PM.

**Approvals**

**Minutes**

Introduction of the open meeting minutes for December 7, 2021.

**Motion to Consider: Mr. Mangum**

**Second: Ms. Stanalonis**

**Discussion - None**

**Motion to Approve: Mr. Bryce**

**Second: Ms. Riddick**

**Affirming: Bryce, Mangum, Riddick, Stanalonis, Kelso**

Introduction of the closed meeting minutes for December 7, 2021.

**Motion to Consider: Mr. Bryce**

**Second: Ms. Riddick**

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**Discussion - None**

**Motion to Approve: Ms. Stanalonis**

**Second: Mr. Bryce**

**Affirming: Bryce, Mangum, Riddick, Stanalonis, Kelso**

**Contracts**

**Project C.O.R.E.**

**Presentation by Ms. Waite**

**Abatement and Demolition Services – DD-011**

Ms. Waite recommended approval of a contract to P&J Contracting Company, Inc. to provide abatement and demolition services for projects released under Project C.O.R.E upon approval, MSA will award a contract in the amount of \$1,775,343. This amount includes an Owner's Contingency in the amount of \$84,433.

**Motion to Consider: Mr. Mangum**

**Second: Ms. Stanalonis**

**Discussion – Confirmation of selection process and definition of total score.**

**Motion to Approve: Ms. Riddick**

**Second: Mr. Bryce**

**Affirming: Bryce, Mangum, Riddick, Stanalonis, Kelso**

**Camden Yards Sports Complex**

**Presentation by Mr. Samoryk**

**Uniformed Security Services**

Mr. Samoryk recommended that MSA enter into a contract with S.A.F.E. Management, Inc. to provide uniformed security services at the Camden Yards Sports Complex. The proposed term of the contract is three years. There are no renewal options for this contract. The proposed contract amount is \$9,937,500. The total anticipated cost for the Warehouse and Oriole Park is \$4,919,400 and M&T Bank Stadium is \$5,018,100.

**Motion to Consider: Mr. Bryce**

**Second: Mr. Attman**

**Discussion – Confirmation of current contract end date and provider. Confirmation of expenses and the utilization of Baltimore City Police and Maryland State Police for events. Explanation of cost and the current hiring challenges were explained.**

**Motion to Approve: Ms. Riddick**

**Second: Mr. Attman**

**Affirming: Attman, Bryce Huber, Mangum, Riddick, Stanalonis, Kelso**

**Maryland Stadium Authority**

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**Presentation by Mr. Raith  
Hagerstown Multi-Use Stadium**

Mr. Raith requested approval for the MSA Board Resolution, Operating Agreement, Master Lease Agreement, Trust Indenture, Bond Purchase Agreement, Preliminary Official Statement and M&T Bank Price Proposal to serve as Trustee. Mr. Raith provided an explanation of the funding process and timeline for bond issuance.

**Motion to Consider: Ms. Stanalonis**

**Second: Mr. Huber**

**Discussion** – Mr. Bryce acknowledged his professional connection with this project and noted that he nor his firm have any financial or other interest in this project.

**Motion to Approve: Mr. Attman**

**Second: Ms. Riddick**

**Affirming: Attman, Bryce, Huber, Mangum, Riddick, Stanalonis, Kelso**

**Maryland Stadium Authority**

**Presentation by Mr. Raith**

**Hippodrome Performing Arts Center – Utilities**

Mr. Raith provided background information between the Maryland Stadium Authority and TMG Hippodrome, LLC, involving: (1) MSA's agreement to reimburse the Operator for designated utilities cost incurred in the operation of the Hippodrome Performing Arts Facility by paying the Operator an annual sum of \$250,000, in equal monthly installments, through the end of the term of the Operating Agreement and (2) the Operator's agreement to pay a minimum annual ticket surcharge to MSA of \$440,000 (\$2 x 220,000 tickets), plus an additional \$0.25 per ticket sold in excess of 350,000. The agreement also extended the operating agreement by 5 additional years that will help MSA recoup some funds.

Mr. Raith recommended approval of an amendment to the Hippodrome Utilities Capital Cost Reimbursement and Minimum Ticket Sales Agreement that would waive the requirements of the agreement for calendar year 2021. Due to the COVID pandemic, TMG Hippodrome, LLC has not been able to open the theater until late 2021 and is asking to waive the guarantee of the \$440,000 in ticket surcharges and MSA would not be responsible for the utility payment of \$250,000.

**Motion to Consider: Mr. Attman**

**Second: Mr. Bryce**

**Discussion** – Confirmation that this recommendation is only for calendar 2021.

**Motion to Approve: Mr. Bryce**

**Second: Mr. Huber**

**Affirming: Attman, Bryce, Huber, Mangum, Riddick, Stanalonis, Kelso**

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**Maryland Stadium Authority  
Presentation by Mr. Raith  
Amendment to the Sub-sublease Agreement**

Mr. Raith recommended approval of an amendment to the Sub-sublease Agreement between the Maryland Stadium Authority and the Hippodrome Performing Arts Center, LLC. The purpose of the amendment is to insert an end date that was not clearly defined in the original agreement. The original agreement said "term of this [Sub-sublease] Agreement shall commence upon the date hereof and shall expire on" the last day of the month following the month in which occurs the last scheduled debt service payment due under the Bonds." The amendment will insert June 15, 2023 as the termination date of the agreement.

**Motion to Consider: Mr. Attman**

**Second: Mr. Huber**

**Discussion** – Impact of amendment on MSA.

**Motion to Approve: Mr. Attman**

**Second: Mr. Bryce**

**Affirming: Attman, Bryce, Huber, Mangum, Riddick, Stanalonis, Kelso**

**Maryland Stadium Authority  
Presentation by Mr. Brann  
2022 Internal Audit Plan & Risk Assessment**

Mr. Brann presented the Internal Audit Plan and Risk Assessment for calendar year 2022. The plan was approved by MSA's Audit Committee at the quarterly meeting.

**Motion to Consider: Mr. Attman**

**Second: Mr. Mangum**

**Discussion** – Explanation of weighted average score for risk assessment and audit purposes.

**Motion to Approve: Ms. Riddick**

**Second: Mr. Attman**

**Affirming: Attman, Bryce, Huber, Mangum, Riddick, Stanalonis, Kelso**

**Informational**

**Executive Director's Report- Mr. Frenz**

- STAR Commissions report was published. Further discussion regarding recommendations and best practices will be held during upcoming meetings. The majority of the recommendations are currently part of MSA practice.
- Successful completion of Maryland Charity Campaign, MSA reached 110% of goal.
- Orioles emphasizing 30 years of Orioles Park at Camden Yards during the 2022 season along with the economic impact.

**Discussion:** Chairman Kelso clarified a recent article in the Harald Mail regarding MSA's involvement in the Hagerstown Stadium project.

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**Security Report- Mr. Conaway**

- No significant incidents to report since last board meeting.

**Report of Small Procurements and Change Orders**

**Camden Yards Sports Complex**

- Third Party Vertical Transpiration Inspection Services - Liberty Elevator Experts, LLC

**MSA**

- Maryland Time/Lease Accounting Software Maintenance and Support – 3C Computer Solutions, Inc.

**M&T Bank Stadium**

- M&T Bank Sign Damage Investigation Phase 2 – Thornton Tomasetti, Inc.
- Waterproofing Design and Construction Administration Services - THP Limited, Inc.

**Warehouse**

- Building Commissioning Services for Warehouse Improvements – Setty & Associates International, PLLC

**CPDG**

- CPDG, Department of Legislative Services Building, Additional Tunnel Waterproofing, Murphy & Dittenhafer **\$38,893.75**
- CPDG, Ocean City Convention Center, Scope Changes, Barton Malow Company **\$44,313.62**
- CPDG, Fair Hill Special Event Zone – Infield Modifications, Long Jogging Strip Grade Adjustments, Johnson, Mirmian & Thompson **\$12,040.91**
- CPDG, Fair Hill Special Event Zone – Infield Modifications, Water Tower Logo Banners, Johnson, Mirmian & Thompson **\$60,470.56**
- CPDG, Fair Hill Special Event Zone – Infield Modifications, Additional 2” Superwave at Horse Path, Johnson, Mirmian & Thompson **\$41,267.55**
- CPDG, Fair Hill Special Event Zone – Infield Modifications, Long Jogging Strip Grade Adjustments, Johnson, Mirmian & Thompson **(\$3,895.89)**

**Capital Development Projects Group Update – Mr. McGuigan**

- Ocean City Convention Center, construction is nearing completion and opening event is the Boat Show in mid-February 2022.
- Racing Projects Initiative: Continues planning and programs.
- DLS Building: Design complete and construction starts after the 2022 legislative session. Bid request have begun and construction is to start shortly after legislative session.
- CORE: 1197 notices to proceed; 910 units demolished; remainder in demolition or HAZMAT.
- Hagerstown Multi-Use Sports and Events Facility: Finalizing design and build services are arriving and property acquisition phase has continues.

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- Prince George's County Tennis Complex: Feasibility study is being reviewed and should be complete shortly and released next year.
- Coppin State Public Safety Building, RFP has been released for professional study services.
- Historic Saint Mary's and Frostburg State studies are in progress.
- Town of Ocean City Field House Study was released last week.
- Prince George's County Tennis facility study is in final draft with discussion regarding release continuing.
- Baltimore City Schools Program, 24 four schools open with Northwood Elementary School opening with 4 remaining schools completing during the next year.
- State Schools Program, Eric is leading the MOU progress and hopes to have the first MOU submitted for board approval early in 2022.

**Leasing Report**

Mr. Raith reported that some December rent payments remain unpaid. MSA is expecting a use proposal for 10,000 square feet in the south warehouse.

**Financial Report**

Mr. Raith provided financial report and explanation of variance.

**Audit Committee Report**

Mr. Brann provided an overview of the committee's activity during the last quarter. The internal audits of Pimlico Elementary Middle (closeout), MSA Capital Projects compliance audits and 21st Century Schools Procurements reports were issued.

**Maryland Sports Update**

Mr. Hasseltine:

- Human Rights report was presented to FIFA as part of the 2026 World Cup bid.
- The financial reporting for the 5 Star bid is underway and should be available during the first quarter of 2022.
- The Youth & Amateur Sports Grant assessment and allocation is underway and will be presented to Mr. Frenz and Mr. Raith for approval.