

**Maryland Stadium Authority
333 W. Camden St., Baltimore, MD
Board Meeting Minutes**

**Ipouski Tuesday, January 8, 2019
12 noon**

Attendance

Board

In Person

Thomas Kelso
Joseph Bryce
Manervia Riddick
James Smith*
Jodi Stanalonis

Conference Line

Leonard Attman
Gary Mangum

*Mr. Smith arrived at 12:21 PM

MSA

Michael Frenz	Jocelyn Grogan-Jones
David Raith	Vern Conaway
Gary McGuigan	Daniel Brann
Phil Hutson	Eric Johnson
John Samoryk	Carmina Perez-Fowler
Jeff Provenzano	Terry Hasseltine
Rachelina Bonacci	Linda Pohuski

Counsel

Cynthia Hahn
Amy Mataban

Other

Robyn McGregor, One Screen
Niclalas Cummings, Plumbers & Steamfitters
Mark Hewick, American Design Associates

Call to Order

Approvals

Minutes

Mr. Kelso called the meeting to order at 12 noon and welcomed those present. He asked for a motion to consider the December 4, 2018 Open and Closed Board Meeting Minutes.

Motion to Consider: Mr. Attman

Second: Mr. Bryce

Discussion: None

Motion to Approve: Mr. Bryce

Second: Mr. Attman

Unanimous

Contracts

**Camden Yards Sports Complex Parking Management Services - Second Renewal
Presentation by Mr. Conaway**

Mr. Conway recommended a second contract renewal in an amount up to \$1,066,643 for the renewal term to SP Plus Corporation for parking management services at Camden Yards Sports Complex. This is the second of two one-year renewal options that went into effect with the 2015 contract. The option period is March 1, 2019 through February 29, 2020. MSA and both teams have been satisfied with the service provided.

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Mr. Conaway also reported on his discussions with the City's Department of Transportation and the companies providing rental scooters. Together they are working toward solutions to resolve safety challenges at CYSC.

**Motion to Consider: Ms. Riddick
Second: Ms. Staloni**

Discussion: None

**Motion to Approve: Ms. Riddick
Second: Mr. Bryce
Unanimous**

**Camden Yards Sports Complex
Oriole Park - DAS/Wifi Consultant
Presentation by Mr. Hutson**

The Board is aware that the Orioles and MSA have been working with Verizon to install a DAS/Wifi system at Oriole Park. It is anticipated an amendment to the existing M&T Bank Stadium DAS agreement will be executed authorizing Verizon to install a system at Oriole Park. The system will be connected to the existing DAS headend located at M&T Bank Stadium. The Orioles have requested the system be functional during the 2019 baseball season.

As MSA moves forward with the project, technical assistance is needed to review the proposed amendment, system design, and installation. DAS/Wifi systems are highly technical and changing with technology breakthroughs. The consultant will assure MSA is proceeding with a quality system to meet the demands of a MLB stadium.

MSA has compared the hourly rate proposed by T Ross, who performed similar services at M&T Bank Stadium. Rates are consistent with the past hourly rate, taking into account a moderate escalation. MSA recommends entering into an agreement with T Ross in the not to exceed amount of \$54,950. MSA has requested the funding be provided from the Oriole Park Improvements Fund.

MSA has agreed to provide a good faith effort to install a full or partially functioning system prior to Opening Day 2019. Given the schedule constraints, per the Orioles request, the schedule does not allow for a full procurement. The only way to meet the project schedule is to proceed with a consultant as described.

**Motion to Consider: Ms. Staloni
Second: Mr. Bryce**

Discussion: Both Verizon and technology are evolving as we move through the procurement and installation process. Changes would require contract modifications.

**Motion to Approve: Mr. Bryce
Second: Ms. Riddick
Voice Vote: Staloni, Riddick, Attman, Mangum, Bryce, Kelso
Unanimous**

**Pedestrian Spine Renovation
Presentation by Mr. Hutson**

Mr. Hutson recommended a pre-construction contract amendment for \$5,114,458 to Gilbane Building Company for a GMP package to complete construction outlined in the

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comprehensive construction package for the project as the CM's GMP submission. The procurement process was highlighted for the Board.

The MBE participation goal for this project was established at 29%. The MBE participation in this GMP represents a 37% MBE commitment.

**Motion to Consider: Ms. Stalonis
Second: Ms. Riddick**

Discussion: MSA's expenditures for this project are mainly infrastructure including storm water management for Lots B & C. The Ravens will pay approximately one quarter of the costs toward the improvements. The Orioles are not contributing to this project.

**Motion to Approve: Mr. Bryce
Second: Ms. Riddick
Voice Vote: Kelso, Bryce, Mangum, Attman, Riddick, Stalonis
Unanimous**

Baltimore City Public Schools (BCS) Program

**James Mosher Elementary School - Architectural & Engineering Services
James Mosher Elementary School - Construction Management Services
Presentation by Ms. Perez-Fowler**

For the James Mosher Elementary School project, Ms. Perez-Fowler recommended the award of professional services contracts to: (1) Dustin Construction, Inc. for \$169,007 for pre-construction services, and (2) Walden Studio/Hughes Group Architects Joint Venture for \$979,035.28 for planning, design, and construction administration services.. The procurement process was highlighted.

**Motion to Consider: Mr. Bryce
Second: Ms. Stalonis**

Discussion: None

**Motion to Approve: Ms. Stalonis
Second: Ms. Riddick
Voice Vote: Mangum, Attman, Stalonis, Bryce, Riddick, Kelso
Unanimous**

**Robert W. Coleman Elementary School - Architectural & Engineering Services
Presentation by Ms. Perez-Fowler**

*Mr. Smith arrived at 12:21 PM during this discussion.

Ms. Perez-Fowler recommended a professional services contract to RRMM Architects, P.C. dba RRMM Lukmire Architects for \$886,399.00 to provide planning, design, and construction administration services for Robert W. Coleman Elementary School. Robert W. Coleman Elementary School is a Category I school, which is renovation and/or addition to an existing school building costing up to \$30 million. The procurement process was outlined.

**Motion to Consider: Mr. Attman
Second: Mr. Bryce**

Discussion: The Board discussed MBE goal achievements for architectural and engineering contracts. The process includes advertising of RFP's, outreach to minority contractors, and notification to those listed with MSA.

**Motion to Approve: Mr. Attman
Second: Ms. Staltonis
Voice Vote: Attman, Bryce, Riddick Staltonis, Mangum, Smith, Kelso
Unanimous**

**Arlington Elementary School - Furniture, Fixtures & Equipment
The Fairmount Harford Building - Furniture, Fixtures & Equipment
Presentation by Ms. Perez-Fowler**

Ms. Perez-Fowler recommended approval of two bills of materials and purchase orders (PO's) for the design, furnishing, delivery, and installation of furniture, fixtures, and equipment (FF&E) at the following projects: Douron's Inc. PO in the amount of \$674,127.59 for FF&E at Arlington Elementary School; and School Specialty Inc.'s PO for \$1,187,038.86 for the Fairmount Harford Building.

The PO's for the schools include FF&E to outfit all classrooms, offices, and other interior school spaces. BCS staff reviewed the pricing proposals and verified that the prices for the products and services are consistent with price quotes in the PO, the approved room layout drawings, and delivery instructions

By way of background, on January 10, 2017, the Boards of BCS and the MSA approved a Blanket Purchase Order (BPO) for all Year 1 schools in the BCS Program. Although Fairmount Harford is a Year 2 school, BCS' counsel has provided a legal opinion that the initial BPO approval by its Board covered FF&E for any Program school up to the initial \$19.1 million funding approval. BCS plans to exercise the renewal option to increase funding to outfit all schools in the Program.

**Motion to Consider: Ms. Riddick
Second: Ms. Staltonis**

Discussion: None

**Motion to Approve: Mr. Bryce
Second: Ms. Staltonis
Voice Vote: Attman, Bryce, Mangum, Riddick, Smith, Staltonis, Kelso
Unanimous**

**Calverton Elementary/Middle School – Building and Commissioning Services
Presentation by Ms. Perez-Fowler**

Ms. Perez-Fowler recommended a professional services contract to Kibart, Inc. in the amount of \$96,425 to provide building commissioning services for Calverton Elementary/Middle School. The Procurement process was highlighted for the Board.

**Motion to Consider: Ms. Staltonis
Second: Ms. Riddick**

Discussion: The School's completion will be 2020.

**Motion to Approve: Mr. Bryce
Second: Ms. Staltonis
Voice Vote: Attman, Bryce, Mangum, Riddick, Smith, Staltonis, Kelso
Unanimous**

Ft Worthington PK-8 - Construction Closeout Change Order

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Presentation by Mr. Johnson

Mr. Johnson recommended an amendment to the Gilbane GMP contract for a change order credit for \$568,869.64. Although this credit change order represents the closeout of the construction portion of the Gilbane contract, Gilbane's 2-year contractual warranty obligation continues post closeout. To date, Gilbane and the trade contractors have been satisfactorily maintaining their warranty obligations.

Motion to Consider: M. Smith

Second: Mr. Bryce

Discussion: This is a credit due to successful construction administration. The Board congratulated Mr. McGuigan, Mr. Johnson, and their team.

Motion to Approve: Mr. Smith

Second: Mr. Bryce

Voice Vote: Attman, Bryce, Mangum, Riddick, Smith, Stanalonis, Kelso

Unanimous

Frederick Elementary School- Construction Closeout Change Order

Presentation by Mr. Johnson

Mr. Johnson recommended an amendment to the Gilbane GMP contract for a change order credit for \$265,829.50. Although this credit change order represents the closeout of the construction portion of the Gilbane contract, Gilbane's 2-year contractual warranty obligation continues post closeout. To date, Gilbane and the trade contractors have been satisfactorily maintaining their warranty obligations.

Motion to Consider: Mr. Bryce

Second: Ms. Stanalonis

Discussion: Another round of congratulatory remarks went to Mr. McGuigan and Mr. Johnson for this report of a project completed under budget.

Mr. Johnson added that each project exceeded the Workforce Development new hire goals.

Fort Worthington goal: 24 Actual new hires: 70

Frederick goal: 28 Actual new hires: 52

Motion to Approve: Mr. Smith

Second: Ms. Riddick

Voice Vote: Attman, Bryce, Mangum, Riddick, Smith, Stanalonis, Kelso

Unanimous

Warehouse at Camden Yards

Architect/Engineer Design Services-Warehouse Improvements Project

Presentation by Mr. Hutson

Mr. Hutson recommended a contract for \$880,155 with Murphy and Dittenhafer Architects (M&D). The scope of this project includes, among other things, a comprehensive upgrade of the HVAC equipment, interior and exterior lighting controls and upgrades, renovations to public areas, including lobbies and rest rooms, window repairs and replacements, as well as modernization of various exterior lighting and signage.

The procurement process was outlined. M&D has committed to achieve the MBE subcontract participation goal of twenty-nine percent (29%), including sub goals of six percent (6%) African American owned firms, nine percent (9%) women owned firms and two percent (2%) Hispanic owned firms.

**Motion to Consider: Mr. Smith
Second: Ms. Staltonis**

Discussion: None

**Motion to Approve: Mr. Smith
Second: Mr. Bryce
Voice Vote: Attman, Bryce, Mangum, Riddick, Smith, Staltonis, Kelso
Unanimous**

**Commercial Real Estate Brokerage and Marketing Services
Presentation by Mr. Raith**

Mr. Raith recommended a contract with Cushman and Wakefield (C&W) to provide Commercial Real Estate Brokerage and Marketing Services for the properties located at the Camden Yards Sports Complex. The proposed term is three (3) years with two (2) one year renewal options. The scope of services includes marketing current vacant spaces, preparing market analysis, conducting site visits, and representing MSA in lease negotiations with prospective tenants. C&W will be compensated exclusively on a commission basis whereby it will only receive compensation following the execution of a lease between a prospective new tenant and MSA. The procurement process and technical rankings were shared with the Board.

**Motion to Consider: Mr. Bryce
Second: Ms. Staltonis**

Discussion: Leases and/or lease renewals between MSA and its existing tenants are excluded from this contract. Additional contract terms were shared with the Board. Other brokerages who bring tenants would share the commission.

**Motion to Approve: Mr. Attman
Second: Mr. Bryce
Voice Vote
Abstaining: Chairman Kelso
Approving: Attman, Bryce, Mangum, Riddick, Smith, Staltonis**

**Maryland Stadium Authority
Sports Facilities Tax-Exempt Lease Revenue Bonds, Series 2019A and
Sports Facilities Taxable Lease Revenue Bonds (Warehouse Issue) Series 2019 B
Presentation by Mr. Raith**

Mr. Raith recommended approval of the Sports Facilities Tax-Exempt Lease Revenue Bonds, Series 2019A and Sports Facilities Taxable Lease Revenue Bonds, Series 2019B for \$55.0 million. The recommendation is to approve the supplemental Master Lease and Sublease Agreements for both Series 2019A and Series 2019B.

**Motion to Consider: Mr. Smith
Second: Ms. Riddick**

Discussion: BPW review for approval will be scheduled.

**Motion to Approve: Mr. Smith
Second: Mr. Bryce
Voice Vote: Attman, Bryce, Mangum, Riddick, Smith, Staltonis, Kelso
Unanimous**

**2019 Internal Audit Plan & Risk Assessment
Presentation by Mr. Brann**

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Mr. Brann proposed the Internal Audit Plan and Risk Assessment for 2019 as highlighted below:

- MSA plans to conduct eight (8) audits during calendar year 2019. This includes six (6) Financial, Compliance Audits and two (2) Advisory Services Audits.
- In 2019, MSA plans to conduct four (4) audits of the 21st Century Schools construction program for the renovation and replacement of schools within the Baltimore City Public Schools (BCPS) system. Audits will focus on contract procurements, program-related expenditures, and closeout reviews of completed schools (Frederick ES and Fort Worthington ES).
- Included in the audit plan are advisory reviews related to the Baltimore Orioles rent calculation and catering commissions. As a result of improvements to M&T Bank Stadium, no seating bowl events were held at the stadium during calendar year 2018. Therefore, no reviews of Ravens' revenue payments from such events will be conducted during the upcoming internal audit plan year.

Additional time is allocated for special requests from MSA management and the Audit Committee.

**Motion to Consider: Mr. Bryce
Second: Ms. Staloni**

Discussion: None

**Motion to Approve: Mr. Bryce
Second: Ms. Staloni
Voice Vote: Attman, Bryce, Mangum, Riddick, Smith, Staloni, Kelso
Unanimous**

Informational

Executive Director's Report

Mr. Frenz reported on several meetings that included an update on the Orioles' South Warehouse lease and parking use, income resulting from the Ravens' playoff game, and the completion of the Pimlico Study briefings. He emphasized MSA's role in providing unbiased analysis so decision makers can make better-informed decisions.

Mr. Frenz also reported on the meeting Chairman Kelso and he attended in December with the Greater Baltimore Committee Executive Board to discuss matters of importance to Baltimore, including Pimlico, BCCC, and schools.

Mr. Frenz provided the planned hearing dates and proposed legislation for the upcoming legislative session:

January 22 – Joint Audit Committee

January 23 – Senate Budget and Taxation Committee

February 6 – House Subcommittee on Education and Economic Development

February 7 – Senate Subcommittee on Education, Business and Administration

LR0084 – Increases MSA debt capacity for OCCO to \$24.5 from \$17.4 million.

LR 0152 – Authorizes MSA to issue up to \$1.8 billion in bonds for statewide school construction managed and administered by MSA.

Security Report

Mr. Conaway reported no new or credible threats. He addressed one notable incident at the January 6 Ravens' playoff game that received social media attention. Harsh words between two fans escalated to punches. Security, already monitoring the situation, responded within seconds. Incidents such as these result in expulsion from the stadium.

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Mr. Conaway also reported on discussions with the City Department of Transportation and companies providing remote-start scooters. These talks focused on safety challenges within CYSC.

Audit Committee Report

Ms. Riddick reported from the December 17 Audit Committee meeting on three items:

- 2019 Internal Audit Plan & Risk Assessment
- 21st Century Schools Procurements (Internal Audit)
- MSA Financial Statements, FY2018 (External Audit)

Mr. Brann reported on the nine audits during 2018: 7 are completed, one is in the reporting phase, and one is in the follow-up process.

Report of Small Procurements and Change Orders

Mr. Samoryk reported on the following items:

Camden Yards Sports Complex

- Central Plant Heating and Cooling Operations and Maintenance Modification
Veolia Energy
- AE Design Services for Renovation of Pedestrian Spine - Modification No. 3
Brown Craig Turner
- Vertical Transportation maintenance and Repairs - Modification No. 4
Schindler Elevator Corporation
- On Call Concrete Maintenance and Repair Services - Modification
HEH, Inc.
- Computerized Maintenance Management System - Modification
Database International Group dba Aware Manager

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- Internet Service Upgrade
Comcast

Oriole Park at Camden Yards

- Building and Fire Code Consultant
Code Consultants, Inc.

Warehouse at Camden Yards

- GC for Warehouse Elevator Modernization Project - Change Orders 1 and Quandel/J.
Vinton Schafer & Sons, Inc.

Mr. McGuigan reported on a change order package for one school:

- BCS, John Eager Howard Elementary School, GMP Numerous Misc. changes
J. Vinton Schafer & Sons, Inc. \$205,384.71

Baltimore City Public Schools and C.O.R.E. Update

BCPS

Mr. McGuigan reported on the expanded BCPS program of 28 schools: 9 schools are open, 6 are in design, 5 are under construction and 8 are in planning. A request of the City for a community center pool at Walter P. Carter Elementary School will increase planning, design and construction costs by an estimated \$7.5 million.

CORE

Mr. McGuigan reported the following update on 707+/- City properties in 146 locations
320 properties – Demolition complete
168 demolitions awarded – in progress

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170 hazmat awarded – in progress
Approximately 45 additional properties await Notices to Proceed (NTP)

Leasing Report

For the month of December, Mr. Raith reported one unpaid rent from a tenant who is doing work for the State and waiting to receive the State's payment.

Financial Report

Mr. Raith provided the Statement of Revenues and Expenses for the month of November.

Maryland Sports Monthly Update

Mr. Hasseltine reported 386 million media views/mentions were identified from 25 countries. He cited probable reasons for the up-tick as the release of the Phase 2 Pimlico Study and the Ravens' playoff game at M&T Bank Stadium.

A meeting with legal counsel for a potential 501(c)(3) affiliate is scheduled for January 9.

Mr. Hasseltine also reported on his work with the City of Baltimore and Visit Baltimore, sharing that Baltimore is well positioned to obtain the 2021 CIAA Basketball Tournament. In December Baltimore hosted the Governor's Challenge, which is the largest high school basketball tournament in the country.

Chairman Kelso asked for a motion to close the open meeting and adjourn at 1:23 PM.

Motion to Adjourn: Mr. Attman

Second: Mr. Bryce

Unanimous