

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

**Ad Hoc Board Meeting Minutes**  
**December 27, 2022 - 10:30 AM**

**Attendance**

**Board**

Thomas Kelso\*  
Leonard Attman\*  
Joe Bryce\*  
Bill Cole\*  
Mike Huber\*  
Gary Mangum\*  
Manervia Riddick\*  
Jodi Stanalonis\*

**Maryland Stadium Authority**

Michael Frenz*	David Raith*
Kristy Taylor	Terry Hasseltine*
Joseph March*	Phil Hutson

**Maryland Stadium Authority Counsel**

Cynthia Hahn\*, Office of the Maryland Attorney General  
Bruce Benshoof\*, Office of the Maryland Attorney General  
Amy Mataban\*, Office of the Maryland Attorney General  
Mark Arnold\*, Hunton Andrews Kurth LLP

\*Teleconference

**CALL TO ORDER**

Chairman Kelso called the meeting to order at 10:30 AM.

Mr. Kelso provided an introduction to the meeting and read the closing statement. Mr. Kelso noted that the purpose of the closed meeting would be to discuss the terms of the proposed new use agreement (lease) with the Baltimore Ravens for M&T Bank Stadium. As noted in the closing statement, the discussion would be held in closed session in accordance with:

- Gen. Prov. § 3-305(b)(4) (to "consider a matter that concerns the proposal for a business or industrial organization to locate, expand, or remain in the State"), in that the new agreement reflects the terms on which a private business (the Ravens) is willing to remain in the State for an extended period, beyond expiration of the business's current lease;
- Gen. Prov. § 3-305(b)(7) (to "consult with counsel to obtain legal advice"), to preserve confidential communications between MSA and its counsel, which

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communications are covered by the attorney-client privilege, with respect to the legal bases, effects, and ramifications of various provisions in the proposed new lease;

- Gen. Prov. § 3-305(b)(13) (to “comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter”), in that the Ravens seek preservation of confidentiality with respect to certain financial, legal, and commercial terms in the proposed lease that are confidential pursuant to the Public Information Act; and
- Gen. Prove § 3-305(b)(13) (to “comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter”), in that the doctrine of executive privilege protects as confidential the MSA Board’s deliberative discussions that may reflect recommendations and evaluations made for the purpose of advising or assisting the Governor or other high-level Executive Officers in the review of the proposed new lease.

Mr. Bryce recused himself from considering and participating in the closed meeting and removed himself from the teleconference.

Mr. Kelso asked for a motion to close the meeting.

**Motion:** Mr. Attman

**Second:** Mr. Cole

**Vote:** Unanimous (Kelso, Attman, Cole, Huber, Mangum, Riddick, Stalalonis)

**CLOSED SESSION**

**Attendance**

Executive Boardroom and Teleconference

**Board:** Thomas Kelso\*, Leonard Attman\*, Bill Cole\*, Gary Mangum\*, Michael Huber\*, Manervia Riddick\*, Jodi Stalalonis\*

**Staff:** Michael Frenz\*, David Raith\*, Phil Hutson, Terry Hasseltine\*, Kristy Taylor, Joe March\*

**Counsel:** Cynthia Hahn\*, Bruce Benshoof\*, Amy Mataban\*, Mark Arnold\*

\*Teleconference

Chairman Kelso asked for a motion to open the closed session at 10:34 AM for the purposes previously described

**Motion:** Mr. Attman

**Second:** Mr. Cole

**Vote:** Unanimous (Kelso, Attman, Cole, Huber, Mangum, Riddick, Stalalonis)

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The board members then discussed various terms of the proposed new use agreement and obtained legal advice from counsel with respect to the agreement. The board did not make any decisions or hold any votes during the closed session.

Following the discussion, the Chairman asked for a motion to adjourn the closed session.

**Motion:** Mr. Attman

**Second:** Ms. Stanalonis

**Vote:** Unanimous (Kelso, Attman, Cole, Huber, Mangum, Riddick, Stanalonis)

Mr. Kelso adjourned the closed session at 11:16 AM

**RETURN TO OPEN SESSION**

Chairman Kelso called the Open Meeting to order at 11:16 AM.

Mr. Cole made a motion to approve the new use agreement with the Ravens for M&T Bank Stadium. The motion was seconded by Mr. Attman.

**Vote:** Unanimous (Kelso, Attman, Cole, Huber, Mangum, Riddick, Stanalonis)

Motion to adjourn the open meeting was made at 11:18 PM by Mr. Attman, seconded by Ms. Riddick. and approved unanimously.