



Board of Directors Meeting Minutes

Tuesday, October 4th, 2016

MSA Board:

Thomas Kelso
Leonard Attman*
Gary Mangum
Kaliopé Parthemos

Jodi Stanalonis*
Joseph Bryce
Manervia Riddick

MSA Staff:

Gary McGuigan
Pam Miller
Phil Hutson
John Samoryk
Terry Hasseltine
Eric Johnson

Jeff Provenzano
Michael Frenz
David Raith
Vern Conaway
Jan Hardesty
Carmina Perez-Fowler

Counsel:

Cynthia Hahn
Bruce Benschopf

Guests: Pam Clark, Veolia
Catherine Wells, Bickmore
Michael Natale, Bickmore
Ed Gunts

*attended via teleconference

Minutes

Chairman Kelso called the meeting to order at 3:08 pm and asked for a motion to consider the open minutes of the September 6, 2016 meeting.

Motion: Mr. Mangum
Second: Mr. Attman

Discussion: none

Chairman Kelso asked for a motion to approve the minutes.

Motion: Mr. Attman
Second: Mr. Mangum

The motion passed unanimously.

Chairman Kelso asked for a motion to consider the closed minutes.

Motion: Mr. Mangum
Second: Ms. Parthemos

Discussion: none

Chairman Kelso asked for a motion to approve the closed minutes.

Motion: Mr. Attman
Second: Mr. Mangum

The motion passed unanimously

Contracts

Camden Yards Sports Complex

HVAC Repairs and Preventive Maintenance Supplemental Services

Mr. Samoryk presented on-call service contract for complex. He related there were five bids. RLS, a small business, submitted the lowest bid based on hourly rates for two years, with a maximum of \$700,000.

Chairman Kelso asked for a motion to consider the contract.

Motion: Ms. Parthemos
Second: Ms. Riddick

Discussion: none

Chairman Kelso asked for a motion to approve the contract.

Motion: Mr. Mangum
Second: Mr. Bryce

The vote was unanimous.

General Trades Services

Mr. Samoryk presented a contract for on-call services. Unisource, a small business, MBE company, submitted the lowest bid. Unisource has also performed well on other contracts with MSA.

Chairman Kelso asked for a motion to consider the contract.

Motion: Mr. Attman
Second: Ms. Parthemos



Discussion: Chairman Kelso asked who held this contract previously. Mr. Samoryk said it was Micklos, which chose not to bid.

Chairman Kelso asked for a motion to approve the contract.

Motion: Mr. Attman
Second: Mr. Mangum

The vote was unanimous.

Warehouse

Office Lease – Pennoni Associates, Inc

Mr. Raith presented the lease for an additional 5,800 square feet for Pennoni Associates. This is in addition to their current 4,000 sq. ft. in the South Warehouse

Chairman Kelso asked for a motion to consider the lease.

Motion: Mr. Attman
Second: Mr. Riddick

Discussion: None

Chairman Kelso asked for a motion to approve the lease.

Motion: Mr. Bryce
Second: Mr. Attman

The vote was unanimous.

Hippodrome Performing Arts Center

Annual Grand Garage Parking Waiver

Mr. Benshoof explained the background of the garage owned by University of Maryland and used by Hippodrome.

Chairman Kelso asked for a motion to consider the waiver.

Motion: Ms. Parthemos
Second: Ms. Riddick

Discussion: Chairman Kelso expresses concern that MSA may eventually be stuck with capital improvements without any compensation in the future. This arrangement was acceptable during the years when the garage didn't require maintenance, but that could change. Mr. Benshoof said he would discuss with the parties next year.



Mr. Bryce suggested it is inefficient to review this waiver every year and inquired why MSA carries this liability if we never intend to use spaces. He asked if they would agree to take the spots if MSA relinquished them.

Mr. Mangum asked why we have to vote now. Mr. Benshoof explained it took a long time to work with the parties and the current waiver expires.

Mr. Benshoof will report back to the board with his discussions.

Chairman Kelso asked for a motion to approve the waiver, with the understanding that next year there will be a final resolution.

Motion: Mr. Bryce
Second: Mr. Mangum

The vote was unanimous.

M&T Bank Stadium
Letter Agreement with Ravens

Mr. Frenz presented a request by Ravens to make certain improvements to the stadium after the season's end. The Ravens will fund the entire project. The Ravens will also indemnify MSA, but MSA will pay off the bond balance of the existing boards.

Chairman Kelso asked for a motion to consider the agreement.

Motion: Mr. Attman
Second: Mr. Mangum

Discussion: The Chairman reiterated that this agreement covers Phase I.

The Ravens feel these fan amenities are very important to maintaining their fan base.

The Chairman noted that Mike Frenz, Phil Hutson and Cynthia Hahn have done a phenomenal job negotiating this agreement.

Mr. Attman asked if we derive any benefits from advertising on the ribbon boards. He was told no, this does not amend the terms of the lease.

Chairman Kelso asked for a motion to approve the agreement.

Motion: Ms. Parthemos
Second: Mr. Attman

The vote was unanimous, with the exception of Mr. Bryce, who recused himself based on a business relationship his firm has with the Team.

Baltimore Convention Center
Second Amendment to Master Agreement – Chilled Water Plant



Mr. McGuigan presented the second amendment to the chilled water services agreement to allow Veolia to replace air conditioning at the convention center. The existing equipment is at the end of its life and must be replaced to avoid interrupting service. A third party evaluated the system and agreed it needed replacement.

Chairman Kelso asked for a motion to consider the amendment.

Motion: Mr. Attman
Second: Mr. Bryce

Discussion: None

Chairman Kelso asked for a motion to approve the amendment.

Motion: Ms. Parthemos
Second: Ms. Riddick

The vote was unanimous.

Memoranda of Understanding

Baltimore City Circuit Court House

Mr. McGuigan presented the MOU with the Circuit Court regarding location proposals for the Court.

Chairman Kelso asked for a motion to consider the MOU.

Motion: Ms. Parthemos
Second: Ms. Riddick

Discussion:

Ms. Parthemos asked if there was a cost component to the RFI. Mr. McGuigan said this would come with the RFP piece.

Mr. Bryce asked about the timing of RFI, and was told it would go out by the end of the year.

Chairman Kelso asked for a motion to approve the MOU.

Motion: Ms. Parthemos
Second: Mr. Mangum

The vote was unanimous.



Baltimore City Schools
Arundel Early Childhood Center

Mr. Johnson presented a proposal from the Weinberg Foundation for an Early Childhood Center, which the City approved last week. MSA was integral in negotiations with Weinberg for the Early Childhood Initiative Partnership to identify funding. Weinberg will commit up to \$900,000 based on 30% of cost.

Chairman Kelso asked for a motion to consider the MOU.

Motion: Mr. Attman
Second: Mr. Bryce

Discussion: Chairman Kelso asked if this removes 1/3 of MSA's cost on this. He was told yes. He asked if there any other possibilities. Mr. Johnson replied that Arlington Elementary was a possibility, but it would have to be negotiated with City Schools.

Chairman Kelso asked for a motion to approve the MOU.

Motion: Ms. Riddick
Second: Mr. Mangum

The vote was unanimous.

Informational

- Executive Director – Mr. Frenz reviewed:
 - Incident at Ravens
 - Possible playoff on coming Sunday if O's win in Toronto
 - Leasing interest in Camden Station, citing possibility that Geppi may want the entire building
 - Bike Share on campus
 - MARC station at Camden Yards
 - Volunteer Day on October 5th
 - Visit Baltimore new CEO
 - New furniture – salvaged from United Health
- Small Procurements and Change Orders – Mr. Samoryk noted information in packet.
- Baltimore City Schools and C.O.R.E. Update – Mr. McGuigan noted there are seven buildings under construction; four in design. He noted MSA has been asked to take over the Cherry Hill project. Regarding C.O.R. E. Mr. McGuigan noted MSA would begin demolition on 68 properties before end of the year.
- Leasing Report – Mr. Raith noted material in the packet.
- Maryland Sports -- Mr. Hasseltine noted material in the packet.



Closed Session

Chairman Kelso asked for a motion to close the Open Meeting, under provisions 8, 10 and 14 of the Maryland Open Meetings Act.

Motion: Mr. Attman
Second: Mr. Bryce

The motion passed unanimously. The open meeting closed at 4:13pm

While in closed session, the Board received an update from Assistant Attorney General Cynthia Hahn on pending and potential litigation, and a security briefing from Director Vernon Conaway.

The Board also received a presentation from representatives of Bickmore about the results of a feasibility study for an Owner Controlled Insurance Program for the 21st Century School Buildings Program.

Chairman Kelso asked for a motion to reopen the open meeting.

Motion: Ms. Parthemos
Second: Ms. Riddick

The vote was unanimous. The meeting reopened at 5:39 pm

Chairman Kelso asked for a motion to adjourn the open meeting.

Motion: Mr. Mangum
Second: Mr. Bryce

The meeting adjourned at 5:40pm

