



Board of Directors Meeting Minutes January 10, 2017

OPEN SESSION

Attendants

In Person

Thomas Kelso, Chair
Gary Mangum
Manervia Riddick

Conference Line

Leonard Attman*
Joseph Bryce
Kaliopé Parthemos**
Jodi Stanalonis

MSA Staff:

Michael Frenz	John Samoryk	Vernon Conaway
Terry Hasseltine	Phil Hutson	Jeff Provenzano
Eric Johnson	Gary McGuigan	Danny Brann
David Raith	Carmina Perez-Fowler	Linda Pohuski

Counsel:

Cynthia Hahn Bruce Benshoof

Other:

Richard Cass, Brandon Etheridge, Roy Sommerhof—Baltimore Ravens
Ed Gunts—Baltimore Fishbowl (Press)

* Joined meeting at 3:16 p.m. and participated in all votes except for approvals of Minutes and award of contract for automatic door replacement at Oriole Park

** Joined meeting at 3:22 p.m. and participated in all votes except for approvals of Minutes and awards of the contract for automatic door replacement at Oriole Park and the renewal contract for the CMMS system at Camden Yards.

Call to Order

Chairman Kelso called the meeting to order at 3:04 p.m. and asked for a motion to open the meeting.

Motion: Mr. Mangum
Second: Ms. Riddick
Unanimous

Approvals

Minutes

Mr. Kelso asked for a motion to consider the minutes of December 6, 2016 (open and closed meetings).

Motion: Mr. Bryce
Second: Ms. Riddick
Unanimous

Mr. Kelso asked for a motion to consider the minutes of December 19, 2016 (interim meeting).

Motion: Ms. Riddick
Second: Mr. Bryce
Unanimous

Receiving no request for discussion on the minutes, Mr. Kelso asked for a motion to approve the minutes.

Motion: Mr. Mangum
Second: Ms. Riddick
Unanimous

Approvals

Contracts and Agreements

Presentation by John Samoryk and Jeff Provenzano **Oriole Park at Camden Yards - Automatic Door Replacement**

A recommendation was made to award the contract for the replacement of the club level automatic door replacement to Aspen Building Products, Inc. The contract amount is \$65,550. The presentation included location and installation details.

Motion to Consider: Mr. Mangum
Second: Ms. Riddick
Unanimous

Discussion: Work will be completed by the Orioles' opening day.



Motion to Approve: Ms. Riddick
Second: Mr. Mangum
Unanimous

Presentation by Jeff Provenzano and John Samoryk
Camden Yards Sports Complex - First Renewal Option – Computerized Maintenance Management System (CMMS)

The facility management software program known as “Aware-Manager” has allowed numerous enhancements in the ability to review remaining contract funds, account for fixed maintenance costs, track MBE expenditures versus goals, and centralize bid documents and related materials.

2017 will begin the roll out of a security feature for visitor access and control currently used at One World Trade Center in NYC.

A recommendation was made to exercise the first renewal option for the CMMS contract for \$100,000.

Motion to Consider: Mr. Mangum
Second: Mr. Bryce
Unanimous

Discussion: After discussion of the benefits of license renewal versus outright purchase of the software system, the consensus of the Board was to support the renewal.

Motion to Approve: Mr. Mangum
Second: Ms. Riddick
Unanimous

Presentation by Eric Johnson Baltimore City Public Schools (BCPS) Program: Forest Park High School (FPHS)– Guaranteed Maximum Price (GMP)

A recommendation was made to award the GMP contract to Hess Construction + Engineering Services, Inc. (CM) to provide for the renovation and addition to FPHS in the amount of \$56,193,983. The MBE participation goal for the project was 30% and Hess offered to exceed that goal by achieving 34% MBE participation. The procurement process was outlined.

With MSA Board approval, this project would go to the Board of Public Works (BPW) for approval on January 25, 2017.

Motion to Consider: Mr. Attman
Second: Mr. Mangum
Unanimous

Discussion: This project is one of four renovation projects that BCPS has asked MSA to assume in its place. Having MSA oversee all projects within the BCPS construction program should augment the overall program budget and schedule by providing for greater efficiencies and economies of scale.



Motion to Approve: Mr. Attman
Second: Mr. Bryce
Unanimous

Presentation by Carmina Perez-Fowler
BCPS Program FFE Blanket Purchase Order

A recommendation was made to conditionally approve a Blanket Purchase Order (BPO) procurement process to provide the design, furnishing, delivery and installation of the Plan Year 1 Schools furniture, fixtures, and equipment. Douron, Inc. and School Specialty, Inc. were both recommended for contract awards. The estimated three-year cost to outfit eleven Plan Year 1 schools is \$19.1 million.

Motion to Consider: Mr. Mangum
Second: Ms. Parthemos
Unanimous

Discussion: Procedural details were discussed with the Board. The awarded vendors will be required to design, manufacture, deliver and install the full Bill of Materials developed for each project.

Motion to Approve: Mr. Mangum
Second: Mr. Bryce
Unanimous

At this point in the meeting, representatives of the Baltimore Ravens arrived. Chairman Kelso then introduced the M&T Bank Stadium agenda items to accommodate their schedules.

Presentation by Phil Hutson
Consulting Services for Design and Replacement of Audio System at M&T Bank Stadium

A recommendation was made to award the contract for consulting services for design and replacement of the audio system at the Stadium to Wright, Johnson, Haddon and Williams, Inc. (WJHW). The project will be jointly funded by the Ravens and MSA, and the work will proceed following the 2017 season. The contract was bid in three phases and the total contract amount is \$75,850.

Motion to Consider: Mr. Attman
Second: Ms. Riddick
Unanimous

Discussion: A question was raised as to negotiation of best pricing with the successful bidder on this contract. Staff responded that the critical timeline for this work (to coincide with work in the Stadium control room) did not allow time for additional price negotiation. In addition, the superior technical qualification of WJHW was cited as justification for the award.

Motion to Approve: Mr. Mangum
Second: Ms. Parthemos
Recused: Mr. Bryce



Board of Directors Meeting Minutes - Tuesday, November 7th, 2016

Yea: 6 Nay: 0

Presentation by Mike Frenz

Agreement for Capital Improvements to M&T Bank Stadium

The Board was asked to approve the Phase II and Phase III Agreement for Capital Improvements between the Ravens and MSA. The agreement allows for the Ravens to make certain capital improvements to the Stadium, at their sole cost of approximately \$120,000,000, while MSA agrees to make reasonable attempts to fund the lesser of 20% of the Ravens' expenditures or \$24,000,000 for projects identified in the 2014 facility condition assessment performed by Venue Solutions Group.

Motion to Consider: Mr. Attman

Second: Ms. Riddick

Unanimous

Discussion: Richard Cass, President of the Ravens, gave a presentation that highlighted the Team's planned improvements and displayed preliminary design renderings. He further responded to questions regarding the capacity of new elevators planned to serve the upper seating bowl. In response to a question regarding the ability of MSA to share in advertising revenues that may be generated by new display boards in the Stadium, MSA staff and counsel explained that the terms of the Ravens' lease, which were agreed upon due to the tax-exempt financing of the Stadium, do not provide for that revenue sharing.

Motion to Approve: Mr. Mangum

Second: Mr. Attman

Recused: Mr. Bryce

Yea: 6 Nay: 0

Presentation by Daniel Brann 2017 Internal Audit Plan and Risk Assessment

The Board was asked to approve the 2017 Internal Audit Plan and associated Risk Assessment developed by Mr. Brann for 2017, and approved earlier by the Audit Committee of the Board.

Motion to Consider: Ms. Riddick

Second: Ms. Stanalonis

Unanimous

Mr. Brann outlined the main features of the internal audit plan, which will include a series of nine internal audits for calendar year 2017. There was no discussion.

Motion to Approve: Mr. Mangum

Second: Mr. Bryce

Unanimous



Informational

Executive Director's Report

Mr. Frenz provided the Board with 2017 budget hearing dates and times.

Mr. Frenz announced the date and location of the retirement party for his former assistant, Pam Miller. Invitations are being sent by email.

Camden Yards Sports Complex

Mr. Samoryk, reported on three projects:He recommended exercising the first option on the AB&B Termite and Pest Control contract to continue service to Oriole Park, the Warehouse and Camden Station. A purchase order copy was provided with the Board's written material.

He also recommended exercising the second renewal option on the contract with Teltronics of Baltimore for two-way radio communication system preventative maintenance and repair. Purchase order copies were provided with the Board's written material.

Additionally, Mr. Samoryk reported on the server room core switch upgrade to be provided by Provantage LLC. This upgrade is planned to occur beginning at 8:00 p.m. January 10. A purchase order copy was provided with the Board's written material.

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

Gary McGuigan reported on the progress of the Baltimore City Schools construction program and the CORE demolition program.

Lease Tenant Update

David Raith offered an update on the status of leases in the Warehouse and Camden Station.

MSA Budget Update

Mr. Raith reported the MSA November 2016 revenues and expenditures. A written summary was provided to the Board.

Maryland Sports & MSA Marketing and Communications

Mr. Hasseltine provided copies of the MSA 2016 Annual Report and received accolades for the timely work on this publication. He reported on four additional ongoing projects and several other engagements for the Sports marketing group. Mr. Hasseltine also provided a calendar of Maryland sporting events and potential bid opportunities, and reported on media coverage of MSA.

Mr. Kelso thanked management and staff for their work in presenting the information to the Board. He then asked for a motion to close the Open Meeting in order to hold a Closed Meeting for the purpose of receiving a security report related to the Camden Yards Sports Complex, as well as a report from legal counsel on pending and potential litigation involving MSA.



Board of Directors Meeting Minutes - Tuesday, November 7th, 2016

Motion: Ms. Riddick
Second: Ms. Parthemos
Unanimous

During the Closed Meeting, the Board received the MSA Security Director's report on current issues related to public safety at Camden Yards. The Board also received a report from MSA legal counsel regarding pending and potential litigation involving MSA. No other subject matters were discussed in the Closed Meeting.

At 4:30 p.m., Chairman Kelso reopened the Open Meeting and asked if there were any other matters to discuss prior to adjourning.

Mr. Frenz reported that the Ravens have bid on Army/Navy football games for 2019-2022. Mr. Kelso added that U. S. Senator John McCain had praised Baltimore as the best location in the country for the game.

Chairman Kelso then asked for a motion to Adjourn the Open Meeting:

Motion to Adjourn: Ms. Riddick
Second: Mr. Mangum
Unanimous

The Open Meeting adjourned at 4:38 p.m.

