

CAMBRIDGE WATERFRONT DEVELOPMENT, INC.
Minutes of the Regular Meeting of Board of Directors
Thursday, November 18, 2021
Cambridge-Dorchester Regional Airport and via Zoom

A regular meeting of the Board of Directors (the “Board”) of Cambridge Waterfront Development, Inc., a Maryland non-stock corporation (the “CWDI or Corporation”), was held on November 18, 2021 at the Cambridge-Dorchester Regional Airport and via Zoom.

In attendance at the meeting were Daryl Butcher, Mike Frenz (via Zoom), David Deutsch (via Zoom), Frank J. Narr, Jr., Jeff Powell, and Richard Zeidman (via Zoom), appointees to the Board as specified in the Articles of Incorporation of the Corporation. Also in attendance were Sandra Tripp-Jones, Executive Director, Charles MacLeod, Esq., Counsel of the Board, and guest – Mike Detmer of Star Democrat. Donna Lane was absent

Ms. Tripp-Jones called the meeting to order at 9:05 a.m.

Approval of the Agenda

Ms. Tripp-Jones requested a motion to approve the agenda. The motion was approved –Narr/Butcher (6/0).

Introduction of Guests

Ms. Tripp-Jones welcomed Mike Detmer to the meeting.

Approval of Minutes:

Ms. Tripp-Jones asked for any comments to the minutes submitted for the November 4, 2021 board meeting. A motion was made to approve the minutes – Narr/Powell (6/0).

Report on Closed Session:

Ms. Tripp-Jones reported on the November 4, 2021 closed session as follows:

Present: Daryl Butcher, David Deutsch, Mike Frenz, Frank J. Narr, Jr., Jeff Powell, Richard Zeidman, Sandra Tripp-Jones, Charles MacLeod, Esq., and Gwen Fike.

Absent: Donna Lane

No reportable action was taken.

Consent Calendar

Approve payment of MacLeod Invoice No.11277 in the amount of \$3,873.00 for October legal services. Ms. Tripp-Jones inquired if there were any questions on the MacLeod invoice. There were no questions, and a motion was made and approved to pay invoice No. 11277 - Butcher/Deutsch 6/0.

Report from Planning Committee and Team:

Mr. Narr reported that a community presentation has been scheduled for Thursday, December 16 at 6:00pm to present the final conceptual site plan and the branding efforts. The venue is to be determined. Members of the BCT team will present the master site plan and the branding details to the community. Mr. Narr outlined the current agenda for the community presentation for the board members. The group

discussed how to best proceed, and it was also determined to purchase a notice ad for the newspaper prior to the meeting.

Executive Director's Report

Grants – Ms. Tripp-Jones reviewed with the group her conversation with Chesapeake Conservancy to confirm they are interested in CWDI being part of their project application. They are enthusiastic about it. She feels this may lead to other grants. A significant amount of information will need to be pulled together for the application, as it is an EDA application. The plan is that the application will be submitted by mid-January. The entire grant is for \$10 million, and CWDI would potentially receive \$1 million of the grant. This grant is about tourism access to the water, and the CWDI extension of the promenade fits the cause.

The State requested that Ms. Tripp-Jones submit a drawdown on the 2021 \$1 million grant that has been approved, as the request for payment was approved. Ginger Jenkins is completing forms to have the funds received by wire.

Mr. Butcher reported he met with Lenny Pfeffer, who has been named to a committee formed by the Governor to work on the State infrastructure funding. It appears there will be substantial funds available to be used for Maryland infrastructure. Mr. Butcher suggested scheduling a meeting with Mr. Pfeffer to provide an overview of the CWDI project.

Board Composition – Ms. Tripp-Jones reported that the City Council canceled the work session concerning the board composition. The City reelected Mr. Zeidman, in a 5-0 vote, to serve an additional four-year term on the CWDI board. There has not been any update on the reappointment of Mr. Frenz.

Network Realty Partners - Ed Johnson and Sam Hullman of Network Realty Partners joined the meeting to provide a general update on their tasks.

Mr. Johnson reported that since the hospital's closure they are working to evaluate the amount of hazardous materials on the site. ECS is currently onsite performing hazmat testing. A survey of materials found will be presented to those bidding on the demolition scope of the hospital. Mr. Johnson expects bidding and pricing for the demolition of the hospital and nurse's quarters to be submitted after the first of the year. Timing of funding to CWDI from the State is expected in July 2022. This timing issue must be clarified before putting the project out to bid. The group discussed what other tasks could be performed while waiting for the state funding.

Mr. Johnson indicated there is approximately \$400,000-\$500,000 of direct soft costs that will need to be completed prior to demolition beginning. He provided an overview of what work this would cover, such as erosion and sediment control plans, utility coordination, testing and inspection items, permits, licenses and insurance. The group discussed the soft costs and insurance needs on the property at length. It was determined that the liability insurance for the property needs to be researched at this time.

It is anticipated that demolition of the hospital site would begin July of 2022 and would take 7-9 months to complete. Mr. Johnson and Mr. Hullman left the call after their presentation.

Mr. Detmer left the room at 10:12am.

Closed Session:

A recommendation was made that the Board take action to go into closed session:

Adopt a motion closing the meeting pursuant to:

- a. Maryland Open Meetings Act Sect. 3-305(b)(1) personnel matters because public discussion would violate privacy of candidates (Executive Director Candidates); and
- b. Maryland Open Meetings Act Sect. 3-305(b)(3) to discuss and consider real property acquisition because public discussion could negatively impact effective negotiation in the interest of CWDI. (Dorchester Hospital Property, Port Property);
- c. Adopt a motion to end the closed session and return to open session, stating that reports on the closed sessions will be made at the next regular meeting.

The motion to go into closed session was approved with no objection: Powell/Butcher (6/0).

The closed session began at 10:13 a.m. Board members Daryl Butcher, Mike Frenz (via Zoom), Frank J. Narr, Jr., Jeff Powell, and Richard Zeidman (via Zoom) were in attendance. Also in attendance were Sandra Tripp-Jones and Charles MacLeod, Esq. David Deutsch and Donna Lane were absent.

There being no additional information to be discussed, a motion was proposed to end the closed session at 11:27 a.m. - Narr/Powell (5/0).

There being no additional information to be discussed, the meeting was adjourned at 11:28 a.m.