

Minutes of the October 17, 2018 Board of Directors Meeting for the South Baltimore Gateway Community Impact District Management Authority dba South Baltimore Gateway Partnership (“SBGP”)

The meeting was held in the City Garage loft meeting space, 101 W. Dickman Street, Baltimore, MD 21230.

Board members in attendance were: Geoffrey Washington, Chair; Keisha Allen; Acacia Asbell; Ethan Cohen, proxy for Colin Tarbert; Walt Ettinger; Aparna Jain; Alvin Lee; Karl Lowe; Bill Reuter; Michael Tyson; and Beth Whitmer (by telephone). SBGP team members in attendance were: Brad Rogers, Executive Director; Amy Bernstein, Technical Support Officer; Oscar Harrell, Enhanced Services Director; David Minges, Community Grants Director; and Erica Z. Pitkow, Operations Director (recording minutes). Members of the public and others in attendance were: Lisa Hodges and Gilda Johnson (who also serves as proxy for Karl Lowe).

Mr. Washington called the meeting to order at 6:15 pm and presided. A quorum was present.

Welcome and Overview

Mr. Washington reviewed highlights of SBGP’s work since the last meeting and the meeting agenda.

Minutes of the September 24, 2018 Board of Directors Meeting

The minutes of the September 24, 2018 meeting were presented and unanimously approved by the Board.

Executive Director and Staff Report

Mr. Rogers presented an update on SBGP’s program work. The pace of Enhanced Services is increasing. SBGP has executed one master agreement for Enhanced Services with the City and expects approval of the second master agreement in the coming weeks; the two agreements include a substantial portion of the FY18 and FY19 Enhanced Services. Design work for the first Ripken ball field and other projects are also underway. All of the Summer 2018 Community Grants applicants have been notified whether their applications were awarded or declined funding, and orientations were held for all of the new grantees. Board members suggested that SBGP encourage applicants to begin pursuing letters of support earlier in the future and that SBGP reach out to the media to share its good work.

Mr. Rogers provided a staffing update. David Minges will be leaving SBGP at the end of October, and Acacia Asbell will start as the new Community Grants Director in November 2018.

Ms. Pitkow reviewed ethics and other Board requirements.

Committee and Officer Reports

Strategic Planning Committee Report

Mr. Ettinger reported on the October 9, 2018 Strategic Planning Committee meeting and Transformational Project proposal for Community Development Corporation (CDC) funding. Mr. Rogers

will present the preliminary proposal to the Board and then the Committee will consider any Board feedback at its next meeting to be held before the November 2018 Board meeting, when the Committee is tentatively planning to present the proposal to the Board for approval.

Mr. Rogers presented the preliminary CDC funding proposal under development for Board discussion and feedback. The Transformational Project would provide two pools of funds: one for operating support and another for development projects. The operating fund would provide approximately \$100,000 per year to each of three CDCs serving the District for three years. Participating CDCs would need to meet baseline organizational capacity criteria and show progress toward organizational goals. The development fund would provide approximately \$1 million of early capital for development projects. Applications for innovative, community-driven projects would be accepted on a rolling basis, and funding would be available for approximately three years.

Mr. Rogers reported that the Finance Committee met to review and discuss the availability of funds and speculative cash flow projections for Transformational Projects through FY22. Based on the assumptions that SBGP continues to receive approximately \$6 million in revenues and allocate approximately \$2.0-2.5 million to Transformational Projects each year, SBGP should have sufficient funds available for existing and prospective Transformational Projects, the CDC funding proposal, and some additional new projects.

The Board expressed support for continuing to develop the CDC funding proposal and discussed the preliminary proposal in detail, including how to define operating costs and prospective CDC participants that serve the District as well as other neighborhoods. Mr. Ettinger thanked the Board for its feedback.

Governance and Nominating Committee Report

Mr. Washington reported that the joint Governance and Nominating Committee has not met since the last Board meeting, but an initial conference call is scheduled for October 25, 2018 to begin to address the upcoming term limits of certain Board members. In addition, Senator Ferguson has identified a few potential candidates to fill Ms. Asbell's Board seat beginning in November 2018.

Program Committee Report

Ms. Asbell reported that the Program Committee has not met since the last Board meeting, but the Committee is scheduling a meeting in November 2018 to discuss the grant review process and other items. Ms. Asbell has also been attending Strategic Planning Committee meetings to help coordinate the work of the two committees.

Ms. Asbell reported that Ms. Jain has been asked and agreed to serve as Program Committee Chair unless other Board members are interested in the position. The Board unanimously supported Ms. Jain serving as Program Committee Chair and she accepted the position.

Finance Committee Report

Mr. Rogers reported on the October 17, 2018 Finance Committee meeting, when the Committee reviewed cash flow projections for Transformational Projects as previously reported. The August 2018 financial statements and reports were reviewed at the previous Board meeting.

Communications Committee Report

The Communications Committee has not met since the last Board meeting, and there was no business to report.

Secretary's Report

There was no business to report.

Public Comments

Lisa Hodges, a consultant to the Westport Community Economic Development Corporation (WCEDC), commented on the Harbor West Collaborative and funding for CDCs. She emphasized the importance of start-up and operating funds. Since WCEDC and the Harbor West Collaborative is in an Opportunity Zone, they could leverage funds to attract private investment. However, they have not been able to rely on City funding; the City DHCD Community Catalyst Grants will make \$5 million available for the entire City on a competitive basis. Mr. Washington thanked Ms. Hodges for her comments.

Other Business

Mr. Washington reviewed the Board meeting schedule through the end of the calendar year. The next Board meeting is scheduled for November 28, 2018, 6:00 to 8:00 pm at MedStar Harbor Hospital. The location of the December 19, 2018 Board meeting is to be determined based on whether the Board has business to address or the meeting will be a social gathering. The meeting will be held at 6:00 pm.

Adjournment

There being no further business or comments, the meeting was adjourned at 7:30 pm.

Minutes of the November 28, 2018 Board of Directors Meeting for the South Baltimore Gateway Community Impact District Management Authority dba South Baltimore Gateway Partnership (“SBGP”)

The meeting was held in the MedStar Harbor Hospital Baum Auditorium, 3001 S. Hanover Street, Baltimore, MD 21225.

Board members in attendance were: Geoffrey Washington, Chair; Keisha Allen; Ethan Cohen, proxy for Colin Tarbert; Eric Costello; Jasmine Esteve; Shakira Garcia, proxy for Jacqueline Grace; Aparna Jain; Jill Johnson; Alvin Lee; Phylicia Porter; Bill Reuter; Sophia Silbergeld; Michael Tyson; and Beth Whitmer. SBGP team members in attendance were: Brad Rogers, Executive Director; Acacia Asbell, Community Grants Director; Amy Bernstein, Technical Support Officer; Oscar Harrell, Enhanced Services Director; and Erica Z. Pitkow, Operations Director (recording minutes). Others in attendance were: Scott Davis, Office of the Council President, and Chris Firehock, Center for Mobility Equity (CME).

Mr. Washington called the meeting to order at 6:15 pm and presided. A quorum was present.

Welcome and Overview

Mr. Washington reviewed highlights of SBGP’s work since the last meeting and the meeting agenda. He also introduced new Board member Sophia Silbergeld; the directors and SBGP team members introduced themselves.

Minutes of the October 17, 2018 Board of Directors Meeting

The minutes of the October 17, 2018 meeting were presented and unanimously approved by the Board.

Executive Director and Staff Report

Mr. Rogers, Ms. Asbell, and Mr. Harrell presented updates on SBGP’s program work. Ms. Asbell announced the Winter-Spring 2019 Grant Cycle, which will open January 2, 2019 and close February 28, 2019. She asked the Board members to share the announcement and let Ms. Bernstein and her know of any organizations to which they should reach out. Ms. Asbell has also been reaching out to existing grantees to keep their projects moving forward and process grant draw requests. In response to a question, Mr. Rogers stated that the only current challenge to processing draw requests is waiting for budget submissions from grantees and MBE/WBE participation goals and responses from the City MWBOO. In response to a question about project status tracking, Mr. Rogers reported that SBGP purchased Asana, a project management solution, and plans to develop a more detailed project status report in the future.

Mr. Harrell reported that SBGP has now executed both master agreements for Enhanced Services with the City, which include a substantial portion of the FY18 and FY19 Enhanced Services. Design work for the first Ripken ball field is underway, and the second ball field is planned for Carroll Park. Design work is expected to begin soon for the new trash wheel. Mr. Harrell asked the Board to encourage the public to attend the upcoming master planning sessions for Florence Cummings Park. Mr. Rogers and Mr. Harrell are also planning a full day retreat with BCRP to plan for recreation and parks in the District. In response to a question about public relations for SBGP-funded projects, Mr. Rogers and Mr. Harrell noted that

SBGP's contracts include clauses that require acknowledgment of SBGP's support and that SBGP is in the process of hiring a full-time Communications and Outreach Specialist to assist with this work.

Mr. Rogers presented an update on Transformational Projects underway. A public meeting will be held in January to review the environmental analysis of the site of the Middle Branch Fitness and Wellness Center at Cherry Hill. Design and permitting for the project are moving forward in coordination with the Ripken ball field. The tentative timeline for the next steps of the project and proposal for an additional allocation to the project were also discussed as well as the timeline and status of the Middle Branch Waterfront Plan.

Mr. Firehock presented an update on the Transformational Project proposal under development for the South Baltimore Workforce Transit Hub. CME has been assisting SBGP in researching, designing and estimating the cost of a potential workforce transit hub to be located in the District, including assessing employer needs, assessing resident needs, assessing workforce development partners, assessing management strategies, and building a financial model. Mr. Firehock is planning to review preliminary findings with the Strategic Planning Committee and then present a final report at a future Board meeting. In response to a question, Mr. Firehock and Mr. Rogers stated that they are working to coordinate the project with public and philanthropic sector stakeholders.

Ms. Pitkow reviewed ethics and other Board requirements.

Committee and Officer Reports

Strategic Planning Committee Report

Mr. Rogers and Mr. Washington reported on the October 30, 2018 Strategic Planning Committee meeting, and on behalf of the Committee, recommended that the Board adopt the Resolution to establish an Operating Support Fund for local Community Development Corporations (CDCs). Mr. Rogers reviewed the Resolution and project proposal in detail.

There was extensive discussion of the Resolution and proposal, including the application, selection, and implementation process as well as eligibility and selection criteria, which still need to be developed in greater detail. Concerns were expressed about equity in the application and selection process, CDCs' need for and the timing and availability of the operating support funds, and the SBGP staff capacity and time required to implement the project. Mr. Rogers discussed staffing and noted that SBGP's approved budget includes funds for additional staff.

The Board voted to adopt the Resolution, revised to state that SBGP will allocate a total of \$900,000 in FY19 Transformational Project funds to provide operating support to three local CDCs as follows: \$450,000 in Year 1 funds (\$150,000 per grantee); \$300,000 in Year 2 funds (\$100,000 per grantee); and \$150,000 in Year 3 funds (\$50,000 per grantee). Ms. Allen and Ms. Porter abstained from voting.

Mr. Rogers stated that the Committee and staff will continue working on the application and selection process for presentation at a future Board meeting and reminded the Board that a proposal for a Capital Support Fund will be presented separately in the future. Mr. Rogers and Mr. Washington thanked Committee Chair Walt Ettinger, who was unable to attend the Board meeting, for his work on the proposal.

Governance and Nominating Committee Report

Ms. Johnson reported on the October 25, 2018 Governance and Nominating Committee meeting and reminded the Board that the appointment and terms of Board members will need to be addressed before the end of the calendar year, since the terms of some Board members are ending, and some Board members are term-limited. The Committee is reviewing and discussing a draft resolution on the matter that it expects to finalize and recommend for Board approval at the December 19, 2018 Board meeting. Ms. Johnson invited all Board members to participate in the next Committee meeting, which will be scheduled before the December Board meeting and held by conference call.

The Board discussed the matter in detail. Councilman Costello suggested that SBGP consider advertising a meeting for public input on the matter, as do Community Benefits Districts. Board members pointed out that they represent the constituent communities in the District. Mr. Washington and Ms. Johnson noted that the Committee and Board have been discussing the matter for several months and that the Committee will consider the suggestion at its next meeting, to which all Board members will be invited.

Program Committee Report

Ms. Jain reported on the November 19, 2018 Program Committee meeting. The Committee reviewed and discussed the grant review process and criteria, including concerns raised at previous Board meetings. They discussed various options for sharing information with the Board, and the pros and cons of each, including transparency and concerns about conflicts of interest and maintaining the integrity of the grant review process. Ms. Jain encouraged all Board members to participate in at least one grant review or committee meeting.

The Board discussed the grant review process and several suggestions, including scoring grant applications without seeing other scores, requiring Board members to participate in grant reviews, and considering including external parties in grant reviews. Ms. Jain thanked the Board for the suggestions.

Finance Committee Report

Ms. Whitmer reported on the November 27, 2018 Finance Committee meeting. SBGP added a sweep feature to its existing checking account and began earning interest on the overnight value of the account in October 2018. Ms. Pitkow reviewed the September 2018 financial statements and reports.

Communications Committee Report

The Communications Committee has not met since the last Board meeting, but Ms. Pitkow reported that SBGP is in the process of hiring a full-time Communications and Outreach Specialist. She discussed the job responsibilities, SBGP's advertising efforts, and the hiring timeline.

Secretary's Report

Ms. Esteve stated that there was no business to report.

Public Comments

There were no comments or questions from members of the public or other meeting attendees.

Other Business

Mr. Washington stated that the location of the December 19, 2018 Board meeting will be determined and shared; the meeting, which will start at 6:00 pm, will be short and followed by a social gathering. The Board agreed to schedule meetings for the third Wednesday of each month, 6:00 to 8:00 pm, in 2019.

Mr. Washington thanked the Board for their participation in the meeting and commitment to SBGP's work.

Adjournment

There being no further business or comments, the meeting was adjourned at 8:45 pm.

Minutes of the December 19, 2018 Board of Directors Meeting for the South Baltimore Gateway Community Impact District Management Authority dba South Baltimore Gateway Partnership (“SBGP”)

The meeting was held in the City Garage Classroom, 101 W. Dickman Street, Baltimore, MD 21230.

Board members in attendance were: Geoffrey Washington, Chair; Keisha Allen; Debbie Ally-Dickerson; Ethan Cohen, proxy for Colin Tarbert; Walt Ettinger; Andy Gervase; Aparna Jain; Alvin Lee; Karl Lowe; Willie Pack; Bill Reuter; Sophia Silbergeld; and Beth Whitmer. SBGP team members in attendance were: Brad Rogers, Executive Director; Acacia Asbell, Community Grants Director; Oscar Harrell, Enhanced Services Director; and Erica Z. Pitkow, Operations Director (recording minutes). Others in attendance were: Dawn Williams; Lisa Hodges; and Delegate Robbyn Lewis.

Mr. Washington called the meeting to order at 6:15 pm and presided. A quorum was present.

Welcome and Overview

Mr. Washington reviewed highlights of SBGP’s work since the last meeting and the meeting agenda. He also thanked the SBGP committee chairs, Board members, and staff for their work and reflected on the past year since he was appointed to serve as Chair.

Minutes of the November 28, 2018 Board of Directors Meeting

The minutes of the November 28, 2018 meeting were presented and unanimously approved by the Board.

Executive Director and Staff Report

Mr. Rogers presented an overview of SBGP’s work and accomplishments over the past year and a preview of the coming year. He thanked Mr. Washington, the committee chairs, the Board members, and the staff for their work over the past year.

Ms. Asbell highlighted projects and shared important dates for the Community Grants program, including dates for the Winter-Spring 2019 Grant Cycle and learning opportunities. In response to questions about the grant program, Mr. Rogers and Ms. Asbell explained the grant review and award process. SBGP would like all of the neighborhoods in the District to apply for grants, but it is not required. In addition to considering eligibility and evaluation criteria, including alignment with SBGP’s Strategic Plan, SBGP completes an equity analysis as part of the grant review and award process in an effort to direct more resources to neighborhoods with greater needs. Potential applicants with questions about the program or their eligibility or merits, should contact Ms. Asbell.

Committee and Officer Reports

Strategic Planning Committee Report

Mr. Ettinger reported on the December 11, 2018 Strategic Planning Committee meeting. SBGP will announce the \$900,000 CDC Operating Support Fund and begin accepting Letters of Interest by the end of the week. The Committee will continue to meet monthly for the foreseeable future, and a meeting

schedule for 2019 will be shared soon. Mr. Ettinger also invited other Board members to participate on the Committee.

Governance and Nominating Committee Report

Mr. Washington reported on the December 17, 2018 Governance and Nominating Committee meeting and that the Committee is tabling the resolution regarding Board member nominations.

Mr. Washington stated that in accordance with the bylaws, the Board shall select from among its members individuals to serve as Vice Chair, Treasurer and Secretary during the final meeting of each calendar year. He confirmed that Ms. Johnson and Ms. Whitmer are interested in continuing to serve as Vice Chair and Treasurer, respectively. Mr. Gervase stated that he intends to continue serving on the LDC Board but to resign from the SBGP Board if and when the SBGP Board resolves to change the process for nominating Board members. Ms. Esteve confirmed her interest in continuing to serve as Mr. Gervase's proxy and then serving as an SBGP Board member and Secretary if and when Mr. Gervase resigns from the SBGP Board. In response to a question, the responsibilities of the Secretary were reviewed. No other Board members expressed an interest in serving as a Board Officer.

The Board unanimously voted to select Ms. Johnson and Ms. Whitmer to serve as Vice Chair and Treasurer, respectively, and to select Mr. Gervase to serve as Secretary until the SBGP Board resolves to change the process for nominating Board members, at which point Ms. Esteve will serve as Secretary.

Program Committee Report

Ms. Jain reported on the December 17, 2018 Program Committee meeting and the Committee's continued work reviewing the grant review process.

Ms. Jain presented a resolution to require every Board member to participate in at least one grant review cycle each year, with exemptions for public officials and City employees. The Board unanimously voted to approve the resolution; however, subsequent to the meeting, technical and procedural questions were raised about the resolution and requirement, which will be presented for clarification and approval at a future Board meeting.

Finance Committee Report

Ms. Whitmer reported that the Finance Committee has not met since the last Board meeting but continues to meet on a regular basis and review the monthly financial statements and reports. The October 2018 financial statements and reports were shared with the Board.

In response to a question about SBGP's financial management and controls, Ms. Whitmer stated that SBGP has a strong structure and strong controls in place. Mr. Rogers noted that the independent audit firm issued unmodified (clean) opinions on the FY17 and FY18 financial statements.

Communications Committee Report

Ms. Ally-Dickerson reported that the Communications Committee has not met since the last Board meeting but that SBGP staff is in the process of hiring a full-time Communications and Outreach Specialist and hopes to announce the new hire soon.

Secretary's Report

Mr. Gervase stated that there was no business to report.

Public Comments

Delegate Robbyn Lewis stated that she has been trying to visit every community organization, association and task force in the 46th District and expressed her support and pride for the work being done by those groups. She reminded everyone that the timeline for community and economic development work is long but worthwhile.

Lisa Hodges, Executive Director of the Westport Community Economic Development Corporation (WCEDC), thanked SBGP for its hard work and responsiveness to concerns expressed in response to the Summer-Fall 2018 grant awards. WCEDC will follow the application and selection process for the CDC Operating Support Fund. Ms. Hodges invited members of SBGP to the Harbor West Collaborative Launch Reception on January 11, 2019 at the Patapsco Arena.

Mr. Washington thanked Delegate Lewis and Ms. Hodges for their comments and taking the time to attend the meeting.

Other Business

Mr. Washington shared the meeting schedule for 2019, including Board meetings scheduled for the third Wednesday of each month and the Spring Public Meeting scheduled for March 13, 2019 with an inclement weather date of March 14, 2019.

Mr. Washington thanked the Board for their participation in the meeting and commitment to SBGP's work.

Adjournment

There being no further business or comments, the meeting was adjourned at 7:15 pm.