

**Maryland Food Center Authority
Board of Directors Zoom Meeting**

7801 Oceano Avenue
Jessup, Maryland 20794
June 11, 2021

Present:

Steve Fanaroff, Chair
April Richardson
Susan Summers
Ryan Phillips
Gail Yeiser
Irina Falletta
Carlton Brown
Kerry Greer

Wendy Scott-Napier, Assistant Secretary, for Ellington Churchill, Secretary, Department of General Services

Mark Powell, Ag Marketing Specialist, Maryland's Best, for Joseph Bartenfelder, Secretary, Department of Agriculture

Dr. Darren Jarboe, for Dr. Craig Beyroudy, Dean and Director, University of Maryland, College of Agriculture and Natural Resources

Mark Petrauskas, Assistant Attorney General

Dr. Donald J. Darnall, Executive Director, MFCA
Angela Hopkins, Senior Director of Real Estate and Finance, MFCA
Trevett Freeman, Senior Accountant, MFCA
Peggy Torre, Executive Projects Coordinator, MFCA

Meeting Convened

Dr. Don Darnall called Members of the Board of Directors of the Maryland Food Center Authority (MFCA) to order at 9:00 a.m. on June 11, 2021.

I. Regular Session

A. Approval of Minutes

- A motion was made by Ms. Susan Summers to accept the Minutes from the March 4, 2021 meeting. Seconded by Mr. Carlton Brown and unanimously approved. A motion was made by Mr. Steve Fanaroff to approve the April 8, 2021 Authority Meeting with an amendment to approve both easements with Howard County Government for their Sewer Project. The additional easement was for \$34,200, the initial approval was for \$11,600, which brings both easements to a total of \$45,800. (Both easements were subsequently submitted to and approved by the Board of Public Works), seconded by Ms. Gail Yeiser and unanimously approved.

B. MFCA Updates

- Dr. Donald Darnall advised the Board that we need to fill the vacancy of the Vice-Chair position. Ms. Susan Summers made a motion to approve Ms. Gail Yeiser as the Vice-Chair, with a second from Mr. Carlton Brown, and unanimously approved.

- Dr. Donald Darnall gave an update to the Board on the Maryland Food for Maryland Institutions. This is a piece of legislation that has been approved by the Maryland State Legislature, which is meant to make it easier for Maryland farmers to sell direct to Maryland

Public Institutions. Dr. Darnall advised that both the Maryland Department of Agriculture and MARBIDCO (Maryland Agriculture and Resource Based Industry Development Corporation) are participants in this effort. MARBIDCO is tasked by the State to provide loans and grants to the agriculture industry. As a member of the MARBIDCO Board of Directors, Dr. Donald Darnall sits on the MARBIDCO committee that is responsible for approving funds to those who qualify.

- Dr. Donald Darnall updated the Board on the STARS Commission. The Governor formed a commission that is looking at Independent State Agencies, including our Agency. They are tasked with developing a set of guidelines Independent Agencies could adopt, if appropriate, to increase transparency. Each agency was first asked to respond to a list of questions from the Commission, followed by an interview with the Executive Director of each Agency. Dr. Donald Darnall was recently interviewed by them. We believe our process with them is complete, and the Commission is expected to share their findings at some later date.

- Dr. Donald Darnall then discussed the next steps to the four previous Letters of Interest received in response to our advertised Proposal of Interest for the project to expand and upgrade our markets with more cold chain compliant refrigeration. Ms. Wendy Scott-Napier advised that letters of interest are usually a preliminary step before issuance of an RFP. She said The Department of General Services uses the Proposal of Interest to gauge the interest in the business community. She advised to pick the top three responses and reach out to them with an RFP. Dr. Darnall asked Ms. Wendy Scott-Napier and Mr. Steve Fanaroff to review the four Proposal of Interest packets we received and help determine which three are best suited for the scope of this project. We will issue an RFP based on their recommendations.

- Ms. Angela Hopkins advised the Board that the Legislative Audit is winding down, and that the Legislative Auditors had recommended a few changes. The first recommendation is that we share our existing Procurement Regulations with all Board members. These were sent out earlier this week with the Board documentations to all the Board members. The Legislative Auditors also asked that we get an approval from the Board for the regulations. As background information, Ms. Angela Hopkins advised the Board that the State of Maryland has their own set of Procurement Regulations they must follow, but that our statute specifically excludes us from most of these regulations. Therefore, many years ago we used the existing State Procurement Regulations as a guide, and we drafted our own. We have also added a procurement checklist to be used during the execution of all procurements. After determining which type of procurement is needed, each of those tasks on the checklist are checked as completed to ensure adherence to our Procurement Regulations. We also participate in the Maryland Corporate Purchasing Card Program. Ms. Angela Hopkins reviewed each type of procurement with the Board, providing overview and explanation

- Our Chairman of the Board, Mr. Steve Fanaroff, let the Board know that he participated in the exit interview with the Legislative Auditors.

- As per the recommendation of the Legislative Auditors to seek Board approval for significant procurements, a motion was made by Mr. Mark Powell, and seconded by Ms. Gail Yeiser to approve the new process presented today to the MFCA Board of Directors to review and approve significant procurements, greater than 500K dollars. The motion was passed with the opposition of one member, Mr. Ryan Phillips.

- As per the recommendation of the Legislative Auditors, a motion was made by Ms. Wendy Scott-Napier and seconded by Mrs. Kerry Greer to approve the MFCA Procurement

Regulations which were distributed to the Board on June 9, 2021, and comprehensively presented today, with the inclusion of the new 500K dollar significant procurement review process and the formation of an MFCA Procurement Committee to approve significant improvements on behalf of the full Board of Directors when necessary. The motion was passed with the opposition of one member, Mr. Ryan Phillips.

- Ms. Angela Hopkins updated the Board on the Covid-19 vaccine clinic that was held at our Market. It was an incredible success. Almost all the doses the Howard County Health Department brought were used, with either Moderna and Johnson and Johnson offered. The second Moderna shots were offered at a second clinic, and that clinic has also been completed.

- Ms. Angela Hopkins also advised the Board that she met with the auditors and the State's General Accounting Office to discuss some of the difficulties that were presented in our last Independent Audit and issuance of our FY 20 Financial Statements. They worked together to determine how to better proceed this year, and she is hopeful that things would go more smoothly this year, assuming everyone does what was promised in that meeting.

- Mrs. Angela Hopkins reviewed the Occupancy Chart that was sent out prior to today's meeting with the Board Documents. Our Markets are now 100% occupied. So long as we remain 100% occupied, we will no longer provide the Board with an occupancy chart. If there are any changes, then we will provide an updated copy of the Occupancy Chart.

- Mrs. Angela Hopkins advised that our leases include a CPI increase each year. Last year, due to Covid, we did not implement the increase. Due to the continued impact from Covid to our tenants, our plan is to not include the CPI increase again this year, with the expectation that we will implement the increase next year and going forward. Mr. Steve Fanaroff advised that we should document that we did not implement the increase, and to further

document why they should expect the maximum increase on the CPI going forward with those leases.

- Dr. Donald Darnall took a moment to thank Mrs. Angela Hopkins for her hard work during the Covid pandemic. She was able to keep our tenants up to date on available programs, with specific instructions on how to apply for the programs. He also wanted to thank her for organizing and hosting a Covid vaccination clinic for our tenants at our Market.

II. Executive Session Dr. Donald Darnall requested a motion to close the Open (Regular) Session. A motion was made by Mr. Carlton Brown to move into Closed Session and was seconded by Dr. Darren Jarboe, with all in agreement.

Motion to adjourn the meeting was made by Ms. Gail Yeiser, seconded by Mr. Carlton Brown, and unanimously approved.