

**Maryland Food Center Authority
Board of Directors Zoom Meeting
7801 Oceano Avenue
Jessup, MD 20794
November 4, 2021**

Present:

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

Jerome Klasmeier, for The Honorable Peter Franchot, Comptroller

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

Joseph Bartenfelder, Secretary, Department of Agriculture

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

Dr. Darren Jarboe, for Dr. Craig Beyrouthy, 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, Assistant to the Executive Director, MFCA

Guests - Stormwater Management presentation:
Scott Macomber, MDSWM
Austin Byers, Stantec

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., November 4, 2021.

I. Regular Session

A. Approval of Minutes from the September 9, 2021 Meeting

- A motion was made by Mr. Jerry Klasmeier to accept the Minutes from the September 9, 2021 Authority Meeting, seconded by Ms. Gail Yeiser and unanimously approved.

Exhibit 1: Minutes of the September 9, 2021 Authority Meeting

B. MFCA Updates

- Dr. Don Darnall advised the Board that we need to remove Merritt Properties, LLC, “Merritt” on the performance bond for the Developer’s Agreement, related to the Maryland Market Center site, as they have completed their portion of the construction of the development. A party from the Developer’s Agreement must replace Merritt on the bond, and MFCA is an existing party. It is an annual bond at an approximate cost of seven thousand a year, but we will not have a final amount until we are approved. The MFCA must provide Howard County with a performance bond for the remainder of the work that needs to be done to comply with the Developer’s Agreement for the MMC Site.

- Dr. Don Darnall introduced Mr. Scott Macomber from MDSWM and Austin Byers from Stantec to the Board prior to them presenting the Proposed Stream Restoration project. This project may be necessary for MFCA to remain compliant with the MDE MS4 permit. Scott and

Austin explained their companies roles in projects such as this and then went on to explain the details of the project as proposed. We are able to piggyback on Howard County's existing competitively bid contract for this project, and both companies are recommended by Howard County. There was much discussion following the presentation and it was decided that Ms. Wendy Scott-Napier would follow up with her agency to make sure that the cost assessment was fair.

- Dr. Don Darnall updated the Board on the legislation that was passed to help farmers provide food for Maryland Institutions. Delegate Charkoudian has located a potential site that may be available to locate one of the food processing and storage buildings the legislation is trying to locate across the state. A contingency of different stakeholders attended a meeting to see if the site (CHI Center on New Hampshire Avenue in Silver Spring) might be suitable. Following the meeting, Dr. Don Darnall agreed that the MFCA would pay for the cost analysis for the CHI Building. Dr. Don Darnall then went back to the building at a later date with an Architectural & Engineering Firm that we have used previously for our construction projects. After reviewing the cost estimate, the Delegate was surprised by the high cost of converting this particular building to suit the needs described in this legislation. We are waiting on the Delegate to decide how she would like to proceed.

- Ms. Angela Hopkins reviewed with the Board the results of our annual Tenant Survey. The results are submitted to the State each year in the Managing for Results report. The purpose of the survey is to determine tenant satisfaction across seven criteria. She was happy to announce that this year's results were the highest we have ever had, with more excellent scores than ever before, and with many of our tenants returning a completed survey.

- Ms. Angela Hopkins took a few minutes to explain to the Board the difference between a Legislative Audit and an Independent Audit. Every four years we are subject to a Legislative Audit, and Independent Audits are completed annually. This past year, we had both audits. Ms. Angela Hopkins reviewed the final Legislative Audit Report with the Board, which can be located on the Office of Legislative Audits' website.

- Ms. Angela Hopkins advised the Board that our roof is leaking at the Maryland Market Center. We have been ready to go out for bid since last July, but due to roofing material supply shortages, the materials are not available, or are prohibitively expensive. We decided to wait until the Spring to see if the prices and availability of supplies improve. The Board must approve any procurement over 500K dollars. We would like to form a Procurement Committee. The Committee would be able to review the voluminous amounts of bid documents prior to the Board meeting, and the Procurement Committee could then present their recommendations to the Board for approval. Mr. Jerry Klasmeier made a motion to create a Procurement Committee to review bid documents in advance of the regularly scheduled board meetings for procurements greater than 500K dollars, and grant this committee the authority to approve procurements greater than 500K dollars in the event a procurement must be issued which cannot wait until the next regularly scheduled Board meeting. The motion was seconded by Ms. Gail Yeiser and was unanimously approved. The three Board members who volunteered to take these positions were Mr. Jerry Klasmeier, Ms. Wendy Scott-Napier and Mr. Ryan Phillips. The cost estimate for the Roof bid is currently 1.6 million dollars and Ms. Angela Hopkins advised the Board that if the awarded contract exceeds this amount, we would return to the Board for approval of the higher cost. Mrs. Kerry Greer made a motion to conditionally approve the MMC Roof Replacement

Project procurement for 1.6 million dollars, contingent upon the Procurement Committee review and approval of the bid documents. The motion was seconded by Mr. Jerry Klasmeier and unanimously approved.

C. Presentation of Audited Financial Statements for Year Ending June 30, 2021

- Ms. Angela Hopkins reviewed the Financial Statements and Independent Public Accountant's Report for June 30, 2021.

D. Presentation of Proposed Fiscal Year Revised 2022 Budget Estimates and Fiscal Year 2023 Budget Estimates

1. Operating Budget

Ms. Angela Hopkins discussed FY 22 and FY 23 Operating Budgets attached as Exhibit 2.

2. Capital Improvements, Maintenance and Development Budget

Ms. Angela Hopkins discussed the proposed MFCA Capital Improvements projects for FY 22 and FY 23 attached as Exhibit 3. A motion was made by Mr. Jerry Klasmeier to approve the FY 21 Audited Financial Statements, the revised FY 22 Operating and Capital Improvement Budgets in total, and the FY 23 Operating and Capital Improvement Budgets in total. Included in these budgets is a 2% COLA increase on January 1, 2022 for MFCA employees, including the Executive Director, and a 4% merit and a 2% COLA increase in FY 23 and the FY 23 increase will only be given if the State of Maryland authorized increases for all State agencies. Seconded by Dr. Darren Jarboe and unanimously approved.

E. Statement of Revenue and Expenses affecting private tenants and users of Authority Projects for July 2021 for Maryland Wholesale Produce Market and Maryland Market Center

- Statements of Revenue and Expenses for July 2021 affecting private tenants and users of the Maryland Wholesale Produce Market and the Maryland Market Center were reviewed by the Board. Both markets have been made aware of these statements. After discussion, a motion was made by Mr. Jerry Klasmeier to accept the R & D's and was seconded by Dr. Darren Jarboe, with all in agreement.

F. Tentatively Scheduled Dates for Calendar Year 2022 Authority Meetings

The Board was provided with the tentative dates for the 2022 Authority Meetings.

II. Executive Session

Dr. Don Darnall requested a motion to move into Executive Session in accordance with the spirit of State Government General Provisions Article §3-305: (5) to consider the investment of public funds; (2) to protect the privacy or reputation of individuals concerning a matter not related to public business; (7) to consult with counsel to obtain legal advice AND (13) to comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter. The motion was made by Mr. Steve Fanaroff, seconded by Ms. Gail Yeiser, and unanimously approved.

Motion to adjourn the meeting was made by Mr. Jerry Klasmeier, seconded by Dr. Darren Jarboe, and unanimously approved.