

Minutes of the August 15, 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; Debbie Ally-Dickerson; Acacia Asbell; Ethan Cohen, proxy for Colin Tarbert; Walter Ettinger; Shakira Garcia, proxy for Jackie Grace-Pope; Rev. Alvin Gwynn; Jayne Jenkins, proxy for Michael Tyson; Jill Johnson; Karl Lowe; Michael Middleton, proxy for Alvin Lee; Bill Reuter; and Beth Whitmer. SBGP team members in attendance were: 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: Scott Davis, Office of the Council President, and James Alston.

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 June 20, 2018 Board of Directors Meeting

The minutes of the June 20, 2018 meeting were presented and unanimously approved by the Board.

Staff Report

Ms. Pitkow stated that the September 2018 Board of Directors meeting is currently scheduled for Yom Kippur (September 19). The Board agreed that the meeting should be rescheduled to either September 24 or September 27. Ms. Pitkow will send a Doodle poll to the full Board and then confirm the new meeting date. (The meeting was subsequently rescheduled for Monday, September 24, 6:00 to 8:00 pm at MedStar Harbor Hospital.)

Ms. Pitkow reported that Betamore is subleasing and closing its Light Street space, and SBGP is moving its offices to Betamore’s City Garage campus at 101 W. Dickman Street, Baltimore, MD 21230 effective September 1.

Ms. Pitkow discussed ethics and other Board requirements. Future ethics training dates will be shared with the Board when they are scheduled by the City.

Mr. Minges and Ms. Bernstein provided an update on the Community Grants program. They reviewed a timeline for the current grant cycle and discussed grantee and applicant outreach and capacity building efforts, including grant writing workshops, a drop-in clinic and future plans.

Mr. Harrell provided an update on the Enhanced Services program. Contracting and project implementation have been accelerating although SBGP faces some bureaucratic challenges getting contracts finalized and approved. As part of the partnership with the Ripken Foundation and the City to

build three new fields in the District in the next three years, SBGP continues to work on plans to activate those and other spaces, including youth sports leagues and a kick-off community field day. Mr. Harrell and Mr. Minges are also working to coordinate the Community Grants and Enhanced Services programs.

Committee and Officer Reports

Joint Governance and Nominating Committee Report

Mr. Washington and Ms. Johnson reported that they have been working to outline a process for the Committee's work and that Ms. Johnson will chair the Committee. They anticipate that the Committee will begin meeting monthly by conference call soon and requested volunteers to serve on the Committee as well potential nominations for Directors. Mr. Washington, Mr. Lowe and Mr. Cohen confirmed that they are still interested in serving on the Committee.

Mr. Washington and Ms. Johnson also discussed SBGP's bylaws related to Board composition and representation as well as the appointment and terms of Board members. Currently, the 12 members of the Local Development Council (LDC) who are not elected officials are ex officio members of the SBGP Board until at least December 31, 2018, when the terms of several term-limited Board members will end. According to the SBGP bylaws, at any time on or after January 1, 2019, the Board may elect to replace some or all of the LDC Board members. If it does so, the first replacement will be appointed by the Mayor and the rest will be nominated and appointed by the Board. The Board may vote or otherwise prepare to take such action prior to December 31, 2018, provided that the replacement and appointment are made effective after that date. Mr. Washington and Ms. Johnson stated that the Board should begin to address whether it would like to replace some or all of the LDC Board members. The Board had a preliminary discussion of some related issues, including Board members' commitments and coordination with the LDC.

Finance Committee Report

Ms. Whitmer reported on the June 29, 2018 and July 27, 2018 Finance Committee meetings, and she and Ms. Pitkow reviewed the June 2018 financial statements and reports. Since SBGP received more than the \$6 million of revenues included in the revised FY18 budget and has additional unallocated funds, the Finance Committee is working with staff to develop proposals and guidelines for excess and other unallocated FY18 funds as well as emergency reserves and cash management.

The Board discussed SBGP's assets, revenues and expenses, and issues and considerations related to reserves and cash management. Mr. Middleton stated that the bulk of SBGP's funds should be actively used to address community needs. Mr. Cohen noted that the question of whether to build an endowment was raised in the past. Rev. Gwynn suggested that written guidelines could help ensure consistency through Board turnover.

Ms. Whitmer also reported that SBGP's FY18 independent financial audit is underway and that SBGP closed on the line of credit with PNC Bank.

Strategic Planning Committee Report

Mr. Ettinger reported on the August 6, 2018 Strategic Planning Committee meeting. He provided status updates on projects underway, including the Middle Branch Fitness and Wellness Center in Cherry Hill

and the Middle Branch Waterfront Plan, as well as those under review and consideration, including the South Baltimore Workforce Transit Hub and TOD and the B&O Corridor project. Community input meetings were held in early August on the Middle Branch Fitness and Wellness Center in Cherry Hill and the Middle Branch Waterfront Plan.

Program Committee Report

Ms. Asbell reported that the Program Committee has not met since the last Board meeting but is preparing to review applications received during the current grant cycle and for the Committee meeting scheduled for Friday, September 14. She reviewed the grant review timeline and requested volunteers to help Committee members review grant applications.

Communications Committee Report

Ms. Ally-Dickerson reported that the Communications Committee has not met since the last Board meeting. However, Ms. Pitkow and Ms. Bernstein have been developing a comprehensive communications and community engagement strategy and plan for the Committee's review.

Secretary's Report

Neither Mr. Gervase nor his proxy, Ms. Esteve, were present. Ms. Pitkow stated that there was no business to report to her knowledge.

Public Comments

James Alston commented that he was engaged in the early stages of SBGP and remarked on how much progress has been made. There were no further comments or questions from members of the public or other meeting attendees.

Other Business

The Board agreed to schedule Board meetings for the remainder of the calendar year. The October and December 2018 meetings will be held on the third Wednesday of each month, 6:00 to 8:00 pm, as usual; those dates are Wednesday, October 17 and Wednesday, December 19. Since the third Wednesday of November is the day before Thanksgiving, the Board agreed to hold its November meeting on Wednesday, November 28, 6:00 to 8:00 pm. Ms. Pitkow will email those meeting dates, times and locations to the full Board along with the September meeting date when it is confirmed. Board members were reminded to set-up email notifications for the new shared Google calendars.

Adjournment

There being no further business or comments, the meeting was adjourned at 7:50 pm.

Minutes of the September 24, 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; Debbie Ally-Dickerson; Acacia Asbell; Ethan Cohen, proxy for Colin Tarbert; Councilman Eric Costello; Jasmine Esteve; Shakira Garcia, proxy for Jackie Grace-Pope; Alvin Gwynn; Aparna Jain; Jill Johnson; Alvin Lee; Karl Lowe; Willie Pack, Sr.; Phylcia Porter; Councilman Ed Reisinger, proxy for Council President Jack Young; Michael Tyson; and Beth Whitmer. 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: Chris Lehman, SB & Company; Lisa Hodges; Michael Middleton (who also serves as proxy for Alvin Lee); Brent Flickinger; Andrea Mayer; Pamela Oliver; and Craig Stoner.

Mr. Washington called the meeting to order at 6:10 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.

Mr. Washington also introduced new Board member Willie Pack, Sr. of the Cherry Hill Ministerial Alliance, and noted that Mr. Pack is planning to observe the meeting as a new Board member. The directors and SBGP team members introduced themselves.

Minutes of the August 15, 2018 Board of Directors Meeting

The minutes of the August 15, 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 strategy, projects completed and underway as well as upcoming projects and projects under development, including a new Transformational Project proposal to support community development corporations (CDCs) in the District that will be reviewed by the Strategic Planning Committee at its October 9, 2018 meeting. Mr. Rogers also noted the importance of SBGP’s commitment to equitable investment in its communities and stated that SBGP has followed through on that commitment; he presented maps showing SBGP investments (including actual expenditures, encumbered funds, and funds soon to be committed) by District sector and by neighborhood.

Ms. Pitkow discussed ethics and other Board requirements. Upcoming ethics training dates were shared with the Board, and Ms. Pitkow discussed clarifications on ethics regulations.

Report of Independent Public Accountants for the Year Ended June 30, 2018

Mr. Lehman, the audit engagement partner, reviewed and presented the audit process, FY18 audit results and required communications. SB & Company is planning to issue an unmodified (clean) opinion on the financial statements, did not discover any instances of fraud or material weakness in internal controls, and received full cooperation from management. Mr. Lehman noted that SBGP follows governmental fund accounting (GASB) and discussed modified accrual accounting versus full accrual accounting.

The Board accepted the FY18 audit report.

Committee and Officer Reports

Governance and Nominating Committee Report

Mr. Washington reported that the joint Governance and Nominating Committee has not met since the last Board meeting and stated that there was no business to report. However, he reminded the Board that the appointment and terms of Board members will need to be addressed in the near future.

Program Committee Report

Ms. Asbell reported on the September 14, 2018 Program Committee meeting and review process for medium and large grant applications. On behalf of the Committee, Ms. Asbell and Mr. Minges presented and reviewed a portfolio of grant awards recommended for Board approval. Of a total of 47 applications requesting \$1,820,902, the Board was asked to approve awards for 23 grants totaling \$499,539, including 15 small grants totaling \$71,969; four medium grants totaling \$169,400; and four large grants totaling \$258,170.

In response to questions from Ms. Porter and Councilman Costello, there was extensive discussion of the grant review process and criteria. Ms. Porter and Councilman Costello requested that the list of recommended grant awards and the full list of eligible grant applications, including brief descriptions of the applications and scores, be shared with the Board in advance of voting on grant awards in the future. It was noted that the Committee began discussing the grant review process at its September meeting, and Ms. Asbell invited and encouraged all Board members to participate with the Program Committee and in grant review process. Mr. Washington asked Ms. Asbell and the Committee to continue discussing the grant review process and report back to the Board. He also emphasized the importance of maintaining the integrity of the Program Committee's work and grant review process and encouraged any Board member with questions to contact Ms. Asbell.

The recommended portfolio of grant awards (attached) was unanimously approved by the Board.

Finance Committee Report

Ms. Whitmer reported on the August 28, 2018 and September 20, 2018 Finance Committee meetings. Since SBGP received more than the \$6 million of revenues included in the revised FY18 budget and had additional unallocated funds at fiscal year end, the Finance Committee and staff developed financial management guidelines for emergency reserves, cash management, and excess and unallocated revenues and funds. Ms. Pitkow reviewed these guidelines, and Ms. Whitmer noted that SBGP is adding

a sweep feature to its existing checking account and will begin earning approximately 1.0-1.5 percent interest on the overnight value of the account, resulting in additional funds to support SBGP's programs.

Ms. Pitkow also reviewed the August 2018 financial statements and reports, the proposed revised FY19 financial plan (budget), and discussed how SBGP is working to get money out the door, including barriers to spending money. Ms. Pitkow explained that during the audit fieldwork, the auditors recommended that SBGP make adjustments to its financial statements for the year ended June 30, 2018 in accordance with governmental fund accounting (GASB). SBGP continues to encumber program funds on its balance sheet as it has in the past (when publicly committed), but SBGP now only expenses those items on its activity statement once draw/payment requests and supporting documents are received and payable. As a result, SBGP's FY18 program expenses decreased by approximately \$1.8 million. Those funds remain encumbered for specific projects, and SBGP expects to expense those funds in FY19 as reflected in the proposed revised FY19 budget.

The revised FY19 financial plan (budget) was unanimously approved by the Board.

Strategic Planning Committee Report

Mr. Rogers reported that the Strategic Planning Committee has not met since the last Board meeting and stated that there was no business to report. The Committee will hold its next meeting on October 9, 2018.

Communications Committee Report

Ms. Ally-Dickerson reported that the Communications Committee has not met since the last Board meeting. However, Ms. Pitkow and Ms. Bernstein have been developing a comprehensive communications and community engagement strategy and plan, and the Committee has provided preliminary feedback.

Secretary's Report

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

Public Comments

Lisa Hodges, a consultant to the Westport Community Economic Development Corporation (WCEDC), commented that WCEDC is appreciative of the \$50,000 grant awarded in the Summer 2017 grant cycle but disappointed in the results of the most recent grant review. She emphasized the importance of providing adequate resources and operating support for community-based organizations and efforts as well as using objective criteria for equitable investment. She also noted that the Port Covington TIF has not yet closed and so the funding mechanisms and resources it will provide are not yet available to the other SB7 neighborhoods, including Westport. Ms. Hodges applauded the Transformational Project proposal to fund CDCs but urged the Board to follow through and monitor progress.

Michael Middleton recognized the hard work of the Program Committee but expressed his concern that community needs are met and noted that none of the grant awards address community economic development for neighborhoods that need it. He also commented that he looks forward to an

opportunity to discuss the Cherry Hill Development Corporation's grant application and why it was not recommended for a grant award.

Mr. Washington thanked Ms. Hodges and Mr. Middleton for their comments.

Other Business

Mr. Washington reviewed the Board meeting schedule through the end of the calendar year.

Adjournment

There being no further business or comments, the meeting was adjourned at 8:05 pm.

SBGP Approved Grant Awards - Summer 2018 Cycle (3)

Project ID	Grantee	Project Name	SBGP Funding Amount	Program Area	Grant Cycle	Grant Type	Strategic Priority Area		
FishL-FY19-G1	Fishes and Loaves Pantry	South Baltimore Mobile Pantry	\$ 5,000.00	CG	3	Small	Health and Wellness		
PTownGard-FY19-G1	Pigtown Community Garden	Sustainability and Safety at the Pigtown Community Garden	\$ 5,000.00	CG	3	Small	Environmental Sustainability		
LBC-FY19-G1	Leadenhall Baptist Church	Community Eating Together Expansion Project	\$ 5,000.00	CG	3	Small	Health and Wellness		
PTownFood-FY19-G1	Pigtown Food For Thought	Empowering Carroll Street Community Garden with Tools for Food Justice	\$ 5,000.00	CG	3	Small	Health and Wellness		
TFA-FY19-G1	Teach For America	Lakeland Elementary/Middle School Teach For America First-Year Corps Member Support	\$ 5,000.00	CG	3	Small	Community Development and Revitalization		
BCTB-FY19-G1	Baltimore Community ToolBank	Inventory Enhancements in Response to Partner Demands	\$ 5,000.00	CG	3	Small	Community Development and Revitalization		
SBP-FY19-G1	South Baltimore Partnership	SBP Junior Green Team	\$ 5,000.00	CG	3	Small	Community Development and Revitalization, Environmental Sustainability		
LetsGo-FY19-G1	LET'S GO Boys and Girls, Inc.	LET'S GO STEM: College and Career Readiness	\$ 5,000.00	CG	3	Small	Community Development and Revitalization		
SBP-FY19-G2	South Baltimore Partnership	A Slice of Historic Sharp Leadenhall	\$ 5,000.00	CG	3	Small	Community Development and Revitalization		
SBLC-FY19-G1	South Baltimore Learning Center (SBLC)	SBLC: Learning Works	\$ 4,969.00	CG	3	Small	Community Development and Revitalization		
SWBC-FY19-G1	Southwest Baltimore Charter School	Sowebo Landmark 5K	\$ 5,000.00	CG	3	Small	Health and Wellness		
FHSNA-FY19-G1	Federal Hill South Neighborhood Association	TreeUp 2018-19	\$ 5,000.00	CG	3	Small	Community Development and Revitalization, Environmental Sustainability, Health and Wellness		
SRGC-FY19-G1	Spelman Road Gentleman's Club	Spelman Road Gentleman's Club Annual Father's Day Cookout	\$ 2,000.00	CG	3	Small	Community Development and Revitalization		
FHSNA-FY19-G2	Federal Hill South Neighborhood Association	Parking Pass Pickup Event/Bash	\$ 5,000.00	CG	3	Small	Community Development and Revitalization		
CHCAB-FY19-G1	Cherry Hill Community Alumni Board	The Harvest Fest	\$ 5,000.00	CG	3	Small	Community Development and Revitalization, Environmental Sustainability, Health and Wellness		
Subtotal - Small								15	\$ 71,969.00
PTMS-FY19-G1	Pigtown Main Street	Big Pigtown Projects = Big Pigtown Impact!	\$ 49,400.00	CG	3	Medium	Community Development and Revitalization		
HNI-FY19-G1	Healthy Neighborhoods, Inc.	HNI Expansion to Pigtown and Barre Circle	\$ 50,000.00	CG	3	Medium	Community Development and Revitalization		
EPFL-FY19-G1	Enoch Pratt Free Library	Washington Village Library Renovation	\$ 30,000.00	CG	3	Medium	Community Development and Revitalization		
FHMS-FY19-G1	Federal Hill Main Street	FHMS Clean & Green Initiative	\$ 40,000.00	CG	3	Medium	Community Development and Revitalization, Environmental Sustainability		
Subtotal - Medium								4	\$169,400.00

SBGP Approved Grant Awards - Summer 2018 Cycle (3)

Project ID	Grantee	Project Name	SBGP Funding Amount	Program Area	Grant Cycle	Grant Type	Strategic Priority Area		
RTC-FY19-G1	Rails to Trails Conservancy	Advancing the Baltimore Greenway Trails Network in South Baltimore	\$ 80,170.00	CG	3	Large	Community Development and Revitalization, Environmental Sustainability, Health and Wellness		
Pauls-FY19-G1	Paul's Place, Inc.	SW Baltimore Culinary Arts Training Program to Empower Residents with Culinary Skills and a Pathway to Success	\$ 78,000.00	CG	3	Large	Health and Wellness		
LiveClass-FY19-G1	Living Classrooms Foundation	SLURRP (School Leadership in Urban Runoff Reduction Project)	\$ 50,000.00	CG	3	Large	Environmental Sustainability		
YRI-FY19-G1	Youth Resiliency Institute	Cherry Hill Youth Arts, Music and Culture Workshops	\$ 50,000.00	CG	3	Large	Community Development and Revitalization		
Subtotal - Large								4	\$258,170.00
TOTAL								23	\$499,539.00