

BAINBRIDGE DEVELOPMENT CORPORATION  
BOARD MEETING - PUBLIC SESSION  
OCTOBER 10, 2011 4:00PM  
DONALDSON BROWN CENTER  
PORT DEPOSIT, MARYLAND

**MINUTES**

Public Meeting was called to order at 4:00 pm by Chair Bolender.

ATTENDEES:

Board of Directors: N. Bolender, C. Roberts, J. Brant, C. Rossetti, W. Harrington, M. Pugh, M. Gangemi,  
Staff: D. Kauffman, D. Tapley  
Ex-Officio: Dr. Stephen Pannill  
Advisory: Delegate David Rudolph, Senator Nancy Jacobs and her three year old granddaughter - Annabelle Grace  
Absent: N .Gaither  
Guest: Commissioner R. Hodge, Harland Graef, Cheryl Mattix-Cecil Whig, Michael Ratchford, President, EDC

AGENDA APPROVAL

*Chair Bolender asked for a motion to approve the agenda and a Motion was made by Director Brant, seconded by Director Roberts. Motion unanimously approved.*

ANNOUNCEMENTS:

Chair Bolender welcomed Senator Jacobs, Delegate Rudolph, Commissioner Hodge, Dr. Stephen Pannill and an old friend to the BDC former Chair, Harland Graef.

ACKNOWLEDGE OF SERVICE:

*VERNON THOMPSON*

On behalf of the Cecil County Delegation, Delegate Rudolph and Senator Jacobs presented Vernon with a Citation acknowledging his service to the Bainbridge Development Corporation.

- ❖ Senator Jacobs stated that Cecil County and Bainbridge was really going to miss Vernon.
- ❖ Delegated Rudolph acknowledged –that Vernon Thompson has done a wonderful job for Cecil County. He also stated personally as a citizen, that Vernon’s role in the BDC has been instrumental over the years. Delegate Rudolph emphasized Senator Jacobs comment that we are going to miss Vernon – “our loss, Cecil County’s loss, we will all miss him – Cecil County lost a real champion”.
- ❖ Vernon, thanked Dave and Nancy and stated how much he had enjoyed working with them over the years.
- ❖ Chair Bolender then presented Vernon with a Service Recognition from the Bainbridge Board reading – In Recognition of your Leadership, Commitment

to Excellence, Unwavering Passion & Dedication, and Outstanding Contributions to the Bainbridge Development Corporation Board of Directors, serving 2004 – 2011. Chair Bolender also stated, “you know when I was a County Commissioner I had the distinct pleasure to convince my board that we should hire this gentleman, and I have never regretted that decision for the entire eight years and I have to echo Senator Jacobs when she said this county is going to miss you. I mean this sincerely, you will definitely be missed.”

Members of the Board and special guests also had tributes to Vernon, to name a few:

- ❖ Joe Brant – Vernon it has been a true pleasure working with you and by reputation
- ❖ Bill Harrington – appreciated all you did for the board
- ❖ Carl Roberts – The thing that most people in Cecil County do not know how Annapolis works, “Vernon knows how Annapolis works”, “he knows the different departments, MDE, DBED, etc.”, Vernon knew how to walk through the halls and get into the rooms that sometimes the rest of us could not get into, that is one thing that we are going to miss. The second thing that is going to be missing with Vernon is he really cared about Cecil County; he loved the place.
- ❖ Cynthia Rossetti – I am going to miss the terms of graze, I certainly have borrowed and few terms that I added to my vocabulary and my repartee, will certainly miss those, you might send me a few from time to time.
- ❖ Mario Gangemi – I don’t plan on missing you, I plan on calling upon you, you put your phone number out there, and I’m going to be calling it.
- ❖ Mike Pugh – As a former Economic Development Director myself, I can empathize with the place you find yourself now and I wish you the best.
- ❖ Deborah Kauffman – I am just devastated that he is no longer on the Board; he has mentored me on my knowledge of Cecil County.
- ❖ Donna Tapley – The Board and their projects have benefited greatly from your leadership and determination, Vernon. Your tact, your knowledge, your humility, and your insight make you a great leader. For those of you that don’t know, Vernon was probably our most critical board member. He was actively engaged in many of our committees, and he was always there helping behind the scenes. I will miss you greatly.
- ❖ Robert Hodge – Speaking for myself, I was on the committee that narrowed you down to the short list. I would like to add something that Dr. Roberts kind of put on the table. It is not what you know but who you know. Vernon knows! Vernon knows a lot of people at the state at all levels.
- ❖ Harland Graef – I’ve learned a lot from Vernon, I’m having trouble remembering them tonight but the one that come to me right now is never take a job where three votes to come to work every day, it makes it really difficult to plan ahead.
- ❖ Dr. Stephen Pannill – I appreciated that Vernon has as much respect for intricate data as he did for relationships and I think that balance served us well, he will be missed.

❖ Mike Ratchford – I have worked with Vernon over the last couple of years, Vernon brings a larger perspective through contacts around the state, his presence in Economic Development Community will surely be missed, they will be big shoes to fill. I will always consider you a friend a true professional.

❖ Vernon – First off, Cecil County is a great place, a great place to live, and they have a great future ahead of them. The reality for the current Economic Development for Cecil County is we need people. I am sure the Commissioners will hire someone that will continue to work for the Board; I am not the only guy that knows this. I wish you all a great deal of luck. The County has great things in their future. Nothing will satisfy the future like a great election.

❖ Nelson – I would like to thank you all for attending today's meeting, Vernon I believe this is a testimonial to you and your years of service.

NORMAN GAITHER – absent from the meeting

❖ Chair Bolender acknowledged and sincerely appreciated Norman's numerous contributions to the board. Norman had a prior engagement and could not be here this afternoon. We have Norman's citations and plaques and will make sure that he gets them.

#### OLD BUSINESS:

AUDIT – We recently reviewed the audit at the previous board meeting attached today are the accountant notes. Specifically the following;

1. Review Notes 4 – 9. Note 5 identifies the BDC will continue with a ongoing concern
2. Total Expenses for the year was \$392,195
3. Total Revenue for the year was \$367,598
4. Excess of Expenditure over Revenue of **(\$15,597)**
5. Due to the funding carried over from the previous fiscal year, we were able to close in the black, but we are unclear how long the BDC can stay afloat based on current revenue projections
6. The financial statements are what were missing from our last month's meeting and the one note (Note 4) that Jess made was adjusting the final payment from MTPM to the BDC for their July 2012 payment to \$50,000. That adjustment was necessary due to an advance payment that MTPM made to the BDC in March 2011.
7. Jess added a new note which we did not have in our previous document under Note 5 that management continues to explore other funding opportunities and ways to reduce or postpone expenditures.
8. It was also noted in Note 6 that the BDC received \$50,000 from MEDCO under the terms of a promissory note. The loan was repaid with interest of \$350.00 on July 14, 2011
9. Also noted in Note 7, is our PRA settlement agreement and the terms of that agreement and the payoff time for that.
10. Note 8 will be adjusted to state the US EPA concluded the site assessment in Oct 2011.
11. Also noted, Dr. Pannill, in Note 9 is the relationship with the College and that the College provide the BDC with office space and other services
12. This concludes the financial statement

13. Next is the Management Discussion and Analysis, Donna will send that out to you tomorrow via email for your vote, these financial documents are required to be forwarded together to the county on October 17<sup>th</sup>

*Chair Bolender asked for a motion to approve the 2011 Audit (with the stated changes noted above to item number 8 of the Notes to Financial Statement) was made by Director Brant, seconded by Director Roberts. Motion unanimously approved.*

**BAINBRIDGE UPDATE**

- In October 2010 the US EPA confirmed to the BDC that the former US NTC Bainbridge had certain contaminants throughout the property above MDE’s residential and commercial soil cleanup standards. In the last year, a technical team of experts were formed through the facilitation of Senator Cardin’s office including representatives from the BDC, MDE, MTPM and the Navy. The goal of the workgroup is to establish a remedial plan that addresses the objectives of the development plan that is also protective of human health and the environment.
- The first outcome of the technical team is an initial sampling effort required by the Navy to validate EPA’s data before making any significant financial decisions. The sampling plan has been completed and approved by MDE, with sampling efforts beginning in November and a final report in Feb/March 2012.
- It will be up to the Navy and the BDC to identify what the action will be and will look much like the QuickClaim deed. The Navy acknowledges responsibility and liability for remediation but also recognizes its funding and process limitations and therefore has considerable concern how timely the Navy can adequately remediate the property to meet the current development plan.
- While concurrently working with the Navy and regulators, the BDC has been working on;
  1. alternative funding sources
  2. an RFP for Tome School
  3. evaluating board composition and looking for certain industry experts to replace those members we’ve lost

While the BDC knows that it is a priority for the State of MD to redevelop this former military base, we have evidence of this through the coordination and responsiveness from the State agencies including, DBED, MDE, MDP and the Governor’s Office directly.

DBED	MDE	MDP	Senator Cardin	Governor
↓	↓	↓	↓	↓
Legal Assistance at no cost	Low interest loan for wastewater solution	Adjust Plan Maryland to put Bainbridge in the red zone	Assisting the BDC with the Navy on the remediation approach	Smart Growth

Director Roberts noted the truly impressive and collaborative effort behind the scenes with the board.

NEW BUSINESS:

COMMENTS/QUESTIONS:

Make sure with the Board is ok with their next board meeting being held on a holiday week, Thanksgiving and Christmas; the board was fine with these dates at this time

Reminder that the board has a Visioning Meeting scheduled for October 31, 2011 at 9:00 am at the BDC offices

*Motion to move into Executive Session on 21 November 2011 was made by Chair Bolender and seconded by Director Brant. Motion unanimously approved.*

ADJOURN:

*Motion to adjourn was made by Chair Bolender, seconded by Director Rossetti. Motion unanimously approved.*

Respectfully submitted,



Donna Tapley  
Secretary

Next Meeting  
November 21, 2011  
5:30 PM – Public Session