

**MIDTOWN COMMUNITY BENEFITS DISTRICT MANAGEMENT AUTHORITY  
BOARD OF DIRECTORS MEETING MINUTES WEDNESDAY, OCTOBER 7, 2009**

University of Baltimore Foundation Building  
1130 N. Charles Street  
6:30 pm

**Member's Present:** Randall Carroll, Michael Deets, Polly Duke, James Erny, Adrian Harpool, Pamela Johnson, Steven Johnson, Michael Molla, Lat Naylor, Joseph Palumbo, Steven Shen, Paul Synder, Kristy Taylor, Carlo Van Grieken

**Staff Present:**

Peter Merles, District Administrator, Midtown Community Benefits District  
Peggy Smallwood, Office Manager, Midtown Community Benefits District

**Visitor's Present:**

Anthony Jones, Community Liaison for Councilman Bill Cole  
Ofer Lurman, CPA, MSF from Handwerger, Cardegna, Funkhouser & Lurman, P.A.  
Alvin Archer, Property Owner, Charles North

Pamela Johnson calls meeting to order at 6:35 pm. Vice Chair calls for introduction.

Michael Deets assumes leadership of meeting.

**Approval of Minutes**

*Michael Deets makes motion to approve minutes.*

*Polly Duke seconds motion. All in favor. Motion passes.*

**Peter Merles, District Administrator's Report**

*Report distributed prior to the meeting and copies are on file at the MCBBD office in the minutes binder.*

**Midtown Development Corporation Report**

*Report distributed prior to the meeting and copies are on file at the MCBBD office in the minutes binder.*

**Committee Reports**

**Steven Johnson, Budget & Finance**

*FY 2009 audit report distributed at the meeting and copies are on file at the MCBBD office in the minutes binder.*

**Ofer Lurman, CPA, MSF from HCF&L, P.A., Review of 2009 Audit**

*FY 2009 audit reviewed and copies are on file at the MCBBD office*

Chair opens floor to board members for discussion. Ofer Lurman, auditor addresses questions and concerns.

**Joseph Palumbo, Governance Committee**

Governance Committee is presenting the following proposed amendments to the By-Laws:

- *Article II, Section C Proposed by law change will add the following: "the President of an Association may not designate another person to fill his/her position as a member of the Board of Directors and also service as a member of the Board of Directors in another capacity"*

*Steve Johnson accepts motion for By Law as amended.*

*Polly Duke seconds motion.*

*All in favor. Motion passes.*

- Page 11, Article III, Section 3.01, now states “The Executive Committee shall consists of the Chair, the Vice Chair, the Secretary and the Treasurer of the Authority.”*

*Proposed By Law change “The Executive Committee includes at least one member from each of the four (4) sectors identified in Section 2.06 of these By Laws, such other members as the Board of Directors shall appoint.”*

*Adrian Harpool makes motion to accept By Law as amended.*

*Steve Johnson seconds motion.*

Chair opens floor for discussion.

Discussion follows.

*7 votes in favor. 3 votes opposed, 4 votes abstained. Motion fails.*
- Article IV, Section 4.02, Proposed By Law change “an individual may not be elected to the position of Chair for more than two (2) consecutive terms; however an individual may be subsequently elected to the position of Chair, subject to the same limitation, after a two (2) year hiatus.”*

*Steve Johnson makes motion to accept By Law as amended.*

*Adrian Harpool seconds motion.*

Chair opens floor for discussion.

Discussion follows.

*8 votes in favor, 3 votes opposed, 3 votes abstained. Motion fails.*

**Pamela Johnson, Strategic Planning Task Force**

*Strategic Plan Draft distributed at the meeting and copies are on file at the MCBD office in the minutes binder*

**New Business**

*No new business to report at this time.*

**Neighborhood News**

- Charles North Load of Fun Festival – Friday, October 9<sup>th</sup> at the corner of Howard and North Avenue
- Madison Park, St Martins and Druid Heights will hold Family Reunion Festival on October 17<sup>th</sup> beginning at 12 noon
- Safety meeting will be held on October 29<sup>th</sup>
- Baltimore Marathon will take place on October 10<sup>th</sup>
- Condolences to Steve Cassard and family for the passing of his mother.

**Executive Session: Non board members left the room.**