

BAINBRIDGE DEVELOPMENT CORPORATION  
BOARD MEETING – PUBLIC SESSION  
APRIL 21, 2025 3:30PM

MINUTES

TEAMS MEETING ID: 255 593 056 800

Password: Uz2tk3yW

*Attendance: In person: Carl Roberts, Toni Sprenkle, Jen Peterson, Bill Baron, Sandra Edwards, Chick Hamm, Wayne Tome Jr., Adam Streight, Dave Rudolph, Rebecca Clark OED, Joe Kinsley Construction, Mario Gangemi. Virtual: Martha Barchowsky, Tom Sadowski, Cat Mateer, Jim Reynolds, Roop Vijayan, Bridgette Peters, Steve Cassard, Joe Brant.*

CALL TO ORDER & WELCOME: 3:31PM

AGENDA APPROVAL: motion to approve the agenda made by D. Edwards, second by T. Hamm. All in favor.

ANNOUNCEMENTS: none

PRESENTATION: Port Deposit Heritage Corporation – Bill Baron

APPROVAL OF MINUTES: motion to approve minutes made by D. Gangemi, second by T. Hamm. All in favor.

FINANCIAL UPDATES: Raymond Hamm, Treasurer

There has been no material change in our financial condition since the last meeting; we remain in a strong position with approximately \$1.3 million in unrestricted liquidity. Operating fund balances are sufficient to meet obligations by the end of the fiscal year. The ESCA receivable is currently shown as a negative due to timing of fund disbursements and is being reviewed with our bookkeeper—any resulting adjustments are expected to be immaterial. For March, we recorded \$4,477 in revenue from Maryland Government Investment Pool earnings and incurred \$18,000 in operating expenses against a \$22,000 budget, resulting in a \$4,000 favorable variance. Year-to-date (nine months), revenues total \$346,000—\$19,000 above budget—while expenses stand at \$224,000, compared to a budgeted \$272,000. This results in a year-to-date surplus of \$122,000, versus a budgeted \$55,000, yielding a \$67,000 favorable variance. Budget planning for FY27 is underway, and preparations for the upcoming audit have begun. Treasurer Hamm's report serves as motion, second by D. Rudolph. All in favor.

COMMITTEE REPORTS:

Tome School – Joe Brant

BDC continues to work closely with multiple offices at DNR—including Land Acquisition, the Secretary's Office, the Forestry Department, and the Maryland Park Service—on the complex process of park creation and land transfer. While progress is strong, the previously anticipated June 1 deadline looks to be no longer feasible due to the number of required steps, including surveying, title work, and environmental assessments. A phased timeline is being developed collaboratively. Forest conservation requirements are being actively coordinated with DNR to ensure Bainbridge receives appropriate credit prior to land transfer. Additionally, boundaries for the future park are still being finalized, with considerations for existing development areas and potential acreage adjustments. Discussions with DNR remain productive and cooperative as all parties work toward a successful and efficient land transfer.

Environmental – Mario Gangemi

We continue to monitor the landfills on a periodic basis in accordance with MDE requirements. A work plan for the methane mitigation trench work is complete and the actual work is still expected to take place in the Spring 2025 though no official start date has been provided. The BDC and our environmental consultants had a

productive phone conversation with MDE. MDE suggested that we work toward eliminating monitoring of the Rubble Landfill AFTER one year of monitoring vents and probes. There will be an additional cost of \$300 per event (\$1200 for the year), but, if the results show levels below allowable concentration for that year then we can request no further monitoring. As previously reported, there was some slight erosion at the rubble landfill that requires some repair including re-seeding. That work is complete. Alternative Energy Opportunities A final lease arrangement has been agreed upon in principle and the lease language provided to the Board for review. The goal is to review final questions in an Executive (Closed) session and vote on the lease at the April meeting.

ACTION ITEMS: Review NexAmp draft lease for closed session discussion and subsequent ratification at April 2025 meeting.

#### Veterans Memorial – Jim Reynolds

Jim reports that due to the current legislative initiatives to transfer the Tome School to DNR he is exploring creative ways to embrace the “partnership park” citing that the Bainbridge Museum, American Legion and a few other veterans’ organizations have shown interest in being part of the property in some capacity. For now, he has paused on working on continuing with interest meetings so that we see where the timeline of the property transfer takes place and then assess the next steps to move forward with planning a veteran’s memorial.

#### EXECUTIVE DIRECTOR REPORT:

Phase One environmental work with the Parcel A tenant remains underway, with positive engagement from the development team and continued coordination on entitlement processes. MRP is optimistic about progress, and updates are anticipated this summer. All work plans for Phase Two have been approved by MDE, and engineering efforts are beginning on hotspot removal outside Lot 2D. The Aquacon permit comment period has closed with no objections, enabling engineering revisions to proceed. Phase 1A road project appraisals are in progress, with steps toward right-of-way acquisition underway in coordination with DGS. Additionally, the county has approved the Port Deposit wastewater expansion, and easement documentation is being finalized. Website redevelopment is also progressing, with improved functionality and branding updates in place. Lastly, a plumbing issue affecting the office operations was traced to a damaged well and sink, not structural piping—repairs are being scheduled, and normal operations are expected to resume soon.

#### OLD BUSINESS:

#### NEW BUSINESS:

#### PUBLIC COMMENTS:

Bainbridge Development Corporation  
Closed Session Meeting Minutes Summary  
Date: April 21, 2025  
Time: 4:37 PM – 5:00 PM  
Location: Town Hall, 64 South Main Street, Port Deposit, MD 21904

#### Authority to Close Meeting:

The closed session was held pursuant to the Maryland Open Meetings Act, General Provisions Article § 3-305(b)(13):

“To comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter.”

#### Motion to Enter Closed Session:

A motion to enter closed session was made by Director Mario Gangemi. The motion was seconded by Director Sandra Edwards and approved unanimously.

Members Present and Voting to Close the Session: Chairman Carl Roberts – Aye, Vice Chairman Jim Reynolds – Aye, Director Mario Gangemi – Aye, Director David Rudolph – Aye, Director Martha Barchowsky – Aye, Director Sandra Edwards – Aye, Director Joe Brant – Aye

Opposed: None

Abstained: None

Purpose of the Closed Session:

The purpose of the closed session was to discuss the Nexamp lease agreement and address questions regarding the proposed 45-year term easement.

Adjournment:

The closed session adjourned at 5:00 PM.

The board reopened to public session to vote to adopt the lease with Nexamp to further study and construct an array on the landfills with the caveat that if any substantial information surfaces all information would be brought back to the board for approvals. Motion to approve made by D. Gangemi, second by D. Edwards. D. Barchowsky- abstained- Roll call vote: C. Roberts-Y, V.C. Reynolds-Y, T. Hamm-Y, D. Brant-Y, D. Rudolph-Y, D. Edwards-Y, D. Gangemi-Y.

Meeting adjourned: 5:05 motion to adjourn made by D. Gangemi, second by D. Brant.

**NEXT MEETING**

**May 19<sup>th</sup>**

**Location TBD – Teams Access**