

**MARYLAND SMALL BUSINESS DEVELOPMENT FINANCING AUTHORITY**

**OPEN MEETING MINUTES**

**June 8, 2023**

**The regular meeting of the Maryland Small Business Development Financing Authority convened at 1:00 p.m. via teleconference only at 267-930-4000/meeting ID 204072937.**

**The following were in attendance at this meeting:**

<b>Authority Members</b>	<b>MMG Staff</b>
<b>Les Hall</b>	<b>Randy Croxton</b>
<b>Chuck Martin</b>	<b>Anthony Williams</b>
<b>Gina Ramsey</b>	<b>Michael Howard</b>
<b>Ben Siegel</b>	<b>Tim Smoot</b>
<b>Sharon Pinder</b>	<b>Robin Harris</b>
<b>Kenny Oreagba</b>	

**Attorney General's Office**  
Barbara Kountz, Deputy Counsel

**MINUTES**

May 11, 2023

**EXTENSION**

Breaking Bread, LLC

**MODIFICATIONS**

Alleen's Hair Focus, LLC

Point of Excellence Beauty Academy, LLC

**REPORTS**

SoFine Foods, LLC

The closed session of the May 11, 2023, meeting was summarized. The Authority Board meeting was attended by Les Hall, Chuck Martin, Clem Kaikis, Mara Sierocinski, and Kenny Oreagba. The meeting was closed to comply with requirements of the Maryland Public Information Act so that there would not be disclosure of confidential, commercial, and financial information associated with the applicants. The meeting was closed to discuss the modification request of Agent of Change, LLC and the new request of SoFine Food, LLC dba Dress It Up Dressing. Both requests were approved.

1. Agent of Change, LLC – Modify the terms as follows: (1) use up to \$51,000 of the escrow to replace the HVAC system that was vandalized; (2) use \$52,000 of the escrow plus any amount saved between the cost of the HVAC system and \$51,000 to reduce the balance of the MSBDFA loan; (3) defer principal and interest for 6 months while condo units are being sold; and (4) the addition of various items required for closing
2. SoFine Food, LLC dba Dress It Up Dressing - \$150,000 EPIP term loan with SSBCI funds

**NOTE: Sharon Pinder was not present during this portion of the meeting.**

**MINUTES**  
**May 11, 2023**

**Action Taken:** Upon motion duly made and seconded, the Authority unanimously approved the minutes as presented.

**NOTE: Sharon Pinder was not present during this portion of the meeting.**

**EXTENSION**

**Presenter:** Anthony Williams

**Applicant:** Breaking Bread, LLC

**Loan Amount:** \$480,000 EPIP Term Loan (SSCBI Funds)

**Original Approval Date:** December 20, 2022

**Comments:** An approval extension to August 10, 2023, was requested to allow more time for the loan to close.

**Discussion:** There was limited discussion regarding People's Bank's participation in the transaction and MSBDFA's subordination.

**Action Taken:** Upon motion duly made and seconded, the Authority unanimously approved the request as presented.

**NOTE: Sharon Pinder was not present during this request.**

**REPORT**

**Presenter:** Les Hall

**Applicant:** SoFine Food, LLC dba Dress It Up Dressing

**Loan Amount:** \$150,000 EPIP Line of Credit (SSBCI funds)

**Original Approval Date:** May 11, 2023

**Comments:** The Department of Commerce approved the subordination of the MSBDFA loan to the loan from Whole Foods because settlement of the Whole Foods loan was imminent and waiting for the next scheduled Authority board meeting would have caused some obstacles for the both the borrower and Whole Foods.

**Discussion:** The loan officer (Anthony Williams) informed the Authority that there were several outstanding loans to the borrower with lien positions that would require the Authority to subordinate its lien to these loans also. There was limited discussion regarding the action taken by the Department and the amendment of the memo to the Department to include the subordination to those loans.

**Action Taken:** No action was required by the Board. Mr. Williams was requested to document the changed lien position, modify the memo, modify the date of the memo, and resend to Les Hall for signature.

The Open Meeting then closed at 1:25 p.m. upon motion made and seconded, and approved by all voting members, the meeting was closed pursuant to General Provisions Article, Section 3-305(b) (13), “to comply with a specific... statutory... requirement that prevents public disclosures about a particular proceeding or matter”, that is, the Maryland Public Information Act prohibits disclosure of trade secrets, confidential commercial and confidential financial information. Chairman Les Hall signed the Presiding Officer's Written Statement for Closing a Meeting under the Open Meetings Act, which is attached to these minutes as an exhibit.

Celester A.

**APPROVED:**

Celester A. Hall  
\_\_\_\_\_  
Celester A. Hall  
Chairman

**DATE:** Aug 2, 2023  
\_\_\_\_\_

Celester A. Hall

**MARYLAND SMALL BUSINESS DEVELOPMENT FINANCING AUTHORITY**

**PRESIDING OFFICER'S WRITTEN STATEMENT FOR CLOSING A MEETING  
UNDER THE OPEN MEETINGS ACT  
(General Provisions Article § 3-305)**

**1. Recorded vote to close the meeting:**

Date: June 8, 2023

Time: 1:25 pm – 2:05 pm

Location: Meridian Management Group, Inc., 826 East Baltimore Street, Baltimore, MD 21202/Held by conference call at 267.930.4000/684 358 366

Motion to close meeting made by: Gina Ramsey; Seconded by Charles Martin

Vote to Close Session:

	AYE	NAY	ABSTAIN	ABSENT
Celester Hall, Chair, Designee Secretary of Commerce	[ x ]	[ ]	[ ]	[ ]
Ben Seigel, designee of Comptroller	[ x ]	[ ]	[ ]	[ ]
Charles Martin	[ x ]	[ ]	[ ]	[ ]
Kehinde Oreagba	[ x ]	[ ]	[ ]	[ ]
Sharon Pinder	[ x ]	[ ]	[ ]	[ ]
Gina Ramsey	[ x ]	[ ]	[ ]	[ ]
Mara Sierocinski	[ ]	[ ]	[ ]	[ x ]

**2. Citation of statutory authority to close session (check all that apply): This meeting is being closed under General Provisions Article § 3-305(b), only:**

\_\_\_\_ (1) To discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of appointees, employees, or officials over whom this public body has jurisdiction; any other personnel matter that affects one or more specific individuals;

- (2) To protect the privacy or reputation of individuals concerning a matter not related to public business;
- (3) To consider the acquisition of real property for a public purpose and matters directly related thereto;
- (4) To consider a matter that concerns the proposal for a business or industrial organization to locate, expand, or remain in the State;
- (5) To consider the investment of public funds;
- (6) To consider the marketing of public securities;
- (7) To consult with counsel to obtain legal advice on a legal matter;
- (8) To consult with staff, consultants, or other individuals about pending or potential litigation;
- (9) To conduct collective bargaining negotiations or consider matters that relate to the negotiations;
- (10) To discuss public security, if the public body determines that public discussion would constitute a risk to the public or to public security, including: (i) the deployment of fire and police services and staff; and (ii) the development and implementation of emergency plans;
- (11) To prepare, administer, or grade a scholastic, licensing, or qualifying examination;
- (12) To conduct or discuss an investigative proceeding on actual or possible criminal conduct;
- (13) To comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter;
- (14) Before a contract is awarded or bids are opened, to discuss a matter directly related to a negotiating strategy or the contents of a bid or proposal, *if* public discussion or disclosure would adversely impact the ability of the public body to participate in the competitive bidding or proposal process.

**3. Disclosure of the topics to be discussed, for each citation checked above:**

§3-305(b)(13) topics: Discussion and evaluation of the applications received from potential borrowers for financial assistance under programs of the Maryland Small Business Development Financing Authority, which applications include the disclosure of financial information of private individuals and confidential commercial and financial information.


§3-305(b)(7) topics: Legal advice from counsel to the Authority with respect to the applications.

4. For each topic listed in #2, disclosure of the reason for discussing it in closed session rather than in open session:

§3-305(b)(13): Financial information of private individuals is protected from disclosure under the Maryland Public Information Act (§4-336) and confidential commercial and financial information is protected from disclosure under the Maryland Public Information Act (§4-335).

§3-305(b)(7): Protection of the attorney-client privilege.

This statement is made by Celester Hall, Chair of the Maryland Small Business Development Financing Authority, Presiding Officer.



Celester Hall  
Chair