



**NATIONAL
LANDING**
PENTAGON CITY
CRYSTAL CITY
POTOMAC YARD

**NATIONAL LANDING BID
FY2023 Annual Meeting – Official Business
Wednesday, June 21, 2023, 9:15am
In-Person Meeting - Alamo Cinema Drafthouse**

Minutes

Voting Members Present: Aaron Almanza (Dweck Properties), Robin Burke (Beacon Capital Partners), Andrew Cretal (ZOM), Gary Cook (La Salle Investment Management / Lincoln Property Company), Richard Fernicola (Brookfield Properties), Nick Gordon (MRP Realty – Residential), Brian Grant (Equity Residential), Charles Hill (Starwood Capital Group – Hilton), Brian Jeter (Clarion Partners), Kelly Jones (Invesco Advisors), Jack Kelly (JBG Smith), Sarah Kyrouac (Boeing Company), Glenda MacMullin (CTA), Abbey Oklak (Kimco), Patrick Phillippi (Amazon), Regina Rees (Affinius Capital), Sue Rettig (Starwood Capital Group – 1400 Crystal Dr, Presidential Towers, Clark Garage), Shirin Singh (Cortland), Harmar Thompson (LCOR), Michael Williams (Property Reserve Inc), Duane Woolridge (UIP)

Directors Present: Shannon Flanagan-Watson,

BID Staff Present: Mai Abdelaziz, Luke Fichter, Tracy Sayegh Gabriel, Robert Mandle, Malaika Scriven, Ben Wills

Official Business

- Voting members were escorted to the theater to vote on official business
- In accordance with the provisions of Article VIII, Section F of the BID bylaws, Notice of the Annual Meeting, the FY 2024 Board of Directors slate, and ballots were sent to voting members by email and mail by June 1, 2023
- Notice included information pertaining to two actions to be taken at the meeting that included:
 - Amendments to the National Landing BID Bylaws
 - FY2024 Board of Directors Election
- Voting Process and determining quorum
 - Only voting members, defined as those with property-owning interests within the BID District, are eligible to vote
 - A list of eligible voting entities was displayed on screen to meeting attendees
 - Voting **MUST** be done in person by an individual designated to vote on behalf of the property owning interest – i.e., the “Designated Representative”
 - Only one “Designated Representative” per voting member may vote
 - A vote by membership requires a quorum at the annual meeting - **10 percent of the total votes** must be represented by those present
 - Allocation of votes is determined by property valuation and is defined in the BID Bylaws
 - There are 722 votes entitled to be cast, thus 73 votes constitute a quorum
 - At the Annual Meeting, 406 (56%) of votes were represented in person, thus a quorum was present

- **Ratification of Bylaws Amendments**
 - At the March and April Board Meetings, Directors approved amendments to the National Landing BID Bylaws.
 - These amendments included:
 - The addition of more non-voting Board of Directors seats to provide opportunities for inclusion of important voices that have a large impact on National Landing’s economy and transformation including Virginia Tech, MWAA, and the Pentagon
 - Elimination of the requirement for Nomination Committee to present a slate at least 60-days before the Annual Meeting which enables the slate to be approved at the April Board meeting
 - Clarifications around noticing requirements for Board of Directors Meetings; and
 - Additional non-substantive language consolidation and clarification
 - As a reminder, a red-lined version of the amended bylaws was included in the annual mailing.
 - According to Article XII, Section A of the bylaws, amendments must be ratified by the voting members at a “meeting called for such purpose.”
 - I will now seek a motion to approve the revisions as included in the annual mailing.
 - Motion by: Glenda MacMullin
 - Seconded by: Gary Cook
 - Discussion: None
 - Vote Result: Votes present unanimously supported the bylaws amendments

- **FY2024 Board of Directors Election**
 - BID Directors serve terms of three years with one of three classes up for re-election each year
 - This year, Class 1 Directors’ terms end on June 30th and are up for reelection.
 - As a reminder, a FY2024 Board of Directors Slate was approved at a properly noticed meeting of the Board of Directors in March 2023 and was provided to the voting members via the Annual Mailing
 - The National Landing BID’s FY2024 Board of Directors Slate includes the following Class 1 Directors with renewing terms:
 - Gary Cook
 - Nora Dweck-McMullen
 - Rich Fernicola
 - Shannon Flanagan-Watson
 - Donna Marque
 - Robbie Peck
 - Pamela Van Hine
 - Additionally, any seats vacated over the course of the year and subsequently filled by a vote of the Board of Directors must also be formally approved by the Voting Membership today as part of the slate of candidates.
 - This year, we had six vacated seats over the course of the year including:
 - Katrina Adams – March of Dimes
 - Joe Chapman - Amazon
 - Kate Paine – Arlington County
 - Shaym Patel – JBG SMITH

- Rebecca Rivard – Kimco Realty
 - Todd Yeatts – The Boeing Company
 - Each of these seats was filled through actions by the board but require inclusion on the FY2024 Board of Directors Slate.
 - These directors include:
 - Stacey Brayboy – March of Dimes
 - Elizabeth King – Arlington County
 - Andrea Murray – JBG SMITH
 - Abbey Oklak – Kimco Realty
 - Joe Oyler – The Boeing Company
 - Patrick Phillippi - Amazon
 - The BID was made aware of two additional impending departures including Matthew Bowyer of Lidl and Robin Burke of Beacon Capital Partners.
 - A seat allocated for an Arts & Culture focused Director also remains vacant.
 - These three seats remain vacant, but the Nominating Committee will be working early on FY2024 to identify targeted replacements
 - Required Board metrics for 60% of property owner representation is met with the proposed FY2024 slate
 - Three areas of focus around additional metrics and business plan guidance to ensure diversity, equity, and inclusion related to race, gender, industry, and geography:
 - Striving for a better gender balance amongst Voting Members
 - Adding an additional Potomac Yard Director
 - Filling the Arts & Culture designated seat
 - BID will perform updated Board Census in FY2024 to further improve our ability to measure and track metrics outlined in the Equity Forward plan
 - I will now seek a motion to approve the FY2024 National Landing BID Board of Directors Slate as provided to the Voting Members in the Annual Mailing
 - Motion by: Robin Burke
 - Seconded by: Michael Williams
 - Discussion: None
 - Vote Result: Votes present unanimously supported and approved the election of the FY2024 Board of Directors Slate
 - Terms of the new FY2024 National Landing BID Board officially begin on July 1
- The official business portion of the meeting adjourned at approximately 9:40 am.