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April 15, 2024

VIA EMAIL

Patrick W. Thomas
City Attorney
MacLeod Law Group
110 N. Cross Street
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With copies to:
Mayor and City Council of Cambridge
305 Gay Street
Cambridge, Maryland 21613

Dear Mr. Thomas:

We represent Cambridge Waterfront Development, Inc., a Maryland non-stock corporation (“CWDI”), and write to you on behalf of the CWDI board of directors regarding the notice sent electronically today by the Mayor of Cambridge purportedly in his capacity as sole member of CWDI. According to the notice, the purpose of a meeting tomorrow is to review and act upon proposed amendments to the charter of CWDI. The Mayor appears to have a novel and misguided view of how governance of a Maryland corporation works. Section 5-201 of the Corporations and Associations Article of the Annotated Code of Maryland states that the provisions of the Maryland General Corporation Law (the “MGCL”) apply to non-stock corporations generally unless the context of the provisions clearly requires otherwise. The provisions of Subtitle 6 of Title 2 of the MGCL set forth extensive provisions regarding the authorization and approval of amendments to the charter of a Maryland corporation. It is an inviolable concept of that subtitle that a charter amendment must, as a threshold matter, be advised by the board of directors. Any articles of amendment or articles of amendment and restatement must include a statement that the articles were authorized, advised or approved by the board of directors. There is no provision for a charter amendment by stockholders or members without the board first taking action. Further, a charter amendment is not effective until accepted for record by the State Department of Assessments and Taxation (the “SDAT”). The Mayor may hold whatever meetings he feels worthy of his time. He should not, however, expect amendments to the charter of CWDI to be accepted for record by the SDAT when they have not been properly authorized.

CWDI intends to continue its efforts to work with its partners to improve Cambridge Harbor. Working together with the State of Maryland, the City of Cambridge and Dorchester County, CWDI is confident that development along the waterfront will continue in a way that benefits all

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constituencies. The Mayor's attempt to alter the charter of CWDI will be inconsistent with the valuable partnership among the City, the County and the State. We ask that you advise the Mayor regarding the futility of his effort. Any proposal to amend the CWDI charter should be presented to the CWDI board of directors for its consideration. If the Mayor chooses to proceed in an effort to unilaterally amend the CWDI charter, CWDI will consider the lawful remedies available to it, including seeking injunctive relief to invalidate the Mayor's action and to prevent the acceptance for record by the SDAT of any charter amendment that is not properly authorized.

Respectfully,



J.W. Thompson Webb

Cc (via email):
Thomas Carroll, City Manager
Dorchester County Council
Jeff Powell, Interim Dorchester County Manager
Jake Day, Secretary of Maryland DHCD
Owen McEvoy, Deputy Secretary DHCD
CWDI Board of Directors
Matt Leonard, CWDI Executive Director