

**Baltimore City Public School Construction Program Special Executive Committee Meeting Minutes  
Open Session**

**December 17, 2025, 4:08 p.m. Chair: Hilary Ruley, City of Baltimore**

**MEETING MINUTES**

**MEMBER ATTENDEES**

Maryland Stadium Authority represented by Craig A. Thompson, Eric Johnson, Gary McGuigan, Bruce Benshoof.

Baltimore City Board of School Commissioners represented by Dr. Sonja B. Santelises, Joshua Civin, Alison Perkins-Cohen, Cindi Smith, Fredda A Smith.

Interagency Committee on School Construction represented by Alex J. Donahue, Heidi Dudderar, Melissa Wilfong.

Mayor and City Council of Baltimore, represented by Mayor Brandon Scott, Chief Solicitor Hilary Ruley.

**Meeting minutes taken by: Hilary Ruley, Chief Solicitor**

**No members of the public were present.**

**The meeting commenced at 4:08 pm, chaired by Hilary Ruley**

**NOTICES**

- Chair Ruley noted that the purpose of the meeting was to discuss the potential litigation that will result from recent construction issues at Baltimore City Schools.
- The meeting minutes from the previous meeting were approved by motion made by Dr. Santelises and seconded by Mr. Thompson. All members voted favorably, and the meeting minutes were adopted.

**CLOSED MEETING RECAP**

- As required by Open Meetings Act Section 3-306, these meeting minutes contain the following information about the closed portion of the prior meeting:
  - i. a statement of the time, place, and purpose of the closed session: The November 20, 2025 Special meeting was scheduled for 3:30pm but started at 3:42pm and was closed at 3:44pm after a motion to close the meeting under Section 3-305(b)(8) was made to talk with staff and other individuals about potential litigation concerning school construction in Baltimore City. The purpose for closing the meeting was to make sure that litigation strategies were not disclosed to potential adversaries in the future case.
  - ii. a record of the vote of each member as to closing the session: The vote to close the session was all Members in favor and no Members opposed with none abstaining. The motion to close the meeting carried, and the meeting was closed.

- iii. a citation of the authority under § 3-305 of this subtitle for closing the session: The November 20, 2025 virtual meeting of the Baltimore City Public School Construction Program Special Executive Committee was closed at 3:44 pm pursuant to Section 3-305(b)(8) of the General Provisions Article of the Maryland Code to discuss the potential for litigation and possible claims related to school construction at Baltimore City Public Schools.
- iv. a listing of the topics of discussion, persons present, and each action taken during the session: the likelihood of litigation, the claims that may be asserted, the roles that the parties in the MOU will have in the event of litigation and the strategies for the anticipated case.
- v. The Board Members present were:
  - Craig A. Thompson, MSA
  - Mayor Brandon Scott, Baltimore City
  - Alex J. Donahue, IAC
  - Dr. Sonja B. Santelises, Baltimore City Public Schools
  - Meeting minutes taken by: Hilary Ruley, Chief Solicitor

The Closed-Session Summary Template form provided by the Attorney General used at the last meeting is attached to the meeting minutes for this meeting. The signed Closed Session Statement from the last meeting is also attached to these minutes.

#### **DISCUSSIONS/OPEN FORUM**

- The Chair opened the meeting to any comments on the meeting purpose. There were no comments.

#### **MOTION TO CLOSE**

- Motion to close the meeting was made by Dr. Sonja B. Santelises.
- Motion seconded by Craig A. Thompson.
- Motion carried unanimously with all present voting in the affirmative to close the meeting.
- The closed portion began at 4:10pm.

#### **SIGNING THE CLOSING STATEMENT**

- The Closing Statement was signed by the Chair and is attached to these minutes. It is also available online.
- The Teams platform closed to public attendance.

**TEMPLATE FOR CLOSED-SESSION SUMMARY  
TO BE INCLUDED IN THE MINUTES IN THE NEXT OPEN MEETING  
(General Provisions Article § 3-306(c))**

**Instructions:** When a public body meets in a session closed under § 3-305 of the Open Meetings Act, it must disclose the following four sets of information in the minutes either of its next open session or in the minutes of the open session that it held that day, so long as the public knows to look there. This template provides a checklist for the required information. The worksheet at the bottom of the model closing statement contains a shorter form of the same checklist. Use of these forms is optional; the formatting of the summary is up to the public body so long as the public body includes the required information in its minutes at the required time.

The four sets of information required by § 3-306(c) are:

1. A statement of the time, place, and purpose of the closed session.
2. A record of the vote of each member as to closing the session.
3. Statutory authority to close session.
4. A listing of the actual topics of discussion, persons present, and each action taken in the session.

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**SUMMARY OF CLOSED SESSION HELD ON NOVEMBER 20, 2025**

**1. Statement of the time, place, and purpose of the closed session:**

Time of closed session: 3:45 pm

Place (location) of closed session: Virtual on the platform: Teams

Purpose of the closed session: To discuss with staff and others to discuss the potential litigation that may result from recent construction issues at Baltimore City Schools.

**Record of the vote of each member as to closing the session:**

Names of members voting aye: 4

Members opposed: 0 Abstaining: 0

**2. Statutory authority to close session:**

This meeting was closed under the following provisions of General Provisions Art. § 3-305(b):

➔ **Topic #1: § 3-305(b) (8 )**

**3. Listing of each topic actually discussed, persons present, and each action taken in the session:**

Topic description	Persons present for discussion	Action Taken/Each Recorded Vote
The likelihood of litigation after reviewing presentation on extent of damages	Craig A. Thompson, MSA Mayor Brandon Scott, Baltimore City Alex J. Donahue, IAC Dr. Sonja B. Santelises, Baltimore City Public Schools Hilary Ruley, Chief Solicitor, Baltimore City	There were no actions taken with respect to this matter. It was just a discussion.

The potential claims that may be asserted in litigation, including against contractors and obviously negligent work	Craig A. Thompson, MSA Mayor Brandon Scott, Baltimore City Alex J. Donahue, IAC Dr. Sonja B. Santelises, Baltimore City Public Schools Hilary Ruley, Chief Solicitor, Baltimore City	There were no actions taken with respect to this matter. It was just a discussion.
the roles that the parties in the MOU will have in the event of litigation, including how to procure an expert to review the problems, the scope of that review and ability to split the costs	Craig A. Thompson, MSA Mayor Brandon Scott, Baltimore City Alex J. Donahue, IAC Dr. Sonja B. Santelises, Baltimore City Public Schools Hilary Ruley, Chief Solicitor, Baltimore City	There were no actions taken with respect to this matter. It was just a discussion.
Strategies for the potential case, including mitigation of damages	Craig A. Thompson, MSA Mayor Brandon Scott, Baltimore City Alex J. Donahue, IAC Dr. Sonja B. Santelises, Baltimore City Public Schools Hilary Ruley, Chief Solicitor, Baltimore City	There were no actions taken with respect to this matter. It was just a discussion.
How to gather documents and have lawyers for the parties work together on strategy	Craig A. Thompson, MSA Mayor Brandon Scott, Baltimore City Alex J. Donahue, IAC Dr. Sonja B. Santelises, Baltimore City Public Schools Hilary Ruley, Chief Solicitor, Baltimore City	There were no actions taken with respect to this matter. It was just a discussion.

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

**This form has two sides. Complete items 1 – 4 before closing the meeting.**

**1. Recorded vote to close the meeting:** Date: December 17, 2025; Time: 4:22pm; Location: Virtual

Motion to close meeting made by: Santelises Seconded by Thompson ;

Members in favor: All ; Opposed: None ;

Abstaining: None ; Absent: None .

**2. Statutory authority to close session (check all provisions that apply).**

**This meeting will be closed under General Provisions Art. § 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)X "To consult with counsel to obtain legal advice" (8)X "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." (15)\_\_\_ "To discuss cybersecurity, if the public body determines that public discussion would constitute a risk to: (i) security assessments or deployments relating to information resources technology; (ii) network security information . . . or (iii) deployments or implementation of security personnel, critical infrastructure, or security devices."

**Continued →**

3. For each provision checked above, disclosure of the topic to be discussed and the public body's reason for discussing that topic in closed session.

Citation (insert # from above)	Topic	Reason for closed-session discussion of topic
§3-305(b) (8)	To talk with staff and other individuals about potential litigation concerning school construction in Baltimore City, including the non-testifying experts reports and if additional such reports were needed	The Executive Committee moved to close this meeting to discuss in depth the reports that will be needed by non-testifying experts to inform the litigation strategy in a confidence so that the non-testifying experts reports and identities and advice are able to remain non-disclosed under Maryland Rule 2-402(g)(2) and Federal Rule of Civil Procedure 26(b)(4).

4. This statement is made by Hilary Ruley

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**WORKSHEET FOR OPTIONAL USE IN CLOSED SESSION: INFORMATION FOR SUMMARY TO BE DISCLOSED IN THE MINUTES OF THE NEXT OPEN MEETING. (See also template for summary.)**

➤ For a meeting closed under the statutory authority cited above:

Time of closed session: 4:10 pm

Place: Virtual Meeting

Purpose(s): To discuss the research done by non-testifying experts in anticipated litigation related to school construction in Baltimore City and discuss if additional non-testifying expert review is needed.

Members who voted to meet in closed session: Thompson for MSA, Santelises for the School System, Donahue for IAC, Scott for the City of Baltimore

Persons attending closed session: Maryland Stadium Authority represented by Craig A. Thompson, Eric Johnson, Gary McGuigan, Bruce Benshoof; Baltimore City Board of School Commissioners represented by Dr. Sonja B. Santelises, Joshua Civin, Alison Perkins-Cohen, Cindi Smith, Fredda A Smith; Interagency Committee on School Construction represented by Alex J. Donahue, Heidi Dudderar, Melissa Wilfong; Mayor and City Council of Baltimore, represented by Mayor Brandon Scott, Chief Solicitor Hilary Ruley.

Authority under § 3-305 for the closed session: 3-305 (b)(8) to discuss with staff and others concerning non-testifying experts that would be needed in the potential of litigation due to school construction issues.

Topics actually discussed: the existing reports of the non-testifying experts and a discussion about the

potential of needing another report from the same or other non-testifying experts about school construction issues and the lawyers for each party's MOU to facilitate a joint defense and the ability to work together to get documents needed for the litigation.

Actions taken: A vote to adjourn the meeting at 4:52 pm made by Mayor Scott, seconded by Mr. Donahue. All members voted in favor.

Each recorded vote: All voted in favor, and none opposed Motion to Close the meeting. Meeting adjourned at 4:53 pm.

➤ **For a meeting recessed to perform an administrative function (§ 3-104):** Time: n/a  
Place: \_\_\_\_\_

Persons present: \_\_\_\_\_

Subjects discussed: \_\_\_\_\_