

**MEETING MINUTES
THE GLENDOWER GROUP, INC.,
BOARD OF DIRECTORS' REGULAR BOARD MEETING
360 ORANGE STREET, NEW HAVEN, CT 06511
HELD ON THURSDAY, AUGUST 31, 2023, AT 4:00 PM**

Board of Directors present included (conference call):

Karen DuBois-Walton
Shenae Draughn
John Rafferty
Arthur Thomas

Board of Directors not present included:

Others present included (conference call):

**Christine Morgan
Haley Vincent
Catherine Hawthorne**

**Ed LaChance
Rachel Gilroy
Michael Southam**

**Yadira Vargas
Christina Musante
Frank Emery**

At Roll Call: Karen DuBois-Walton, Shenae Draughn, John Rafferty, and Arthur Thomas were present. There was a quorum.

The Regular Meeting of the Board of Directors of The Glendower Group, Inc. was called to order at 4:04 P.M.

Motion: Motion to approve the July 27, 2023, Minutes was made by Director Rafferty and seconded by Director Thomas.

Vote: All in favor.

Resolved: July 27, 2023, Board Minutes were approved with no modifications.

Reviewed:

THE GLENDOWER GROUP, INC.

RESOLUTION NUMBER GG 08-20/23-R

RESOLUTION RATIFYING CHANGE ORDER NUMBER ONE FOR AN ADDITIONAL AMOUNT OF \$95,895 AND RATIFYING THE CONTRACT WITH CROSSKEY ARCHITECTS, LLC FOR ARCHITECTURAL ENGINEERING SERVICES FOR THE REDEVELOPMENT OF MCCONAUGHY TERRACE FOR A PERIOD COMMENCING OCTOBER 26, 2022 THROUGH OCTOBER 25, 2025

WHEREAS, The Glendower Group, Inc. (GG), an affiliate of The Housing Authority of the City of New Haven (HANH), identified the need for a comprehensive redevelopment of McConaughy Terrace that requires professional services to provide the planning and design Scope of Work services; and

WHEREAS, it is ECC/HANH's desire the convert McConaughy Terrace under a mixed finance model and intends to apply for Low Income Housing Tax Credits (LIHTC) using either a 4% or 9% LIHTC model or a combination thereof; and

WHEREAS, The Glendower Group issued RFQ #GG-20RFP-398 seeking Architectural Engineering Services for McConaughy. Proposal responses were due September 29, 2020. The RFP was structured to allow Glendower the ability to negotiate with the Architectural services or, if negotiations on this phase were not successful, to procure for separate Architectural services; and

WHEREAS, in accordance with the RFP solicitation criteria, the five-member scoring committee reviewed and scored the following seven submissions received by the deadline;

- Silver Petrucelli Associates
- Paul B. Bailey Architects, LLC
- Lothrop Associates, LLP
- Kenneth Borosn Architects, LLC
- Hibbard & Rosa Architects, LLC
- Croskey Architects, LLC
- Abacus Arthitects

WHEREAS, the scoring committee rated Crosskey Architects, LLC as the highest-ranking respondent; and

WHEREAS, as outlined in HUD's Procurement Guidebook 7460.8, the Glendower Group invited Crosskey Architect, LLC to enter into fee negotiations with the intention to reach agreement on a fair and reasonable price to perform the services. As requested, Crosskey Architects, LLC submitted best and final fee proposal for McConuaghy Terrace on October 26, 2020; and

WHEREAS, resolution Number GG 10-20/20R ratified the RFP for Architectural Engineering Services for McConaughy Terrace to enter into agreement with Crosskey Architects, LLC in the amount not to exceed \$581,050.00 for a period commencing October 25, 2020 through October 25, 2022 for Architectural Engineering Services for McConaughy Terrace

WHEREAS, Glendower is seeking authorization for the ratification of change order number one for an additional amount of \$95,895 bringing the total contract amount to \$676,945 and ratifying the time extension from October 26, 2022 to October 25, 2025, to allow the architect to complete task associated with the redevelopment of McConaughy Terrace. It is anticipated that the project will be completed by October 2025. These additional costs are related to changes in the design including the community building rehab, the additional of washers and dryers and related work in plans.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GLENDOWER GROUP, INC., that:

1. Approval of ratification of change order number one in the amount of \$95,895 and ratifying the contract term from October 26, 2022 to October 25, 2025 for a total contract amount of \$676,945.
2. The President be and hereby is authorized, empowered and directed to take any and all such ancillary action necessary and appropriate to fulfill the intent of the foregoing.
3. The resolution shall take effect immediately.

I hereby certify that the above resolution was adopted by a majority of the Directors present at a meeting duly called at which a quorum was present, on August 31, 2023.

**Motion was made by Rafferty seconded by Draughn
Ed LaChance presented this resolution.**

Discussions:

The vote was as follows: All

THE GLENDOWER GROUP, INC.

RESOLUTION NUMBER GG 08-21/23-R

**RESOLUTION OF THE GLENDOWER GROUP, INC. AS SOLE SHAREHOLDER
OF GLENDOWER DWIGHT REDEVELOPMENT CORPORATION AND AS MANAGING
AND SOLE MEMBER OF GLENDOWER DWIGHT LLC**

WHEREAS, The Glendower Group, Inc., is owner of all of the shares of Glendower Dwight Redevelopment Corporation, a Connecticut corporation; and

WHEREAS, no business has been nor will any business in the future be conducted by Glendower Dwight Redevelopment Corporation; and

WHEREAS, The Glendower Group, Inc., has determined that it is in the best interests of The Glendower Group, Inc., to dissolve Glendower Dwight Redevelopment Corporation; and

WHEREAS, Connecticut General Statutes Section 33-698 provides that action by Glendower Dwight Redevelopment Corporation may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action and delivered to the corporation for inclusion in the minutes or filing with the corporate records; and

WHEREAS, The Glendower Group, Inc., is the owner of all of the membership interests in, and all of the members, and is the Managing Member of Glendower Dwight LLC, a Connecticut limited liability company; and

WHEREAS, no business has been nor will any business in the future be conducted by Glendower Dwight LLC; and

WHEREAS, The Glendower Group, Inc., has determined that it is in its best interests to dissolve Glendower Dwight LLC; and

WHEREAS, Connecticut General Statutes Section 34-267 (a)(2) provides that a limited liability company may be dissolved upon the consent of a majority in interest of the members; and

WHEREAS, The Glendower Group, Inc., represents all of the membership interests in Glendower Dwight LLC.

NOW, THEREFORE, BE IT HERBY RESOLVED, that the dissolution of Glendower Dwight LLC, be and hereby is authorized and directed; and

BE IT HERBY FURTHER RESOLVED, that the dissolution of Glendower Dwight Redevelopment Corporation be and hereby is authorized and directed; and

BE IT FURTHER RESOLVED THAT the President of The Glendower Group Inc., Karen DuBois-Walton, or the Senior Vice President of The Glendower Group, Inc., Shenae Draughn, each be and hereby is authorized and empowered to execute and deliver and cause to be filed such documents and instruments as either of them, in consultation with legal counsel, determine to be necessary and appropriate to achieve the foregoing purposes; and

BE IF FURTHER RESOLVED THAT this resolution shall take effect immediately.

Executed in New Haven, Connecticut, this 31st day of August, 2023.

Motion was made by Rafferty seconded by Thomas Ed LaChance presented this resolution.

Discussions:

The vote was as follows: All

Other Business:

None

At 4:13 PM, a Motion to adjourn was made by Director Shenae Draughn and seconded by Director John Rafferty.