

**MEETING MINUTES  
THE GLENDOWER GROUP, INC.,  
BOARD OF DIRECTORS' REGULAR BOARD MEETING  
360 ORANGE STREET, NEW HAVEN, CT 06511  
HELD ON THURSDAY, SEPTEMBER 30, 2021 AT 4:00 PM**

**Board of Directors present included (conference call):**

Karen DuBois-Walton  
Shenae Draughn  
John Rafferty

**Board of Directors not present included:**

**Others present included (conference call):**

Christine Morgan	Catherine Hawthorne	Edward LaChance
Haley Vincent	Latweeta Smyers	Yadira Vargas
Christina Musante	Rachel Gilroy	Marilyn Rodriguez
Jocelyn Barscweski	Urn Pendragon	

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

**The Regular Meeting of the Board of Directors of The Glendower Group, Inc. was called to order at 4:03 P.M.**

Motion: Motion to approve the August 26, 2021 Minutes was made by Director Rafferty and seconded by Director Draughn.

Vote: All in favor.

Resolved: August 26, 2021 Board Minutes were approved with no modifications.

Reviewed:

**THE GLENDOWER GROUP, INC.**

**RESOLUTION NUMBER GG 09-20/21-R**

**RESOLUTION APPROVING THE SECOND YEAR OPTION CONTRACT  
EXTENSION WITH SPECIAL TESTING LABORATORIES INC. FOR ON-  
CALL MATERIALS TESTING SERVICES FOR A PERIOD COMMENCING  
NOVEMBER 7, 2021 THROUGH NOVEMBER 6, 2022**

**WHEREAS**, The Glendower Group, Inc., (GG) has a continuing need for on-call materials testing services; and

**WHEREAS**, on July 30, 2018, Glendower issued Invitation for Bids #GG-18-IFB-199 for Materials Testing Services under an Indefinite Quantities Contract (IQC) whereby one or more qualified firms could be selected to assist HANH to carry out construction contracts on an as-needed basis per assigned Task Orders; and

**WHEREAS**, Responses were due August 24, 2018. HANH received proposals from the Following three (3) firms:

- Special Testing Laboratories Inc.
- Terracon Consultants, Inc.
- Test-Con Incorporated; and

**WHEREAS**, the proposal issued by Special Testing Laboratories was deemed responsive and is an experienced qualified service provider; and

**WHEREAS**, resolution GG 09-39/18-R authorized Glendower to enter into a two (2) year Indefinite Quantities Contract (IQC) with Special Testing Laboratories with three (3) additional optional years to renew and a not to exceed contract amount of \$187,055.00; and

**WHEREAS**, Resolution GG 01-03/21-R authorized Glendower to extend the contract with Special Testing Laboratories for the first of three optional one year extensions with no addition to the contract value leaving the contract at a not to exceed amount of \$187,055.00 . to be paid out of development budgets; and

**WHEREAS**, to date, the contract amount expended is \$14,715.33. This resolution is seeking approval for the second-year option commencing November 7, 2021 to November 6, 2022 for no additional monies as the contract isn't fully expended.

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

1. The President be and hereby is authorized and empowered and directed to take any and all such action ancillary, related and or/necessary to fulfill the foregoing purposes of

this Resolution, including but not limited to entering the second year option contract extension with Special Testing Laboratories for time only beginning November 7, 2021 to November 6, 2022 with no additional funding.

2. This Resolution shall take effective 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 September 30, 2021.

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

**Discussions:**

**The vote was as follows: All**

**THE GLENDOWER GROUP, INC.**

**RESOLUTION NUMBER GG 09-21/21-R**

**RESOLUTION APPROVING THE SECOND YEAR OPTION CONTRACT  
EXTENSION WITH TEST-CON INCORPORATED FOR ON-CALL  
MATERIALS TESTING SERVICES FOR A PERIOD COMMENCING  
NOVEMBER 7, 2021 THROUGH NOVEMBER 6, 2022**

**WHEREAS**, The Glendower Group, Inc., (GG) has a continuing need for on-call materials testing services; and

**WHEREAS**, on July 30, 2018, Glendower issued Invitation for Bids #GG-18-IFB-199 for Materials Testing Services under an Indefinite Quantities Contract (IQC) whereby one or more qualified firms could be selected to assist HANH to carry out construction contracts on an as-needed basis per assigned Task Orders; and

**WHEREAS**, HANH received proposals from the following three (3) firms:

- Special Testing Laboratories Inc.
- Terracon Consultants, Inc.
- Test-Con Incorporated; and

**WHEREAS**, the proposal issued by Test-Con Incorporated was deemed responsive and is an experienced qualified service provider; and

**WHEREAS**, resolution GG 09-41/18-R authorized Glendower to enter into a two (2) year Indefinite Quantities Contract (IQC) with Test-Con Incorporated with three (3) additional optional years to renew and a not to exceed contract amount of \$182,770.00 to be paid out of development budgets; and

**WHEREAS**, resolution GG 01-02/21-R authorized Glendower to extend the contract with Test-Con Incorporated for the first of three optional one year extensions with no addition to the contract value leaving the contract at a not to exceed amount of \$182,770.00 to be paid out of development budgets; and

**WHEREAS**, to date, the contract amount expended is \$56,507.50. This resolution is seeking approval for the second-year option commencing November 7, 2021 to November 6, 2022 for no additional monies as the contract isn't fully expended.

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

3. The President be and hereby is authorized and empowered and directed to take any and all such action ancillary, related and or/necessary to fulfill the foregoing purposes of this Resolution, including but not limited to entering the second year

option contract extension with TEST-CON Incorporated for time only beginning November 7, 2021 to November 6, 2022 with no additional funding.

4. This Resolution shall take effective 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 September 30, 2021.

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

**Discussions:**

**The vote was as follows: All**

**THE GLENDOWER GROUP, INC.**

**RESOLUTION NUMBER GG 09-22/21-R**

**RESOLUTION AUTHORIZING THE GLENDOWER GROUP OR AN AFFILIATE THEREOF TO ENTER INTO A PARTNERSHIP AGREEMENT WITH CHRISTIAN COMMUNITY ACTION(CCA) TO BECOME A PARTNER IN ACQUIRING PROPERTY LOCATED AT 660 WINCHESTER AVENUE (THE PROJECT)**

**WHEREAS**, in 1996, Catholics and Protestants founded Christian Community Action, a not-for-profit corporation seeking to provide economic stability for families that are homeless or at risk of homelessness in New Haven; and

**WHEREAS**, The Glendower Group (Glendower) is a nonprofit 501(c)(3) corporation established in November 2001 as an instrumentality to the Elm City Communities / Housing Authority of New Haven (ECC/HANH), Connecticut; and

**WHEREAS**, CCA has now acquired an additional property located at 660 Winchester Avenue (Project); and

**WHEREAS**, 660 Winchester is an eighteen (18) unit transitional housing development that they seek to transition to 24 to 36-month supportive housing model. Glendower seeks to enter into a partnership with CCA to develop new non-traditional housing models that assist in greater housing choice and self-sufficiency for high risk families transitioning out of homelessness. As part of the proposed activity, CCA and Glendower will enter into a new partnership that will own the property where the program activities will take place; and

**WHEREAS**, CCA requires certain predevelopment and development services in connection with the development of the Project, has determined a need for a co-developer to assist with the development of the Project, and desires to work with Glendower as co-developer to undertake the Project; and

**WHEREAS**, Program income generated from the use of housing choice vouchers will be used to offset a portion of the administrative expenses associated with the program delivery model. This activity will be a 10-year PILOT program so long as there are Section 8 vouchers remain in place; and

**WHEREAS**, Glendower and CCA have agreed to form an ownership entity to develop the Project that will consist of a to-be formed limited partnership or limited liability company (Ownership Entity), with Glendower and CCA each serving as members of the general partner or managing member; and

**WHEREAS**, the parties have agreed that CCA will own a 99% interest in the GP and serve as the GP's managing member, and that Glendower will own a 1% interest in the GP; and

**WHEREAS**, the project shall consist of approximately 18 residential units and appurtenant commercial or retail space. The occupancy and income requirements shall conform to the requirements for "qualified residential projects" under section 142 of the Internal Revenue Code as well as the requirements of any other funding program.

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

1. The Glendower Group agrees to serve as the co-developer for the redevelopment of the Project.
2. The Glendower Group is authorized to enter into a redevelopment or partnership agreement with the Christian Community Action in the form like the one attached hereto as Exhibit A.
3. The President is hereby authorized and directed to take any and all action necessary and appropriate to effectuate the intent of this Resolution, including negotiating the final terms of the agreement with the CCA.
4. This 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 September 30, 2021.

**Motion was made by Draughn seconded by Rafferty  
Haley Vincent presented this resolution.**

**Discussions:**

**The vote was as follows: All**

**Other Business:**

**None**

**At 4:15 pm, a Motion to adjourn was made by Director Shenae Draughn and seconded by Director John Rafferty.**