

**MEETING MINUTES
THE GLENDOWER GROUP, INC.,
BOARD OF DIRECTORS' REGULAR BOARD MEETING
360 ORANGE STREET, NEW HAVEN, CT 06511
HELD ON THURSDAY, JANUARY 28, 2021 AT 4:30 PM**

Board of Directors present included (conference call):

Karen DuBois-Walton
Serena Neal-Sanjurjo
Shenae Draughn
Arthur Thomas

Board of Directors not present included:

Others present included (conference call):

Christine Morgan	Catherine Hawthorne	Edward LaChance
Yadira Vargas	Hannah Sokal-Holmes	
Isaac Kelley	Haley Vincent	
Rainbow Lin	Latweeta Smyers	
Rachel Gilroy		

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

The Regular Meeting of the Board of Directors of The Glendower Group, Inc. was called to order at 4:34 P.M.

Motion: Motion to approve the Thursday, October 29, 2020 Minutes was made by Director Draughn and seconded by Director Neal-Sanjurjo.

Vote: All in favor.

Resolved: October 29, 2020 Board Minutes were approved with no modifications.

Reviewed:

The Glendower Group, Inc.

AS SOLE SHAREHOLDER OF

THE GLENDOWER ESSEX REDEVELOPMENT CORPORATION

AND

THE GLENDOWER GROUP, INC., AND THE GLENDOWER ESSEX REDEVELOPMENT CORPORATION

AS ALL OF THE MEMBERS OF THE GLENDOWER ESSEX, LLC

RESOLUTION NUMBER # **GG 01-01/21-R**

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

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

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

WHEREAS, Connecticut General Statutes Section 33-698 provides that action by The Glendower Essex 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., and The Glendower Essex Redevelopment Corporation are the owners of all of the membership interests in, and all of the members of The Glendower Essex, LLC, a Connecticut limited liability company; and

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

WHEREAS, The Glendower Group, Inc., and The Glendower Essex Redevelopment Corporation have each determined that it is in their best interests to dissolve The Glendower Essex, 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., and The Glendower Essex Redevelopment Corporation represent all of the membership interests in The Glendower Essex, LLC.

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

BE IT HERBY FURTHER RESOLVED, that the dissolution of The Glendower Essex 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 28 day of January, 2021.

**Motion was made by Draughn seconded by Neal-Sanjurjo
Edward LaChance presented this resolution.**

Discussions:

The vote was as follows: All

THE GLENDOWER GROUP, INC.

RESOLUTION NUMBER GG 01-02/21-R

**RESOLUTION RATIFYING THE FIRST YEAR OPTION CONTRACT
EXTENSION WITH TEST-CON INCORPORATED FOR ON-CALL
MATERIALS TESTING SERVICES FOR A PERIOD COMMENCING
NOVEMBER 7, 2020 THROUGH NOVEMBER 6, 2021**

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 out of development budgets; and

WHEREAS, to date, the contract amount expended is \$56,507.50. This resolution is seeking ratification for the first-year option commencing November 7, 2020 to November 6, 2021 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 first year option contract extension with TEST-CON Incorporated for time only beginning November 7, 2020 to November 6, 2021 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 January 28, 2021.

Motion was made by Neal-Sanjurjo seconded by Draughn

Michael Southam presented this resolution.

Discussions: correct expended amount from \$56,507.50 to \$68,798.00

The vote was as follows: All

The Glendower Group, Inc.

THE GLENDOWER GROUP, INC.

RESOLUTION NUMBER GG 01-03/21-R

**RESOLUTION RATIFYING THE FIRST YEAR OPTION CONTRACT
EXTENSION WITH SPECIAL TESTING LABORATORIES INC. FOR ON-
CALL MATERIALS TESTING SERVICES FOR A PERIOD COMMENCING
NOVEMBER 7, 2020 THROUGH NOVEMBER 6, 2021**

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, to date, the contract amount expended is \$0. This resolution is seeking ratification for the first-year option commencing November 7, 2020 to November 6, 2021 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 first year option contract extension with Special Testing Laboratories for time only beginning November 7, 2020 to November 6, 2021 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 January 28, 2021.

**Motion was made by Draughn seconded by Neal-Sanjurjo
Michael Southam presented this resolution.**

Discussions: correct expended amount from \$0 to \$35,243.00

The vote was as follows: All

The Glendower Group, Inc.

Resolution # 01-04/21-R

RESOLUTION RATIFYING THE CONTRACT EXTENSION WITH LEDIC REALTY COMPANY, LLC D/B/A ENVOLVE CLIENT SERVICE GROUP FOR A PERIOD OF ONE ADDITIONAL YEAR FROM JANUARY 1, 2021 TO DECEMBER 31, 2021 TO SERVE AS PROPERTY MANAGER OF THE NEWLY REDEVELOPED MILL RIVER CROSSING

WHEREAS, the HANH Board of Commissioners established The Glendower Group, Inc., a Connecticut nonstock, nonprofit corporation, in order to engage in activities related to HANH's mission; and

WHEREAS, The Glendower Group Inc., a Connecticut nonstock, nonprofit corporation, established by the Board to engage in activities related to HANH's mission, submitted an application on January 10, 2015 to the Connecticut Housing Finance Authority, requesting 4% Low Income Housing Tax Credits (LIHTC) for the Farnam Courts Phase I development; and

WHEREAS, the application includes a plan for contracting with an outside agency to provide property management services at the Farnam Courts Phase I Development; and

WHEREAS, on August 3, 2015, Glendower issued RFQ # GG-15-RFQ-0004 for Co-Developer and Property Management Services at Farnam Courts. One Proposal was received by the August 31, 2015 submission deadline by Hunt Companies, Inc. It was deemed not to be competitive due to only receiving one proposal; and

WHEREAS, after receiving legal opinion, it was determined to re-issue the RFQ because of insufficient competition, The Glendower Group, Inc subsequently issued RFQ # **GG-15-RFQ-0004 (B)** on September 23, 2015. Three proposals were received by the October 7, 2015 submission deadline from Carrabetta, Hunt Companies, Inc. and Fair Haven Associates, LLC. An evaluation committee was assembled to review, discuss and evaluate said proposal, and Hunt's Development Group was deemed the most responsive proposal; and

WHEREAS, Hunt Companies, Inc. is affiliated with LEDIC Realty Company, LLC and was included in the RFQ submission for property management services. The Glendower Group and Hunt Companies as Co-Developer didn't reach an amicable agreement to act in the capacity as Co-Developer but reached on amicable agreement for property management services; and

WHEREAS, Resolution GG 07-12/16-R authorized Glendower Group, Inc to enter into negotiation and execution of a management agreement with LEDIC Realty Company, LLC Management to provide Property Management services at the Farnam Courts Phase I Development. The Glendower Group at its discretion entered into a two (2) year property management contract and can extend thereafter but shall not exceed a total of five (5) years; and

WHEREAS, Resolution GG 03-09/20-R ratified the contract extension from January 1, 2020 to December 31, 2020; and

WHEREAS, This resolution is seeking ratification to extend the property management contract for Mill River Crossing from January 1, 2021 to December 31, 2021; and

WHEREAS, this will be the final contract extension due to Glendower policy that complies with the Department of Housing and Urban Development’s (HUD) Annual Contributions Contract (ACC), HUD Handbook 7460.8, “Procurement Handbook for Public Housing Agencies”, the procurements standards of 24 CFR 85.36, and Chapter 8 Section 44 of the Connecticut General Statutes concerning procurement of goods and services. Contracts cannot exceed five years. A solicitation will go next month to procure property management services for Mill River Crossing.

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

1. This resolution is seeking ratification of the contract with LEDIC Realty Company, LLC, d/b/a Envolve client Services Group for an additional one year from January 1, 2021 to December 31, 2021.
2. The President be and hereby is authorized, empowered and directed to take any and all such related or ancillary actions necessary and appropriate to achieve the foregoing purposes; and
3. 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 January 28, 2021.

**Motion was made by Draughn seconded by Neal-Sanjurjo
Edward LaChance presented this resolution.**

Discussions:

The vote was as follows: All

Other Business:

None

At 4:54 pm, a Motion to adjourn was made by Director Serena Neal-Sanjurjo and seconded by Director Shenae Draughn.