

**HOUSING AUTHORITY OF THE TOWN OF SOMERS
SHA, INC.
SOMERS HOUSING MANAGEMENT, INC.
Somers, CT 06071**

MINUTES OF THE SPECIAL MEETING – June 25, 2008

1. Call to Order

Chairman DuPerre called the regular meeting of the Somers Housing Authority to order at 7:32 p. m. in the Woodcrest Community Room.

In Attendance

Commissioners:	Brian DuPerre, Mary Lou Hastings, Bob Landry
Executive Director:	Tony Pellegrino
Ex Officio:	Hon. David Pinney

Others in Attendance: Consultant James Welter, II, Real Estate Diagnostic, Inc., Attorney Peter Blasini, Attorney Carl Landolina, Donna Doyker, Somers Sr. Advisory Board and Joan Jaquith, Recording Secretary

2. Minutes Approved

2.1 Bob Landry MOTIONED to accept the minutes of the May 21, 2008 regular meeting of the Somers Housing Authority as presented. Motion SECONDED by Mary Lou Hastings. MOTION PASSED.

2.2 Bob Landry MOTIONED to accept the minutes of the June 19, 2008 regular meeting of the Somers Housing Authority as amended. Motion SECONDED by Mary Lou Hastings. MOTION PASSED.

The June 19, 2008 minutes were amended to be the minutes of all three entities; Housing Authority of the Town of Somers, SHA, Inc. and Somers Housing Management, Inc.

3. Somers Senior Advisory Board

3.1 Courtyard/Fundraiser

Representing the Somers Senior Advisory Board, Donna Doyker notified the commissioners of the Advisory Board's interest in raising funds for landscaping around the new building. Mrs. Doyker has been looking at Buy a Brick fundraising programs offered by several companies. The bricks are engraved and can be a memorial or a gift from the donor. Mrs. Doyker brought a sample of the type of bricks that would be sold and presented the pricing and profit margin from one of the companies she is considering.

The commissioners thanked Mrs. Doyker for her work on this project and requested that she

move forward immediately. Mrs. Doyker will continue to research companies, including local companies, and determine which company will meet the landscaping specifications. A schematic of the area will be provided to Mrs. Doyker so she can determine what type of design to go with and how many bricks will need to be sold to complete the design. Mrs. Doyker will keep the commissioners updated as the project moves forward.

It was the consensus of the commissioners to start selling bricks as soon as possible so that they will be in place when the new building is opened in October.

4. Other Fundraising Needed For:

4.1 Community Furniture/Accessories/Rockers, etc.

Tabled. Will be discussed at the July 16, 2008 regular meeting.

5. Building/Tenant Rules and Regulations

Tabled. Will be discussed at the July 16, 2008 regular meeting.

6. New Positions/Job Reclassifications

Tabled. Will be discussed at the July 16, 2008 regular meeting.

7. SunAmerica Closing and Project Documentation

7.1 Signing all necessary documents for the closing with SunAmerica

7.2 Signing all necessary documents for the closing with Rockville Bank

Attorney Blasini and James Welter, II presented various documents requiring signatures by the commissioners for the scheduled June 26, 2008 closing with SunAmerica and Rockville Bank.

Lois Matczak was unable to attend this meeting because she is hospitalized. The documents requiring signatures of all the commissioners were taken to Mrs. Matczak at the hospital by Attorney Blasini following the meeting.

8. Resolutions Related to Closing and Project Documentation

HOUSING AUTHORITY OF THE TOWN OF SOMERS (From June 19, 2008 Minutes)

1. RESOLUTION regarding loan to Woodcrest Elderly Housing Limited Partnership of Small Cities Grant, Rockville Bank AHP Funds and funds from Housing Authority of the Town of Somers and assignment and assumption of CHIF bridge loan.

...BE IT RESOLVED, that the Housing Authority is authorized to, and the executive director and each officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority, is hereby individually authorized to enter into a NON-AMORTIZING loan of the Soft Funds in the total amount of ONE MILLION FOUR HUNDRED THIRTY THOUSAND FIVE HUNDRED FIFTY FOUR DOLLARS (\$1,430,554,00) for a term of FORTY (40) YEARS at a yearly interest of 1 percent (1%) and upon such other terms as said executive director or officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority deems necessary or desirable in order to accomplish the construction and re-construction or

rehabilitation of the housing on the Property, all of which terms shall be incorporated into a firm commitment for funding to be issued as soon as practicable to Woodcrest LP.

BE IT FURTHER RESOLVED, that the Housing Authority hereby approves the assignment and assumption of the CHIF Bridge Loan to Woodcrest LP and the Housing Authority is authorized to, and the executive director and each officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority, is hereby individually authorized, to enter into and execute an assignment and assumption agreement between the Connecticut Housing Investment Fund, Inc, the Housing Authority, and Woodcrest LP and any other documents deemed necessary or desirable by said executive director or officer in order to accomplish the assignment and assumption of the CHIF Loan to Woodcrest LP.

HOUSING AUTHORITY OF THE TOWN OF SOMERS

2. RESOLUTION regarding increase in guaranty and modification of mortgage obligations relating to modification of construction note and construction mortgage from Woodcrest Elderly Limited Partnership to Rockville Bank.

...BE IT RESOLVED, that the Housing Authority is authorized to, and the executive director and each officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority, is hereby individually authorized to enter into a modification reflecting the increase of the Guaranty and Guaranty Mortgage to Rockville Bank construction mortgage to increase the amount of the guaranty mortgage from TWO MILLION DOLLARS (\$2,000,000.00) to FOUR MILLION SEVEN HUNDRED FIFTY THOUSAND DOLLARS (\$4,750,000.00) or such other amount as said executive director or officer deems necessary in order to accomplish the construction and reconstruction or rehabilitation of the housing on the Property,

NOW FURTHER BE IT RESOLVED, that the Housing Authority is further authorized to, and the executive director and each officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority, is hereby authorized to take such additional action or execute such additional documents as they deem necessary to facilitate the modifications contemplated herein.

SOMERS HOUSING MANAGEMENT, INC.

3. RESOLUTION regarding increase in modification of construction note and construction mortgage by way of a modification of note and construction mortgage.

...BE IT RESOLVED, that SHM, Inc. is authorized to, and the President and each officer of SHA, Inc. acting by, in the name of, and on behalf of the SHA, Inc., is hereby individually authorized to enter into a modification of the Construction Note and the Construction Mortgage to increase the amount of the Construction Note and Construction Mortgage from TWO MILLION DOLLARS (\$2,000,000.00) to FOUR MILLION SEVEN HUNDRED FIFTY THOUSAND DOLLARS (\$4,750,000.00) or to such other amount as said President or officer acting by, in the name of and on behalf of SHM, Inc. deems necessary in order to accomplish the construction and re-construction or rehabilitation of the housing on the Property and to

approve, enter into, execute, and deliver such documents, instruments, certificates, agreements, notes, mortgages, modifications, or guaranties that are related to the modification of the Construction Note and Construction Mortgage or as said President or officer acting by, in the name of and on behalf of CHM, Inc. deems necessary or desirable in connection with the construction of the Project.

SOMERS HOUSING AUTHORITY, INC.

4. RESOLUTION regarding increase in construction note and construction mortgage by way of a modification of note and construction mortgage.

...BE IT RESOLVED, that SHA, Inc is authorized to, and the President and each officer of SHA, Inc. acting by, in the name of, and on behalf of the SHA, Inc., is hereby individually authorized to enter into a modification of the Construction Note and the Construction Mortgage to increase the amount of the Construction Note and Construction Mortgage from TWO MILLION DOLLARS (\$2,000,000.00) to FOUR MILLION SEVEN HUNDRED FIFTY THOUSAND DOLLARS (\$4,750,000.00) or to such other amount as said President or officer acting by, in the name of and on behalf of SHA, Inc. deems necessary in order to accomplish the construction and re-construction or rehabilitation of the housing on the Property and to approve, enter into, execute, and deliver such documents, instruments, certificates, agreements, notes, mortgages, modifications, or guaranties that are related to the modification of the Construction Note and Construction Mortgage or said President or officer acting by, in the name of and on behalf of SHA, Inc. deems necessary or desirable in connection with the construction of the Project.

SOMERS HOUSING AUTHORITY

5. RESOLVED: *that the Housing Authority of the Town of Somers is hereby committed to providing at least \$330,554 in funds from its reserves to support the Woodcrest Elderly Housing development, such funds to be provided as a non-amortizing, non-interest-bearing loan from the Authority to the Woodcrest Elderly Housing Limited Partnership for a term of 40 years.*

Prior to voting on the resolutions presented, Lois Matczak was contacted by telephone and was put on speakerphone so that she could hear the presentation and participate in the vote.

Mary Lou Hastings MOTIONED to accept the five resolutions regarding funding sources for the Somers Housing Authority and the two incorporations as presented. Lois Matczak SECONDED the motion. MOTION PASSED

The following three resolutions was presented by Attorney Peter Blasini:

A. Be it Resolved that the following resolutions presented for approval and approved at the meeting of the Housing Authority of the town of Somers, (the "Authority") on June 19, 2008 are hereby approved and adopted as the action of the Authority and all actions taken by the Authority, its commissioners, or

agents in furtherance of said resolutions and the resolutions adopted on February 27, 2008 are hereby ratified as if said actions were taken subsequent to the adoption of this resolution:

HOUSING AUTHORITY OF THE TOWN OF SOMERS

1. RESOLUTION regarding loan to Woodcrest Elderly Housing Limited Partnership of Small Cities Grant, Rockville Bank AHP Funds and funds from Housing Authority of the Town of Somers and assignment and assumption of CHIF bridge loan.

...BE IT RESOLVED, that the Housing Authority is authorized to, and the executive director and each officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority, is hereby individually authorized to enter into a NON-AMORTIZING loan of the Soft Funds in the total amount of ONE MILLION FOUR HUNDRED THIRTY THOUSAND FIVE HUNDRED FIFTY FOUR DOLLARS (\$1,430,554.00) for a term of FORTY (40) YEARS at a yearly interest of 1 percent (1%) and upon such other terms as said executive director or officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority deems necessary or desirable in order to accomplish the construction and re-construction or rehabilitation of the housing on the Property, all of which terms shall be incorporated into a firm commitment for funding to be issued as soon as practicable to Woodcrest LP.

BE IT FURTHER RESOLVED, that the Housing Authority hereby approves the assignment and assumption of the CHIF Bridge Loan to Woodcrest LP and the Housing Authority is authorized to, and the executive director and each officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority, is hereby individually authorized, to enter into and execute an assignment and assumption agreement between the Connecticut Housing Investment Fund, Inc, the Housing Authority, and Woodcrest LP and any other documents deemed necessary or desirable by said executive director or officer in order to accomplish the assignment and assumption of the CHIF Loan to Woodcrest LP.

HOUSING AUTHORITY OF THE TOWN OF SOMERS

2. RESOLUTION regarding increase in guaranty and modification of mortgage obligations relating to modification of construction note and construction mortgage from Woodcrest Elderly Limited Partnership to Rockville Bank.

...BE IT RESOLVED, that the Housing Authority is authorized to, and the executive director and each officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority, is hereby individually authorized to enter into a modification reflecting the increase of the Guaranty and Guaranty Mortgage to Rockville Bank construction mortgage to increase the amount of the guaranty mortgage from TWO MILLION DOLLARS (\$2,000,000.00) to FOUR MILLION SEVEN HUNDRED FIFTY THOUSAND DOLLARS (\$4,750,000.00) or such other amount as said executive director or officer deems necessary in order to accomplish the construction and reconstruction or rehabilitation of the housing on the Property,

NOW FURTHER BE IT RESOLVED, that the Housing Authority is further authorized to, and the executive director and each officer of the Housing Authority acting by, in the name of, and on behalf of the Housing Authority, is hereby authorized to take such additional action or execute such additional documents as they deem necessary to facilitate the modifications contemplated herein.

SOMERS HOUSING AUTHORITY

3. **RESOLVED:** *that the Housing Authority of the Town of Somers is hereby committed to providing at least \$330,554 in funds from its reserves to support the Woodcrest Elderly Housing development, such funds to be provided as a non-amortizing, non-interest-bearing loan from the Authority to the Woodcrest Elderly Housing Limited Partnership for a term of 40 years.*

B. Be it Resolved that the following resolution of Somers Housing Management, Inc. ("SHM, Inc.") presented for approval and approved at the meeting of SHM, Inc. on June 19, 2008 is hereby approved and adopted as the action of SHM, Inc. and all actions taken by SHM, Inc., its officers, or agents in furtherance of said resolution are hereby ratified as if said actions were taken subsequent to the adoption of this Resolution:

SOMERS HOUSING MANAGEMENT, INC.

1. **RESOLUTION** regarding increase in modification of construction note and construction mortgage by way of a modification of note and construction mortgage.

...BE IT RESOLVED, that SHM, Inc. is authorized to, and the President and each officer of SHA, Inc. acting by, in the name of, and on behalf of the SHA, Inc., is hereby individually authorized to enter into a modification of the Construction Note and the Construction Mortgage to increase the amount of the Construction Note and Construction Mortgage from TWO MILLION DOLLARS (\$2,000,000.00) to FOUR MILLION SEVEN HUNDRED FIFTY THOUSAND DOLLARS (\$4,750,000.00) or to such other amount as said President or officer acting by, in the name of and on behalf of SHM, Inc. deems necessary in order to accomplish the construction and re-construction or rehabilitation of the housing on the Property and to approve, enter into, execute, and deliver such documents, instruments, certificates, agreements, notes, mortgages, modifications, or guaranties that are related to the modification of the Construction Note and Construction Mortgage or as said President or officer acting by, in the name of and on behalf of CHM, Inc. deems necessary or desirable in connection with the construction of the Project.

C. Be it Resolved that the following resolution presented for approval and approved at the meeting of the Somers Housing Authority, Inc. ("SHA, Inc.") on June 19, 2008 are hereby approved and adopted as the action of SHA, Inc. and all actions taken by SHA, Inc., its officers, or agents in furtherance of said resolution or the resolution adopted by SHA, Inc. on February 27, 2008 are hereby ratified as if said actions were taken subsequent to the adoption of this Resolution:

SOMERS HOUSING AUTHORITY, INC.

1. **RESOLUTION** regarding increase in construction note and construction mortgage by way of a modification of note and construction mortgage.

...BE IT RESOLVED, that SHA, Inc is authorized to, and the President and each officer of SHA, Inc. acting by, in the name of, and on behalf of the SHA, Inc., is hereby individually authorized to enter into a modification of the Construction Note and the Construction Mortgage to increase the amount of the Construction Note and Construction Mortgage from TWO MILLION DOLLARS (\$2,000,000.00) to FOUR MILLION SEVEN HUNDRED FIFTY THOUSAND DOLLARS (\$4,750,000.00) or to such other amount as said President or officer acting by, in the name of and on behalf of SHA, Inc. deems necessary in order to accomplish the construction and re-construction or rehabilitation of the housing on the Property and to approve, enter into, execute, and deliver such documents, instruments, certificates, agreements, notes, mortgages, modifications, or guaranties that are related to the modification of the Construction Note and Construction Mortgage or said President or officer acting by, in the name of and on behalf of SHA, Inc. deems necessary or desirable in connection with the construction of the Project.

Bob Landry MOTIONED to accept all three resolutions as presented. The motion was SECONDED by Mary Lou Hastings. MOTION PASSED

9. Other

Bob Landry MOTIONED to add Executive Session to the agenda. The motion was SECONDED by Mary Lou Hastings. MOTION PASSED

10. Executive Session

Bob Landry MOTIONED to move into Executive Session at 8:49 p.m. for the purpose of pending claims litigation - SHA vs. Gilbert Rivard. MOTION PASSED.

Attorney Carl Landolina and Hon. David Pinney were invited to attend Executive Session.

The commissioners came out of Executive Session at 9:26 p.m.

11. Adjournment

Mary Lou Hastings MOTIONED to adjourn the meeting at 9:27 p.m. The motion was SECONDED by Bob Landry. MOTION PASSED

Respectfully Submitted,

Tony Pellegrino
Executive Director

Joan Jaquith
Recording Secretary

These minutes are not official until approved at a subsequent meeting.