

OTHRA BOARD SPECIAL MEETING

Tuesday May 5, 2020, via Zoom 8:30am -10am

Minutes of May 5, 2020

OTHRA Directors

Stephen Fischer

David Kooris

Moira Lyons (by phone)

Annie Summerville (by phone)

David Watkins

Other Attendees

Mike Andreana

John Leydon

Thomas Madden (by phone)

Eric Newman

Michael Pollard

Alex Virvo

Meeting opened at 8:30 am on Tuesday, May 5, 2020

1. Minutes of July 18, 2019:

A motion was made by Stephen Fischer, seconded by David Watkins to approve the OTHRA Board Minutes of July 18, 2019. The motion was approved unanimously.

2. Financial Report:

Eric Newman presented the OTHRA financials to the Board. Mr. Newman informed the board that because of board turnover and lack of a quorum no invoices have been paid since December 2019, due to lack of a 2nd check signatory. Alex Virvo will deliver additional current invoices for payment to Karen Vitale after today's board meeting.

3. Cooling Tower and Chiller Leak Repairs approved:

Mr. Virvo described the need for emergency repairs to the Cooling Tower and Chiller. After discussion, David Kooris made a motion, seconded by David Watkins, to approve the necessary repairs, expenses in an amount not to exceed \$20,000. The motion was approved unanimously.

A lengthy discussion ensued regarding the status of room 010. In order to rent the room, to a new non-adjoining tenant, a second means of egress would need to be added. Rough estimates for this construction range from \$20,000 to 30,000.

The board requested that before a decision to move forward with any new construction, Mr. Virvo will prepare a list of use options for this room, along with associated costs and revenue projections.

City Policies for No-Smoking and No-Vaping:

Stephen Fischer made a motion, seconded by David Watkins, to have OTH adopt the City of Stamford's No-Smoking and No-Vaping policies. Motion approved unanimously.

Capital Improvement Committee:

David Watkins made a motion, seconded by David Kooris, to create a capital improvement committee to evaluate and authorize building improvements, large purchases and repairs. Motion approved unanimously. It was suggested to include senior-level city executives on the committee.

Repaired Planter and Ballards

Mr. Virvo indicated that the planters and ballards outside of OTH were repaired and replaced after being hit by a car in December. David Kooris requested a photo be provided of the new Ballards and Planters.

Energy Savings for OTH

Alex Virvo reported that Nancy Pipicelli, Energy/ Utility Manager in Stamford's Engineering Bureau helped reduce the electric cost at OTH by \$559.02 in the month of March (over last March) by moving our account to Constellation New Energy. She will be evaluating additional ways to reduce energy costs for OTH.

4. Unfinished Business:

Status of OTH Transition to City of Stamford

Mike Andreana briefed the board on actions taken to transfer OTH to the city, and work yet to be done. David Watkins made it known that it is his intent that the board move quickly on this transition. There will

be further reporting on timing and necessary steps to be taken. Mr. Andreana further commented that he would work with Thomas Madden to transfer the building with minimal tax impact.

5. New Business:

Election of OTH Officers

Motion was made by Annie Summerville, seconded by Moira Lyons, to appoint the following officers to the OTHRA Board:

Chair: David Kooris

Vice Chair: David Watkins

Secretary/ Treasurer: Stephen Fischer

The motion was approved unanimously (see attached resolution).

Appointment of Check Signatories

Motion was made by Mira Lyons, seconded by Annie Summerville, to remove Tim Curtin and James Nixon as check signatories and appoint the following additional OTHRA check signatories:

David Kooris

Stephen Fischer

Annie Summerville

The motion was approved unanimously (see attached resolution).

Status of OTH Leases

John Leydon reported that it is his understanding that all tenants have been paying rent on time, and that one tenant's lease is up for renewal, Orthozon Technologies. He further stated that

communications have been received requesting relief in light of Covid-19. No present action was taken, it was decided to address these issues at a later time. Mr. Leydon will provide a schedule of leases.

Pride Month Decor for OTH

David Kooris made a motion, seconded by Annie Summerville, to allow installation of light gels to decorate the front of OTH in rainbow lights in celebration of Pride Month, as requested by the Mayor's Office. The motion was approved unanimously.

Memorial Day Decor for OTH

Annie Summerville made a motion, seconded by Stephen Fischer, to allow for installation of Flags and Bunting to decorate the front of OTH in celebration of Memorial Day as requested by The Patriotic and Special Events Committee (P&SEC). Motion approved unanimously.

Request to Film at OTH

Annie Summerville made a motion, seconded by Stephen Fischer, to allow film projects to continue at OTH, as long as the following are strictly adhered to:

- a. All film projects must follow the requirements of the City of Stamford and the State of Connecticut.
- b. Arrangements are made to properly disinfect all used areas prior to and after filming.
- c. Proper insurance is arranged.

The motion was approved unanimously. Thomas Madden will provide Safe Filming Protocols that are currently being used in other cities.

Meeting Was Adjourned at 10am

Minutes respectfully submitted on May 6, 2020 by Alex Virvo

**RESOLUTION APPOINTING OFFICERS TO THE OLD TOWN HALL
REDEVELOPMENT AGENCY**

WHEREAS, Moira Lyons, Annie M. Summerville, Stephen Fisher, David Watkins and David Kooris are all of the directors (collectively, the “Directors”) of the **OLD TOWN HALL REDEVELOPMENT AGENCY** (“OTHRA”); and

WHEREAS, effective this 5th day of May 2020, the Directors find it advisable and in the best interest of OTHRA to remove all of the officers of OTHRA (Chairman, Vice-Chairman and Secretary-Treasurer) from their respective positions; and

WHEREAS, effective this 5th day of May 2020, the Directors find it advisable and in the best interest of OTHRA to appoint **David Kooris**, as Chairman, **David Watkins**, as Vice-Chairman, and **Stephen Fisher**, as Secretary-Treasurer of OTHRA.

NOW THEREFORE, BE IT RESOLVED, that, in pursuance of the power vested in OTHRA, the Directors of OTHRA do hereby waive any and all requirements that might otherwise require notice of this meeting of OTHRA and the Directors of OTHRA do hereby consent to, agree to, and adopt the following resolutions:

1. That effective the date hereof, the current officers of OTHRA (Chairman, Vice-Chairman and Secretary-Treasurer) are hereby removed from their respective positions.
2. That **David Kooris**, as Chairman, **David Watkins**, as Vice-Chairman, and **Stephen Fisher**, as Secretary-Treasurer are hereby elected to serve as the officers of OTHRA and said officers shall hold their respective offices of OTHRA until such time as either their respective successor has been duly elected and qualified or until such officer’s earlier resignation or removal.

**RESOLUTION REMOVING CERTAIN SIGNATORIES AND APPOINTING NEW
SIGNATORIES ON BANK ACCOUNTS**

WHEREAS, Moira Lyons, Annie M. Summerville, Stephen Fisher and David Watkins, David Kooris are all of the directors (collectively, the “Directors”) of the **OLD TOWN HALL REDEVELOPMENT AGENCY** (“OTHRA”); and

WHEREAS, OTHRA is the sole member of the OTH Master Tenant, LLC, a Connecticut limited liability company (the “Company”); and

WHEREAS, OTHRA and the Company maintains various bank accounts, including a Company checking account at Webster Bank (the “Webster Account”) to pay operating and other expenses; and

WHEREAS, the Directors find it advisable and in the best interest of OTHRA and the Company to appoint **David Kooris**, Director of OTHRA, **Annie M. Summerville**, Director of OTHRA, and **Stephen Fisher**, Director of OTHRA, as signatories for each and every bank account for OTHRA and the Company, including the Webster Account;

WHEREAS, the Directors find it advisable and in the best interest of OTHRA and the Company to remove **Timothy Curtain** and **James Nixon** as check signatories for each and every bank account for OTHRA and the Company, including the Webster Account; and

WHEREAS, two signatures will be required for all checks of OTHRA and the Company;
and

NOW THEREFORE, BE IT RESOLVED, that, in pursuance of the power vested in OTHRA, the Directors of OTHRA do hereby waive any and all requirements that might otherwise require notice of this meeting of OTHRA and the Directors of OTHRA do hereby consent to, agree to, and adopt the following resolutions:

1. That the Directors find it advisable and in the best interests of OTHRA and the Company to appoint **David Kooris**, Director of OTHRA, **Annie M. Summerville**, Director of OTHRA, and **Stephen Fisher**, Director of OTHRA, as signatories for each and every bank account for OTHRA and the Company, including the Webster Account.
2. That two signatures are required for all checks of OTHRA and the Company.
3. That the Directors do hereby remove **Timothy Curtin** and **James Nixon** as signatories for each and every bank account for OTHRA and the Company.
4. That **David Kooris**, Director of OTHRA, hereby is, for and on behalf of OTHRA as Manager of the Company, authorized and directed to execute, any consent resolutions which approve the removal of

Timothy Curtin and **James Nixon** as signatories for each and every bank account of the Company and approve the appointment of **David Kooris**, Director of OTHRA, **Annie M. Summerville**, Director of OTHRA, and **Stephen Fisher**, Director of OTHRA, as signatories for each and every bank account for the Company, including the Webster Account.

5. That any actions described in the foregoing resolutions that may have been taken by OTHRA or the Company prior to the approval of the foregoing resolution are hereby ratified, adopted, and approved in all respects.