

**RESOLUTION OF THE DIRECTORS OF  
OLD TOWN HALL MANAGER, INC., A CONNECTICUT CORPORATION, TO  
DISSOLVE OLD TOWN HALL MANAGER, INC.**

**WHEREAS, MOIRA LYONS, ANNIE M. SUMMERVILLE, DAVID KOORIS, DAVID WATKINS, and STEPHEN FISCHER** (collectively, the “**Directors**”), are all of the members of the Board of Directors of **OLD TOWN HALL MANAGER, INC.**, a Connecticut corporation (the “**Corporation**”); and

**WHEREAS, the CITY OF STAMFORD, OLD TOWN HALL REDEVELOPMENT AGENCY** (the “**Shareholder**”) is the sole shareholder of the Corporation; and

**WHEREAS, the Directors** desire to dissolve the Corporation;

**NOW, THEREFORE,** in accordance with the provisions of the Connecticut Business Corporation Act, as amended (the “**Act**”), and in pursuance of the power vested in the directors by virtue of such provisions and otherwise, the directors do hereby waive any and all requirements of the Act and of the Certificate of Incorporation or the Bylaws of the Corporation that might otherwise require notice of this meeting of the Board of Directors of the Corporation and the directors do hereby consent to, agree to, and adopt the following resolutions:

**BE IT RESOLVED,** the Directors have reviewed the terms and provisions of the Plan of Dissolution attached as Exhibit A hereto (the “**Plan**”), and the form of Plan is hereby approved and adopted, to be effective in accordance with the terms and conditions provided therein; and be it further

**RESOLVED,** that the Corporation be dissolved pursuant to the provisions of the Plan and the Act, and **David Kooris**, as the authorized representative of the Corporation (the “**Authorized Representative**”), is authorized and empowered to do or cause to be done all things necessary, and to take and perform or cause to be taken and performed all such acts as may be appropriate to settle the affairs of the Corporation in accordance with the Act and the Plan; and be it further

**RESOLVED,** that the Authorized Representative is hereby authorized, empowered and directed to dispose of and liquidate the assets of the Corporation as provided for by the Act and the Plan; and be it further

**RESOLVED,** that, pursuant to the provisions of the Plan and the Act, the Authorized Representative is authorized and directed on behalf of the Corporation to execute and file with the Office of the Secretary of State of the State of Connecticut a Certificate of Dissolution of the Corporation, in the form approved by the Authorized Representative and any and all documents necessary and appropriate to effectuate the terms of such Certificate and the Plan; and be it further

**RESOLVED,** that, subject to the provisions of the Plan, the Authorized Representative is authorized, empowered and directed, for and on behalf of the Corporation, to take or cause to be taken all such other or further action which such

Authorized Representative deems necessary, desirable or appropriate to carry out and consummate the intent and purposes of the foregoing resolutions and each of them; and be it further

**RESOLVED**, that any actions described in the foregoing resolutions that may have been taken by an officer or designee of the Corporation prior to the adoption of these resolutions are hereby ratified, adopted and approved in all respects.

The Corporation is hereby directed to cause this instrument, or a conformed or executed counterpart copy thereof, to be placed with the permanent records of corporate proceedings transacted by the directors and shareholders of the Corporation.

**Exhibit A**

**OLD TOWN HALL MANAGER, INC.**  
**(a Connecticut corporation)**

**PLAN OF DISSOLUTION**

**OLD TOWN HALL MANAGER, INC.**, a Connecticut corporation (the “**Corporation**”), shall be dissolved, the assets of the Corporation shall be liquidated and distributed, and its corporate existence terminated, under and in accordance with the following Plan of Dissolution (the “**Plan**”):

1. Adoption of Plan by Shareholders. The shareholders of the Corporation (the “**Shareholders**”) have approved the Plan and adopted a resolution providing for the dissolution of the Corporation, in accordance with Section 33-881 of the Connecticut Business Corporation Act, as amended (the “**Act**”). The Plan shall become effective on and as of \_\_\_\_\_, 2020 (the “**Effective Date**”).

2. Cessation of Business and Winding-Up. Upon the Effective Date, the Corporation shall cease doing business except to the extent reasonably necessary to sell and liquidate its properties, collect outstanding accounts and notes receivable, wind up its affairs, and distribute the net proceeds of any sale or property liquidation and its other assets in accordance with the Plan. Subject to the specific terms of the Plan, **David Kooris**, as authorized representative of the Corporation (the “**Authorized Representative**”) shall take and perform such acts, including the consummation and effectuation of the sale of the Corporation’s assets as he deems appropriate, and the investment of the proceeds derived from such sales, that are necessary or appropriate for the orderly adjustment and winding-up of the Corporation’s business and affairs, and for the distribution of its assets, it being the intent hereof that the complete liquidation and legal dissolution shall be completed in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended (the “**Code**”).

3. Discharge of Liabilities and Expenses and Establishment of Reserves. Prior to payment of any liquidating distribution to the Shareholders from the Corporation’s assets or the net proceeds of any sale of its assets or other funds of the Corporation, the Authorized Representative (i) shall pay or shall make adequate provision for the payment of all of the Corporation’s known and legally enforceable liabilities, and (ii) shall set aside from the funds of the Corporation such additional amount as the Authorized Representative shall determine to be reasonably necessary for the payment of all contingent liabilities and estimated costs and expenses of the liquidation, dissolution and winding up of the Corporation, including, without limitation, the reasonable compensation and expenses of the Authorized Representative who shall perform services and bear responsibility for implementation of the Plan. The Authorized Representative shall have full authority to settle any liability or obligation of the Corporation on such terms as he shall determine to be appropriate or advisable.

4. Legal Dissolution. At such time as he shall deem appropriate after the Effective Date, the Authorized Representative is authorized and empowered to do all acts necessary to cause the Corporation to be dissolved and to terminate its corporate existence pursuant to the dissolution resolution adopted by the Board of Directors and the Shareholder and in accordance with the provisions of the Act.

5. Determination of Stock Interests. The proportionate interests of the Shareholder in the assets of the Corporation remaining after the payments and set asides referred to in Section 3 hereof, as such remaining assets may exist from time to time on and after the effective date of dissolution, shall be deemed fixed upon the basis of the respective stockholdings of the Shareholder appearing of record at the close of business on the effective date of the dissolution of the Corporation. As of such date, the stock record and stock transfer books of the Corporation shall be deemed closed, and thereafter, unless such books are reopened because the Plan is terminated or abandoned, the proportionate interests of the Shareholder and the names and addresses of the Shareholder shall be deemed irrevocably fixed on the basis of the respective stockholdings of the Shareholder so appearing of record. The stock interest of each Shareholder shall be nonassignable and nontransferable. No certificates, scrip, or other tangible evidence of such interests shall be issued or distributed to the Shareholder, either before or after the surrender of their certificate(s) representing common stock of the Corporation.

6. Notice and Right to Liquidating Distributions. As soon as practicable following the effective date of the dissolution of the Corporation, the Authorized Representative shall instruct each Shareholder to deliver to the Corporation the certificate or certificates representing all shares of the capital stock of the Corporation, or such other evidence of ownership of capital stock of the Corporation as the Authorized Representative shall deem appropriate, owned or held by such Shareholder as of the close of business on the effective date of the dissolution of the Corporation. As soon as practicable thereafter, the Shareholder shall prove its stock interests by delivering to the Corporation the certificate or certificates representing all shares of the capital stock of the Corporation owned or held by such Shareholder as of the close of business on the effective date of the dissolution of the Corporation.

Delivery of share certificates shall be made by the Shareholder to the Corporation for the purpose of the cancellation of such certificates, and no certificates shall be returned to the Shareholder nor otherwise reissued. The persons who are holders of record of common stock at the close of business on the effective date of the dissolution of the Corporation and who have so delivered their certificate or certificates to the Corporation, shall be entitled to receive amounts distributable to them as a Shareholder in accordance with the Plan; provided that, in the discretion of the Authorized Representative and subject to such conditions as the Authorized Representative may establish for the protection of the Corporation, its directors and the Shareholders, one or more liquidation distributions (including the final distribution) may be made to the Shareholders prior to their surrender and the cancellation of the certificates representing their shares.

7. Distribution to Shareholder. All assets and properties available for distribution shall be distributed by the Corporation to those Shareholders who have proven their stock interests as provided in Section 6 and Subsection 6.01 hereof or as the Authorized Representative may otherwise determine. The Shareholder shall be entitled to receive property and/or cash in proportion with their interests. No Shareholder shall be entitled to a pro-rata proportion of any asset distributed or distributable. The Authorized Representative may assent, authorize and implement the distribution to a Shareholder of a disproportionate interest in any asset and the distribution of the assets of the Corporation in any manner he may deem appropriate, provided that each Shareholder receives property and/or cash with an aggregate value commensurate with the Shareholder's equity interest in the Corporation. The value of any asset shall be determined as of the date of the distribution. The Authorized Representative's determination as to valuation of any assets made in good faith shall be binding upon the Corporation and the Shareholder. Such determination shall be made in such amounts and at such times as the Authorized

Representative may determine. The distributions of assets shall be in exchange solely and in full payment for the outstanding shares of capital stock of the Corporation.

8. Final Liquidating Distribution. No final liquidating distribution of the balance of the undistributed assets and properties of the Corporation shall be made until such time after the Effective Date as (a) the Authorized Representative shall have determined that all liabilities, debts, obligations and expenses of the Corporation have been paid or adequately provided for, including contingent liabilities and expenses and all costs and expenses of administering the Plan, (b) the dissolution of the Corporation shall have become effective in accordance with the Act and the provisions of the Plan, and (c) the Corporation shall have obtained the statements from the Commissioner of Revenue Services and the administrator of the unemployment compensation law as required by Section 33-885 of the Act. Once such conditions are satisfied, the Authorized Representative or its authorized agents shall distribute, or cause to be distributed, the balance of any undistributed assets and properties of the Corporation to the Shareholder pro rata in accordance with the relative interests of all holders of common stock as determined in accordance with Section 5 hereof.

9. Power of the Board of Directors. Subject to the specific terms of the Plan, the Authorized Representative shall have authority to do or authorize to be done, or cause to be done, any and all acts and things provided for in the Plan, and any and all other or further acts and things as the Authorized Representative or the Board of Directors, or both, may consider necessary, desirable or appropriate to carry out, effectuate and validate the orderly winding up and liquidation of the Corporation and the distribution of the assets of the Corporation in accordance with the terms and purposes of the Plan, including the creation and funding of any appropriate liquidating accounts, funds or trust, the establishment of one or more brokerage or custodial accounts or arrangements with banks or securities brokers and dealers for the interim investment and reinvestment of funds of the Corporation, and the execution and filing of all applications, consents, certificates, elections, returns, reports and other documents or papers which may be necessary to or appropriate for implementation of the Plan.

Without limiting the foregoing, the Authorized Representative shall act as liquidating agent for the Corporation, to collect, assemble and liquidate the assets and properties of the Corporation in winding up its affairs, to collect outstanding accounts and notes receivable of the Corporation and to make interim and final liquidating distributions to the Shareholder. The reasonable compensation and reimbursement of expenses of the Authorized Representative as liquidating agent shall be such as are approved by the Board of Directors and shall be paid from the funds of the Corporation.

The Board of Directors may authorize such variations from or effect such amendments to the provisions of the Plan as may be necessary or appropriate to carry out the purposes thereof, including the termination of the corporate existence of the Corporation through its legal dissolution in accordance with the Act and the distribution of the Corporation's net assets to which the Shareholder may be entitled in accordance with the provisions of the Plan.

The death, resignation, removal or the other disability of any director or officer of the Corporation shall not impair the authority of the surviving or remaining directors or officers to exercise any of the powers provided for in the Plan. Upon the occurrence of any such death, resignation, removal or other disability, the surviving or remaining directors shall have authority to fill such vacancy or vacancies so created, provided that the failure to fill such vacancy or

vacancies shall not impair the authority of the surviving or remaining directors or officers to exercise any of the powers provided for in the Plan.

10. Effective Date of Dissolution. At such time as the Authorized Representative executes and files a Certificate of Dissolution to be made, executed and filed in accordance with Section 33-882 of the Act, the legal dissolution of the Corporation shall for all purposes become effective in accordance with the provisions of the Plan and the Act.

11. Termination of the Plan. Notwithstanding that the Plan may have been approved by the Shareholder and shall have become effective, or that the Authorized Representative may have undertaken its liquidation and dissolution in accordance with the provisions of the Plan and the Act, the Board of Directors may, in its exclusive discretion and without further action by or prior notification to the Shareholder, terminate and abandon the Plan and direct that no further action be taken to carry it into effect.

12. Effect of the Plan as Bylaw Amendment. All of the foregoing provisions of the Plan shall, on and after the Effective Date, be construed as an amendment to and as integral parts of the bylaws of the Corporation (the “**Bylaws**”). As so incorporated in the Bylaws, the Plan and each of the provisions thereof shall be subject and entitled to the same implementation or enforcement to which any other terms of the Corporation’s Bylaws are entitled under applicable law.