

**RESOLUTION OF  
THE BOARD OF COMMISSIONERS OF  
THE HOUSING AUTHORITY OF THE CITY OF BRIDGEPORT  
RESOLUTION NO. 06-07-16-64**

**SPECIAL MEETING: June 7, 2016**

RESOLUTION ACKNOWLEDGING AND TO THE EXTENT NECESSARY  
AUTHORIZING BALDWIN HOLDINGS, INC. TO ENTER INTO AN OPERATING  
AGREEMENT WITH CRESCENT CROSSINGS 1B GP, LLC FOR THE OPERATION AND  
MANAGEMENT OF CRESCENT CROSSING 1B, LLC

Factual Content Certified

Approved:

Resolution Reviewed  
Berchem, Moses & Devlin, P.C.  
General Counsel

By: \_\_\_\_\_  
James Slaughter  
Director of Planning,  
Redevelopment &  
Modernization

By: \_\_\_\_\_  
George L. Byers  
Secretary/Executive  
Director

By: \_\_\_\_\_  
Rolan Joni Young Smith, Esq.  
A Senior Partner

Commissioner Stack submitted the following Resolution:

WHEREAS, Baldwin Holdings, Inc. (the "Corporation") has determined that it is in the best interest of the Corporation to, together with Crescent Crossings 1B GP, LLC (the "Managing Member"), form a limited liability company to undertake certain real estate development activities beneficial to the Corporation, the Housing Authority of the City of Bridgeport (the "Authority"), the Authority's residents and the residents of the City of Bridgeport; and

WHEREAS, the Managing Member directed its counsel, Berkowitz, Trager & Trager, LLC, ("BTT") to take such steps as necessary and appropriate to form such limited liability company as aforesaid; and

WHEREAS, BTT, in consultation with the Managing Member, has caused the formation of the limited liability company named Crescent Crossings 1B, LLC ("Crescent Crossings 1B"), with the Corporation acting as a member of Crescent Crossings 1B, for the purpose of, *inter alia*, acquiring and developing Unit 1B of Crescent Crossing Condominium; and

WHEREAS, the Corporation desires to enter into an Operating Agreement with Managing Member to (i) admit the Corporation and Managing Member as members of Crescent Crossings 1B and (ii) set forth the provisions pursuant to which Crescent Crossings 1B will be governed; and

WHEREAS, the Authority desires to acknowledge and, to the extent necessary, authorize the aforesaid actions of the Corporation.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF BRIDGEPORT THAT:

1. All actions taken by Baldwin Holdings, Inc. for the formation of Crescent Crossings 1B, LLC, as aforesaid, including but not limited to the execution and delivery of the Operating Agreement in form and substance substantially as set forth in Exhibit A attached hereto, be and hereby are acknowledged, and to the extent necessary, authorized; and
2. The Secretary- Executive Director be and hereby is authorized, empowered and directed to take any and all such action necessary, ancillary and incidental thereto to fulfill the foregoing purpose(s); and
3. This Resolution shall take effect immediately.

Commissioner Nightingale seconded the motion.

BOARD OF COMMISSIONERS VOTE OF FINAL PASSAGE					
X – INDICATES VOTE					
COMMISSIONERS	AYE	NAY	NOT PRESENT	NOT VOTING	ABSTENTION
Nieves	X				
Stack	X				
Ortiz			X		
DeJesus	X				
Nightingale	X				

I hereby certify that the above resolution was adopted by a majority of the Commissioners present at a meeting duly called at which a quorum was present, on June 7, 2016.

\_\_\_\_\_  
 George Lee Byers  
 Its Secretary/Executive Director

Date: \_\_\_\_\_

**EXHIBIT A**  
**OPERATING AGREEMENT**

**RESOLUTION OF  
THE BOARD OF COMMISSIONERS OF  
THE HOUSING AUTHORITY OF THE CITY OF BRIDGEPORT  
RESOLUTION NO. 06-07-16-63**

**SPECIAL MEETING: June 7, 2016**

RESOLUTION AUTHORIZING THE ACCEPTANCE OF ONE OR MORE GRANTS AND/OR LOANS FROM BALDWIN HOLDINGS, INC., IN THE APPROXIMATE AMOUNT OF \$2,000,000.00 FOR CERTAIN SITE, INFRASTRUCTURE AND DEVELOPMENT WORK TO BE PERFORMED IN CONNECTION WITH THE CRESCENT CROSSING 1B PHASE OF REDEVELOPMENT OF MARINA VILLAGE

Factual Content Certified

Approved:

Resolution Reviewed

Berchem, Moses & Devlin, P.C.  
General Counsel

By: \_\_\_\_\_

James Slaughter  
Director of Planning,  
Redevelopment &  
Modernization

By: \_\_\_\_\_

George L. Byers  
Secretary/Executive  
Director

By: \_\_\_\_\_

Rolan Joni Young Smith, Esq.  
A Senior Partner

Commissioner Stack submitted the following Resolution:

WHEREAS, the Housing Authority of the City of Bridgeport (the "Authority") is the owner of a development known as Marina Village; and

WHEREAS, pursuant to the terms and conditions of that certain Co-Development Agreement for the Redevelopment of Marina Village Phases I, II, III and IV by and among the Authority, Baldwin Holdings, Inc., ("Baldwin"), Connecticut Community Renewal Associates ("Developer"), and solely for the purposes of Section 4.19 thereof, JHM Bridgeport Development, LLC, ("JHM"), and The Richman Group Development Corporation, ("Richman") dated April 15, 2014, as amended, (the "Development Agreement") the Authority has selected the Developer to redevelop the Marina Village Apartments and its surrounding neighborhood; and

WHEREAS, the redevelopment of the Marina Village Apartments will occur in multiple phases, including two phases located on land owned by the Authority which was the location of the former Farther Panik Village development and now identified as Crescent Crossings (the "Property"); and

WHEREAS, the Authority ground leased the Property to Baldwin, and Baldwin sub-ground leased the Property to Bridgeport Community Renewal Associates, LLC, a Connecticut limited liability company and affiliate of Developer ("BCRA"); and

WHEREAS, BCRA submitted the Property to a condominium, creating the Crescent Crossing Condominium (the "Condominium") pursuant to the terms and conditions of that certain Declaration of Crescent Crossings by Bridgeport Community Renewal Associates, LLC dated July 31, 2016 and recorded on the Land Records of the City of Bridgeport in Volume 9275 at Page 1, creating two condominium units known as Unit 1A, which is owned by Crescent Crossings, LLC, and Unit 1B, which is owned by the Authority; and

WHEREAS, the Development Agreement provides that Developer may provide certain infrastructure and related site work necessary to commence construction of the residential improvements to be located within Unit 1B of the Condominium as well as development services for the construction of such improvements (the "Services") to the Authority in connection with the Crescent Crossings 1B phase of the redevelopment of Marina Village; and

WHEREAS, the City of Bridgeport, in an effort to assist with the planned redevelopment of Marina Village, has agreed to make one or more grants to Baldwin in the approximate amount of \$2,000,000.00 (the "Initial City Grant") to allow Baldwin to make one or more grants or loans of such funds to the Authority to pay for the Services and certain soft and incidental costs related thereto; and

WHEREAS, the City may provide additional grant funding (the "Subsequent City Grant" and with the Initial City Grant, the "City Grant") for the development of Crescent Crossings; and

WHEREAS, the Authority has agreed to accept one or more grants and/or loans of the City Grant funds from Baldwin (the "Grant") to pay the Developer to provide the Services and to pay certain soft and incidental costs related thereto.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF BRIDGEPORT THAT:

1. The acceptance of one or more grants and/or loans of City Grant funds from Baldwin, for the purposes set forth in the recitals hereinabove, and upon the terms and conditions as the Executive Director of the Authority, in consultation with the Authority's legal counsel, determines necessary and appropriate and in the best interest of the Authority, be and hereby is authorized and directed; and
2. The Executive Director of the Authority be and hereby is authorized, empowered and directed to cause to be prepared, and to execute and deliver to Baldwin such applications, grant and/or loan agreements and other agreements, documents and instruments as he determines necessary to fulfill the foregoing purposes, and to take any and all such actions necessary and appropriate and/or incidental thereto to fulfill the foregoing purposes; and
3. The Authority is authorized to open a bank account with Webster Bank, N.A. (the "Bank Account") and George Lee Byers, as Executive Director and Dulce Nieves, Chair of the Board of Commissioner of the Authority, respectively, are each hereby appointed to serve as signatories to the Bank Account and to deposit therein the proceeds of the Grant; and

4. The Executive Director be and hereby is authorized, empowered and directed to expend all or any portion of the Grant consistent with the purposes of this Resolution; and
5. The Authority is hereby authorized, empowered and directed to take any and all such action necessary, ancillary and incidental thereto to effectuate the purpose and intent of this Resolution; and
6. The Executive Director be and hereby is authorized, empowered and directed to take any all steps necessary to negotiate, execute, deliver, and accept the delivery of such documents, agreements and instruments as necessary to effectuate the purpose and intent of this Resolution, on such terms and conditions as the Executive Director, in consultation with legal counsel, determines necessary and appropriate and in the best interests of the Authority; and
7. The Executive Director be and hereby is authorized, empowered and directed to execute and deliver any other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution and any and all funding and closing documents required to effectuate the foregoing purposes; and
8. The Executive Director be and hereby is authorized, empowered and directed to take any and all such action necessary, ancillary and incidental thereto to fulfill the foregoing purpose(s); and
9. This Resolution shall take effect immediately.

Commissioner Nightingale seconded the motion.

<b>BOARD OF COMMISSIONERS VOTE OF FINAL PASSAGE</b>					
X – INDICATES VOTE					
COMMISSIONERS	AYE	NAY	NOT PRESENT	NOT VOTING	ABSTENTION
Nieves	X				
Stack, Jr.	X				
Ortiz			X		
DeJesus	X				
Nightingale	X				

I hereby certify that the above resolution was adopted by a majority of the Commissioners present at a meeting duly called at which a quorum was present, on June 7, 2016.

\_\_\_\_\_  
George Lee Byers  
Its Secretary/Executive Director

Date: \_\_\_\_\_

**RESOLUTION OF  
THE BOARD OF COMMISSIONERS OF  
THE HOUSING AUTHORITY OF THE CITY OF BRIDGEPORT  
RESOLUTION NO. 06-07-16-62**

**SPECIAL MEETING: June 7, 2016**

RESOLUTION AUTHORIZING (I) A SITE ACCESS AGREEMENT WITH CONNECTICUT COMMUNITY RENEWAL ASSOCIATES, LLC FOR CERTAIN DEMOLITION AND ENVIRONMENTAL REMEDIATION WORK TO BE PERFORMED IN CONNECTION WITH THE CRESCENT CROSSING 1B PHASE OF THE REDEVELOPMENT OF MARINA VILLAGE AND (II) CERTAIN ACTS IN CONNECTION THEREWITH

Factual Content Certified

Approved:

Resolution Reviewed

Berchem, Moses & Devlin, P.C.  
General Counsel

By: \_\_\_\_\_

James Slaughter  
Director of Planning,  
Redevelopment &  
Modernization

By: \_\_\_\_\_

George L. Byers  
Secretary/Executive  
Director

By: \_\_\_\_\_

Rolan Joni Young Smith, Esq.  
A Senior Partner

Commissioner Stack submitted the following Resolution:

WHEREAS, the Housing Authority of the City of Bridgeport (the "Authority") is the owner of a development known as Marina Village; and

WHEREAS, pursuant to the terms and conditions of that certain Co-Development Agreement for the Redevelopment of Marina Village Phases I, II, III and IV by and among the Authority, Baldwin Holdings, Inc. ("Baldwin"), and Connecticut Community Renewal Associates, LLC ("Developer"), and solely for purposes of section 4.19 thereof, The Richman Group Development Corporation, ("Richman"), and Crescent Crossings, LLC dated April 15, 2014, as amended (the "Redevelopment Agreement"), the Authority selected Developer to assist in the revitalization of the Marina Village Apartments and its surrounding neighborhood; and

WHEREAS, the redevelopment of the Marina Village apartments will occur in multiple phases, including two phases located on land owned by the Authority which was the location of the former Farther Panik Village development and now identified as Crescent Crossings (the "Property"); and

WHEREAS, the Authority ground leased the Property to Baldwin, and Baldwin sub-ground leased the Property to Bridgeport Community Renewal Associates, LLC, a Connecticut limited liability company and affiliate of Developer ("BCRA"); and

WHEREAS, BCRA submitted the Property to a condominium, creating the Crescent Crossing Condominium (the "Condominium") pursuant to the terms and conditions of that certain Declaration of Crescent Crossings by Bridgeport Community Renewal Associates, LLC dated July 31, 2016 and recorded on the Land Records of the City of Bridgeport in Volume 9275 at Page 1, creating two condominium units known as Unit 1A, which is owned by Crescent Crossings, LLC, and Unit 1B, which is owned by the Authority; and

WHEREAS, certain infrastructure and related site work is necessary to commence construction of the residential improvements to be located within Unit 1B of the Condominium (the "Work"); and

WHEREAS, pursuant to an Infrastructure Assistance Agreement between the State of Connecticut (the "State") and Baldwin to be executed by the State and Baldwin subsequent to the date hereof (the "Infrastructure Assistance Agreement"), the State will make a grant in the maximum principal amount of Three Million Two Hundred Seventy-Seven Thousand Nine Hundred Ninety-Two and No/100 Dollars (\$3,277,992.00) (the "DOH Grant") to Baldwin to pay the cost of the Work; and

WHEREAS, the State has consented to Baldwin retaining Developer to undertake and complete the Work; and

WHEREAS, pursuant to the terms and conditions of that certain Sitework Agreement by and between Baldwin and Developer to be executed subsequent to the date hereof (the "Sitework Agreement"), Baldwin will retain Developer to oversee and perform the Work; and

WHEREAS, the Authority has determined that it is in the best interest of the Authority to enter into a Site Access Agreement with Developer (the "Site Access Agreement") permitting the Developer and its invitees to enter upon Unit 1B for the purpose of carrying out the Work.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF BRIDGEPORT THAT:

1. The Site Access Agreement by and between the Authority and Connecticut Community Renewal Associates, LLC ("Developer") for the purposes set forth in the recitals hereinabove, in form and substance substantially as set forth in Exhibit A attached hereto, is hereby authorized; and
2. The Secretary-Executive Director be and he is hereby authorized, empowered and directed to execute and deliver the Site Access Agreement and take any and all such action necessary, ancillary and incidental thereto to fulfill the foregoing purpose(s); and
3. The Sitework Agreement by and between Baldwin and Developer, upon such terms and conditions as the President of Baldwin, in consultation with the Secretary-Executive Director of the Authority and the Authority's legal counsel, determines necessary and appropriate and in the best interests of Baldwin and the Authority, is hereby authorized; and



4. The Infrastructure Assistance Agreement by and between Baldwin and the State, and those other documents and instruments as necessary to consummate the DOH Grant transaction contemplated hereby (collectively, the "DOH Documents"), upon such terms and conditions as the President of Baldwin, in consultation with the Secretary-Executive Director of the Authority and the Authority's legal counsel, determines necessary and appropriate and in the best interests of Baldwin and the Authority, are hereby authorized; and
5. The Authority's instrumentality is hereby authorized, empowered and directed to take any and all such action necessary, ancillary and incidental thereto to effectuate the purpose and intent of this Resolution, including but not limited to, the actions set forth in each of Exhibit B-1 and B-2 attached hereto; and
6. The Secretary-Executive Director be and hereby is authorized, empowered and directed to execute and deliver any other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution and any and all funding and closing documents required to effectuate the foregoing purposes; and
7. The Secretary- Executive Director be and hereby is authorized, empowered and directed to take any and all such action necessary, ancillary and incidental thereto to fulfill the foregoing purpose(s); and
8. This Resolution shall take effect immediately.

Commissioner Nightingale seconded the motion.

<b>BOARD OF COMMISSIONERS VOTE OF FINAL PASSAGE</b>					
X – INDICATES VOTE					
COMMISSIONERS	AYE	NAY	NOT PRESENT	NOT VOTING	ABSTENTION
Nieves	X				
Stack, Jr.	X				
Ortiz			X		
DeJesus	X				
Nightingale	X				

I hereby certify that the above resolution was adopted by a majority of the Commissioners present at a meeting duly called at which a quorum was present, on June 7, 2016.

\_\_\_\_\_  
George Lee Byers  
Its Secretary/Executive Director

Date: \_\_\_\_\_

**EXHIBIT A**  
**SITE ACCESS AGREEMENT**

**EXHIBIT B-1**

**RESOLUTION OF BALDWIN HOLDINGS, INC. REGARDING THE SITEWORK  
AGREEMENT**

**EXHIBIT B-2**

**RESOLUTION OF BALDWIN HOLDINGS, INC. REGARDING THE ACCEPTANCE OF  
THE DOH GRANT**

**RESOLUTION OF  
HOUSING AUTHORITY OF THE CITY OF BRIDGEPORT  
RESOLUTION NO. 06-07-16-16**

**SPECIAL BOARD MEETING DATE: JUNE 7, 2016**

**RESOLUTION AUTHORIZING AN ASSIGNMENT AND SUBORDINATION OF THE EXISTING HOUSING AUTHORITY OF THE CITY OF BRIDGEPORT'S ("HACB") \$720,000.00 MORTGAGE AND NOTE IN CONNECTION WITH THE PROPOSED MAPLEWOOD COURT REFINANCING.**

Factual Content Certified    Approved:

Park City Communities  
In House Attorney

By: \_\_\_\_\_  
James Slaughter  
Director of Planning,  
Redevelopment &  
Modernization

By: \_\_\_\_\_  
George Lee Byers  
Secretary/Executive  
Director

By: \_\_\_\_\_  
Seon A. Bagot, Esq.

Commissioner Stack moved to untable the following resolution:

WHEREAS, Maplewood Court Limited Partnership ("Maplewood") is in the process of obtaining various financings in order to acquire and rehabilitate the development located at 434 Maplewood Avenue, Bridgeport, Connecticut (the "Development"), including, but not limited to, the ACC units (the "ACC Units") damaged during Hurricane Sandy; and

WHEREAS, the Development and the ACC Units will provide much needed affordable rental opportunities to qualified tenants from the Bridgeport area; and

WHEREAS, the Connecticut Housing Finance Authority ("CHFA") and the Department of Housing ("DOH") will provide funding for the Development (collectively, the "New Financings"), provided that HACB assigns the \$720,000 existing debt (the "Existing Debt") owed to it by Maplewood Court School Apartments Limited Partnership ("Existing Owner") to Maplewood.

WHEREAS, in connection with the assignment of the Existing Debt, and in furtherance of the New Financings, Maplewood is requesting that HACB subordinate the Existing Debt, and restructure the Existing Debt to extend the maturity date of the Existing Debt forty (40) years so as to make that maturity date co-terminus with the New Financings, and shall bear interest at a rate equal to the applicable federal rate ("AFR"); and

WHEREAS, Existing Owner is requesting HACB assign the current HAP contract and ACC contract in place to Maplewood. The current agreement obligates HACB to

give Existing Owner eight (8) project based vouchers and requires they designate eight (8) ACC units to the project to satisfy the Father Panek Agreement; and

WHEREAS, the United States Department of Housing and Urban Development (“HUD”) approval is necessary for the assignment of the current HAP contract to the new ownership entity for Maplewood Court; and

WHEREAS, MHA has committed to abide by the Regulatory and Operating Agreement attached hereto (**Attachment A**).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF BRIDGEPORT AUTHORIZE:

1. HACB consents to the assignment of the Existing Debt to Maplewood and the subordination thereof to the New Financings; and
2. HACB agrees to restructure the Existing Debt so as to extend the existing maturity date forty (40) years to make the Existing Debt co-terminus with the New Financings, and shall bear interest at a rate equal to AFR; and
3. HACB agrees to assign the current HAP contract and ACC contract in place to Maplewood; and
4. HACB agrees to submit a formal request to HUD asking to assign the current HAP contract to Maplewood, and HACB agrees to reasonably cooperate with HUD as necessary to facilitate the foregoing; and
5. The Secretary-Executive Director be and he is hereby authorized, empowered and directed to take any and all such action necessary, ancillary and incidental thereto to fulfill the foregoing purpose(s); and
6. MHA will abide by the regulatory and operating agreement attached (**Attachment A**.)
7. This resolution will take effect immediately.

Commissioner Nightingale seconded the motion to untable the resolution.

[BOARD OF COMMISSIONERS VOTE TO UNTABLE THE RESOLUTION FOLLOWS]

X – Indicate Vote    NP – Not Present    NV – Not Voting    AB - Abstention

COMMISSIONERS	AYE	NAY	NP	NV	AB
Nieves	X				
Stack	X				
Ortiz			X		
DeJesus	X				
Nightingale	X				

Commissioner Stack moved to table the resolution.

Commissioner DeJesus seconded the motion to table the resolution.

BOARD F COMMISSIONERS VOTE TO TABLE THE RESOLUTION

X – Indicate Vote    NP – Not Present    NV – Not Voting    AB - Abstention

COMMISSIONERS	AYE	NAY	NP	NV	AB
Nieves	X				
Stack	X				
Ortiz			X		
DeJesus	X				
Nightingale	X				

I hereby certify that the above resolution was tabled by a majority of the Commissioners present at a meeting duly called at which a quorum was present on June 7, 2016.

\_\_\_\_\_  
George Lee Byers  
Secretary/Executive Director

\_\_\_\_\_  
Date

**ATTACHMENT A**

**LETTER**

**[SEE ATTACHED]**

9943/7001/3475882.3