

RESOLUTION NO. _____
OF THE STAMFORD BOARD OF REPRESENTATIVES
ACCEPTING TITLE TO THE OLD TOWN HALL PROPERTY AT 175 ATLANTIC
STREET AND ASSIGNMENTS OF RELATED NOTES AND MORTGAGES IN
SATISFACTION OF DEBT OF CERTAIN NOTES AND RELEASE OF MORTGAGES
ON THAT SAME PROPERTY PURSUANT TO THE OLD TOWN HALL FINANCING
PLAN

WHEREAS, on May 1, 2006, the Board of Representatives of the City of Stamford, Connecticut approved the Ordinance Number 1055 Creating the Old Town Hall Redevelopment Agency in the City of Stamford, Connecticut (the “**City**”) to redevelop the historic Old Town Hall at 175 Atlantic Street in Stamford, Connecticut (the “**Property**”); and

WHEREAS, on September 11, 2008, the Old Town Hall Redevelopment Agency (“**OTHRA**”) approved the financing plan for the Old Town Hall Redevelopment Project (the “**Project**”) to redevelop the Property; and

WHEREAS, the financing plan required the creation of Old Town Hall QALICB, LLC (the “**QALICB**”) to oversee the rehabilitation and operation of the Project; and

WHEREAS, as part of the financing plan and pursuant to Resolution No. 3189, as amended by Resolution No. 3235, the City transferred the Property to the QALICB for a purchase price of \$4,785,588, \$2,531,208 of such purchase price paid with cash from the QALICB and the remainder of the purchase price funded with a purchase money loan from the City to the QALICB in the principal amount of \$2,254,380 (the “**Property Acquisition Loan**”); and

WHEREAS, as security for the Property Acquisition Loan, the City holds a first mortgage on the Property (the “**City Mortgage**”); and

WHEREAS, the financing plan for the Project required the creation of OTH Investment Fund, LLC (the “**Investment Fund**”) in order to aggregate moneys from the City and the New Market Tax Credit investors; and

WHEREAS, the financing plan for the Project required a loan that is presently outstanding in the principal amount of \$5,680,950.90 from the City to OTH Investment Fund, LLC (the “**Investment Fund Loan**”); and

WHEREAS, the financing plan for the Project required a loan in the principal amount of \$7,927,996.00, all of which is presently outstanding, from the Investment Fund to the QALICB (the “**QALICB Loan**”); and

WHEREAS, as security for the QALICB Loan, the Investment Fund holds a second mortgage on the Property (the “**Investment Fund Mortgage**”); and

WHEREAS, pursuant to the financing plan and as additional security for the QALICB Loan, the City maintains a Loan Reserve account with a current total amount of \$2,609,680.00 (the “**QALICB Loan Reserve**”); and

WHEREAS, pursuant to the plan of financing, the Investment Fund approved the transfer of the QALICB Loan, the Investment Fund Mortgage, and all obligations and documentation related thereto to the City in satisfaction of debt of the Investment Fund Loan (the “**Investment Fund Exchange**”); and

WHEREAS, the financing plan for the Project required construction advances in the total amount of \$3,170,802 that are presently outstanding in the aggregate principal amount of \$1,226,383.56 from the City to the QALICB (the “**Construction Loan**”); and

WHEREAS, OTHRA created Old Town Hall Manager, Inc. (the “**Manager**”), a wholly-owned for-profit subsidiary of OTHRA, to be the manager of the QALICB in order to retain control of the rehabilitation, operation, and leasing of the Project and the Property; and

WHEREAS, the financing plan for the Project required the creation of OTH Master Tenant, LLC (the “**Master Tenant**”) which entered into a lease agreement (the “**Master Lease**”) of the Property with the QALICB; and

WHEREAS, the Master Tenant subsequently entered into subleases of various portions of the Property with various subtenants (the “**Subleases**”); and

WHEREAS, the City was required to advance sums to the Master Tenant for the operation of the Property and rent due under the Master Lease to the QALICB in the total amount of \$3,684,704.14 (the “**Operating Deficit Loan**”); and

WHEREAS, the City was required to advance sums to the Manager for the payment of certain taxes in the total amount of \$81,206.94 (the “**Manager Loan**”); and

WHEREAS, pursuant to the plan of financing, the QALICB and the Master Tenant approved the mutual termination of the Master Lease (the “**Master Lease Termination**”) and the Master Tenant approved the assignment of all its right, title, and interest in the Subleases to the QALICB (the “**Sublease Assignment**”); and

WHEREAS, pursuant to the plan of financing, the QALICB approved the transfer of all its right, title, and interest in the Property to the City, including but not limited to the Subleases, as full satisfaction of the debts of the QALICB Loan, the Property Acquisition Loan, the Construction Loan, the Operating Deficit Loan, the Manager Loan, and any other outstanding debt on the records of the QALICB in favor of the City and the release of the City Mortgage and the Investment Fund Mortgage (the “**QALICB Exchange**”); and

WHEREAS, pursuant to the plan of financing, the Board of Representatives believes it is in the best interests of the City to approve the QALICB Exchange; and

WHEREAS, pursuant to the plan of financing and in exchange for the assignment of the QALICB Loan, the Investment Fund Mortgage, and all obligations and documentation related thereto, all outstanding obligations and indebtedness of the Investment Fund Loan will be satisfied pursuant to the measures authorized by this Resolution; and

WHEREAS. pursuant to the plan of financing and in exchange for all right, title and interest in the Property held by the QALICB, including but not limited to the Subleases, all outstanding obligations and indebtedness owed to the City as a result of the QALICB Loan, the Property Acquisition Loan, the Construction Loan, and any other outstanding debt on the records of the QALICB in favor of the City will be satisfied pursuant to the measures authorized by this Resolution;

NOW, THEREFORE, BE IT RESOLVED by the Board of Representatives that the Mayor or his designee is hereby authorized to accept the assignment of such notes and is hereby authorized and directed to sign all such documents to which the City is a party in order to effectuate the assignment of notes; and

BE IT FURTHER RESOLVED that the Mayor or his designee is hereby authorized to accept all right, title, and interest in the Property and is hereby authorized and directed to sign all such documents to which the City is a party in order to effectuate the transfer of title and satisfaction of aforementioned notes and satisfaction of aforementioned debts; and

BE IT FURTHER RESOLVED that, effective upon the upon the completion of measures authorized by this Resolution, the City shall release the City Mortgage and the Investment Fund Mortgage; and

BE IT FURTHER RESOLVED that effective upon the upon the completion of measures authorized by this Resolution, the QALICB Loan Reserve shall be released to the City and the Mayor or his designee is hereby authorized and directed to sign all documents to which the City is a party in order to effectuate the acceptance of the Reserve Moneys and transfer thereof to the City General Fund; and

BE IT FURTHER RESOLVED that this Resolution shall become effective upon passage.

This Resolution was on the [Consent Agenda][Voice Vote] at the Regular Meeting of the 30th Board of Representatives held on April ___, 2021.

Matthew Quinones, President
30th Board of Representatives

Susan Nabel, Clerk
30th Board of Representatives

cc: Mayor David R. Martin

Kathryn Emmett, Director of Legal Affairs
Lyda Ruijter, Town and City Clerk
Thomas Madden, Director of Economic Development