

**MANSFIELD DOWNTOWN PARTNERSHIP
BOARD OF DIRECTORS
Special Meeting
Wednesday, June 11, 2014
Center for Hellenic Studies Paideia
28 Dog Lane**

5:15 PM

MINUTES

Present: Harry Birkenruth, Tom Callahan, Mona Friedland, Matthew Hart, George Jones, Mike Kirk, Philip Lodewick, Toni Moran, Betsy Paterson, Shamim Patwa, Steve Rogers, Paul Shapiro, and Bill Simpson

Staff: Cynthia van Zelm, John Zaccaro (Partnership attorney)

1. Call to Order

Philip Lodewick called the meeting to order at 5:17 pm.

2. Review and Action on Partnership and Storrs Center Alliance Estoppel Certificates

Finance and Administration Committee Chair Tom Callahan said that in conjunction with the sale by Storrs Center Alliance (SCA) of certain commercial property, and pursuant to the Partnership's Development Agreement with SCA, both parties must establish that all conditions in that Agreement have been met.

Partnership Attorney John Zaccaro said the key questions are whether SCA is in default under the Agreement and whether the Partnership's right of first refusal applies. The proposed estoppel agreements apply only to Phase 4 (Price Chopper and MP-2 land).

Mr. Callahan said the Board had approved estoppel certificates for Phase 1A in March. The decision then by the Board was to approve the estoppel certificates as each phase is sold. The Board should expect to see requests from SCA for an estoppel certificate for Phases 1B and 1C in August and September.

Mr. Callahan made a motion to approve the Storrs Center Alliance, LLC Estoppel Certificate and the Mansfield Downtown Partnership Estoppel

Certificate for Phase 4 and to authorize Executive Director Cynthia van Zelm to sign the Board approved Partnership Estoppel Certificate. Betsy Paterson seconded the motion.

The Board discussed the effect of the transition to new ownership for most of the commercial property in Storrs Center. Mr. Callahan noted that the Partnership's role will move from being the impetus to make Storrs Center happen to managing Storrs Center. The Partnership's Strategic Plan addressed this transition and the Finance and Administration Committee has focused its last few meetings on the operations and budget for this transition. Ms. van Zelm noted that representatives from Hart Realty Advisors, who represent the buyers, and the new property management company Wilder Companies will attend the next Finance Committee meeting in June.

The Board approved the motion.

3. Adjourn

Matt Hart made a motion to adjourn. Steve Rogers seconded the motion. The motion was approved. The meeting adjourned at 5:35 pm.