

**VERMONT STATE HOUSING AUTHORITY
SPECIAL MEETING
December 8, 2022 – via ZOOM**

The meeting was called to order at 12:01 a.m. by Chair Alex Farrell; and upon roll call, the following Commissioners answered present: Cory Richardson, Vice Chair; Aaron Jones, Mary Miller, Cory Richardson, Jo Ann Troiano, Caryn Feinberg. Absent: Christopher Trombley

Staff present: Kathleen Berk, Executive Director/Secretary; Kelly Pembroke, Director of Finance & Information Systems; Susan Kuegel, Director of Property & Asset Management (arrived at 12:08 p.m.); Ellen Danahy Liptak, Director of Human Resources & Administration.

Guest: Robert DiPalma, Paul, Frank & Collins

Farrell read the following resolution to enter executive session: **"WHEREAS**, the Board needs to discuss contractual transactions and **WHEREAS**, premature general public knowledge would clearly put the Authority at a substantial disadvantage; **NOW THEREFORE**, the Board shall discuss the contractual transactions at issue in executive session."

The Board entered executive session on a motion made by Miller, seconded by Jones, and unanimously voted at 12:03 p.m.

Upon a motion by Feinberg, seconded by Troiano, the Board unanimously voted to come out of Executive Session at 12:12 p.m. with no action taken.

Ricardson moved that the attached resolution be adopted as presented. Seconded by Feinberg and voted unanimously in favor.

Meeting was adjourned at 12:13 p.m.

Respectfully submitted,



Kathleen Berk
Executive Director & Board Secretary

/edl



**VERMONT STATE HOUSING AUTHORITY
CHAIRPERSON'S CERTIFICATE
Acquisition of 13 Mobile Home Parks from Housing Foundation, Inc.**

The undersigned, Chairperson of the Board of Commissioners of Vermont State Housing Authority, a body politic and corporation and instrumentality of the State of Vermont (the "Authority"), does hereby certify that that the following resolutions were adopted by the Board of Commissioners of the Authority at a duly called and held meeting on December 8, 2022, and that they have not otherwise been modified or rescinded, and are now in full force and effect; and the same are not in contravention of or in conflict with the authorizing legislation or governing documents of the Authority, as the same may have been subsequently amended, and are in accordance therewith and pursuant thereto:

RESOLUTION NO. 1: that pursuant to the terms of the documents executed in connection with The Housing Foundation, Inc. Tax-Exempt Promissory Note, 1998 (Pooled Loan Project) (the "Tax-Exempt Note"), the Board of Commissioners hereby authorizes the Executive Director or her designee to (i) exercise the Authority's right to defease and pay the Tax-Exempt Note at or prior to maturity, (ii) negotiate, execute, and deliver all documents in furtherance of the acquisition of the thirteen mobile home parks as described in Exhibit A attached hereto, including without limitation all tax forms, consents, covenants, mortgages, and certifications; (iii) make delivery of all documents necessary to the transfers; (iv) accept delivery of all deeds and related documents; (v) pay all expenses, tax obligations, and other closing charges in connection with the transfers, and (vi) perform any pre- and post-closing obligations in connection therewith. All prior acts of the Executive Director or any other Authority employee or representative undertaken in connection with said acquisition are hereby ratified and affirmed.

Witness my hand and seal of said Authority this 8th day of December, 2022.



Alex Farrell, Chairperson
Board of Commissioners
Vermont State Housing Authority