

**HOUSING AUTHORITY OF THE TOWN OF GREENWICH**  
**Regular Meeting of the Board of Commissioners**  
**September 25, 2013**  
*Minutes of the Meeting*

The Regular Meeting of the Board of Commissioners of the Housing Authority of the Town of Greenwich was held on Wednesday, September 25, 2013, in the Community Room at Adams Garden. The Chairman, George Yankowich, called the meeting to order in public session at 5:40 p.m.

The Chairman declared that a quorum was present and directed the Assistant Secretary, Lisette Contreras, to act as secretary for the meeting.

Commissioners Present: George Yankowich, Abelardo Curdumi, James Boutelle, Angelo Pucci, Sam Romeo and Robert Simms Jr

Staff Present: Anthony Johnson, Terry Mardula, Bruno Lalaria, Penny Lore, Lisette Contreras, Andee Cantavero, John Yankowich, Ruth Young, Sardis Solano and Winston Robinson

Legal: Lou Pittocco

Public: Joan Yankowski and Cathy Landy

The Chairman welcomed new Commissioner Angelo Pucci to the Board. He stated that he has been appointed for a term of five years.

The Chairman asked for approval of the Minutes of the Regular Meeting of the Board on August 28, 2013. On a motion duly made and seconded, the Minutes were approved (Commissioners Curdumi, Pucci and Romeo abstained).

Andee Cantavero March, HATG Social Worker, gave a presentation on the functions and responsibilities of her job.

Joan Yankowski thanked HATG for the fall festival. She stated that the residents had a great time. Ms. Yankowski asked if someone from HATG and the emergency department from Town Hall can attend a resident council meeting to explain procedures in case of an emergency. The Chairman stated that he directed the Deputy Director to set up an emergency plan with the Town's Emergency Management Director, Dan Warzoha. The Deputy Director replied that he has spoken with Mr. Warzoha and he has a list of our most frail tenants. Commissioner Romeo stated that shelters are set-up and can be utilized during an emergency. Commissioner Boutelle added that residents can call TAG if they need a ride to a shelter. The Chairman suggested Ms. Yankowski invite either the Deputy Director or the Executive Director to the resident council meeting to speak about emergency preparedness. Commissioner Boutelle added that the Red Cross can also talk about emergency preparedness. The Deputy Director stated that Mr. Warzoha, during emergency conditions, gives preference to HATG developments. Commissioner Boutelle requested a list of tenants with wheelchairs and to specify if it's a regular wheelchair or electric wheelchair.

Cathy Landy thanked HATG for the new washers and dryers that will be installed next week.

## Finance Committee

The Meeting was held on September 21, 2013. In attendance were Commissioners Curdumi and Yankowich, the Executive Director, the Finance Director, Russell Phillips and Matt Quinn from CohnReznick. Commissioner Curdumi reported that the 2012 audit was reviewed. The audit opinion was clear, unqualified and there were no findings. HATG qualified as a low risk auditee. The Finance Director stated that he has to submit the final draft to HUD. Once the audit has been submitted to HUD, it will be issued to the public.

The Chairman explained the process off approval by stating that the Finance Committee approves the audit and presents it to the Board. The Board then approves it as recommended by the Finance Committee. The Chairman added that the audit will be posted on the website in a few days.

The Chairman summarized the ongoing process of the Parsonage Cottage Loan Forgiveness. At the latest meeting, the BET full committee postponed the vote and set up a committee. The issue is on the agenda for the October 9<sup>th</sup> meeting. Some of the members do not understand the legal documents and other members' believe that the money being paid should stay with CDBG instead of Parsonage.

## Development Committee

No Committee meeting was held.

The Chairman stated that the acceptance letter was sent to the State for the \$250,000 grant. The deadline to submit proposed projects is January 14, 2014. The Chairman asked the Executive Director if there are any projects in mind. The Executive Director replied that there are several, for instance, a fire alarm system in Wilbur Peck Court and Armstrong Court, continuing development at McKinney Terrace, boilers at Armstrong Court. The Chairman stated that the State wants a fully designed project. Commissioner Romeo added that he will be meeting with State of Connecticut Housing Commissioner, Yvonne Klein, soon.

The Executive Director stated that HATG won a Beautification Award from Greenwich Green and Clean for the garden at Town Hall Annex. The Executive Director added that he plans on doing a similar garden at Greenwich Close on the Field Point Road side of the building.

The Executive Director reported that the oversight committee of the Town approved the color for the railings at Greenwich Close. They are ready to be painted. The Development Manager stated that he has started the contract.

The Executive Director informed the Board that the contract for the paving job at Greenwich Close has been signed. The Development Manager stated that he is waiting for a work schedule.

Commissioner Curdumi inquired about the elevators at Greenwich Close. The Executive Director replied that the elevator at building 20 is complete and it is beautiful and it stops evenly at every floor. He stated that the Asset Manager at Greenwich Close did a great job at giving the tenants ample notice. Only three families in total have been relocated. The elevator at building 30 is almost complete and building 10 will be completed next month.

The Executive Director explained that there was an issue with the window work at Wilbur Peck Court and the building permit had been denied. HATG had to prove that the windows are big enough for egress. We already have approval and are now waiting on the permit to be issued.

The Chairman inquired about the air conditioner policy for the windows. The Deputy Director replied that he is working on a draft. Storage has been offered for tenants to store their air conditioners.

The Executive Director informed the Board that the building department inspected the model kitchen in Adams Garden and found that the electrical panel has to be relocated. He added that the cost for this is substantial.

#### Administrative Committee

Commissioner Boutelle stated that he met with consultants from NESC regarding the personnel study. Commissioner Boutelle explained that the next step in the study is for the Executive Director to validate the job descriptions. The job descriptions will be discussed with the employees. Then NESC will interview the employees and have them agree that the job description is accurate with their duties. Next, NESC will find comparable job descriptions to establish a salary range.

The Chairman stated that he would like to see the current evaluation form reviewed and amended by the Executive Director, Deputy Director, Finance Director and Parsonage Cottage Administrator in time for review by the Board, in time for a training session and in time for this year's review process.

#### Other Residences Committee

No meeting was held.

The Parsonage Cottage Administrator stated that the grease trap project is complete. Now the old grease traps have to be removed. The Administrator informed the Board that she will be applying for a grant to install new boilers.

#### Executive Director's Report

The Executive Director reported that Quarry Knoll II is almost complete. The Chairman suggested taking pictures of the completed project. The Executive Director replied that he will seek out a professional photographer.

Commissioner Romeo commended the Executive Director for his prompt response to emergency situations.

#### Staff Reports

The Deputy Director reported that the parking policy is working. Sergeant John Slusarz has been really helpful with after-hours parking enforcement. The parking policy at Wilbur Peck Court became effective September 1<sup>st</sup>.

The Deputy Director stated that a tenant from Armstrong Court reported illegal dumping and the police followed up on it. The Chairman inquired about a dumpster plan for Armstrong Court. The Deputy Director replied that he can look into getting better dumpsters but is not sure about installing enclosures. The Chairman directed the Deputy Director to discuss new dumpsters with the Development Manager.

The Deputy Director informed the Board that two new maintenance men were hired.

Commissioner Curdumi inquired about the vacancies at Greenwich Close. The Executive Director replied that there are two three bedroom apartments vacant.

Commissioner Boutelle inquired about the liability insurance. The Finance Director responded that he has received a quote from a broker and is waiting on another quote. The liability insurance will be effective on October 1<sup>st</sup>. The medical insurance renews on January 1<sup>st</sup>. The Finance Director informed the Board the HATG will not be affected by the new affordable care act because we have less than 50 employees; however notices were being sent out to the employees with information pertaining to the new health care.

Other/New Business

The Executive Director explained to the Board that United Way is looking into establishing a program in which volunteers help low income residents become financially acute. There are no details on how the program will work, United Way just wanted to reach out to the community to verify interest in such a program. The Chairman directed the Executive Director to meet with the Social Worker and Managers to discuss interest in the program.

The Chairman stated that the proposed changes to the By-Laws were circulated to the rest of the Board ten days in advance of this meeting. The Chairman discussed the proposed changes. Commissioner Romeo motioned to approve the changes to paragraphs three and four of the By-Laws. Commissioner Boutelle seconded and all votes were in favor. New By-Laws are attached hereto.

The Deputy Director informed the Board that he would like for the Board to approve the Agency Plan. He added that there are no changes from last year's agency plan. Commissioner Curdumi motioned to approve resolution #389. Commissioner Romeo seconded. Five votes were in favor; Commissioner Boutelle abstained.

Motion to go into Executive Session at 7:30 p.m.

Motion to come out of Executive Session at 7:35 p.m.

There being no further business to come before the Board, upon a motion duly made and seconded, the meeting was adjourned at 7:36 p.m.

Respectfully submitted by,

Lisette E. Contreras

**BY-LAWS  
of the  
Housing Authority of the Town of Greenwich**

**ARTICLE 1 – THE AUTHORITY**

**1.01. By-Laws.** These are the By-Laws of the Housing Authority of the Town of Greenwich (the “Authority”) which was established by Resolution of the Board of Selectmen of the Town of Greenwich pursuant to Connecticut General Statutes, Sec. 8-41 on June 3, 1946. These By-Laws have been adopted by the Board of Commissioners of the Authority (the “Commission”) on September 25, 2013, as a restatement of the By-Laws of the Authority adopted on April 10, 1948, and restated January 28, 2004, and February 1, 2012.

**1.02. Seal of the Authority.** The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization and the word “Connecticut”.

**1.03. Office of the Authority.** The office of the Authority shall be located within the Town of Greenwich, Connecticut, and shall be designated and may from time to time be changed by resolution adopted at any regular or special meeting of the Authority.

**ARTICLE II – THE BOARD OF COMMISSIONERS**

**2.01. The Board.** The Board shall consist of no more than seven commissioners (each a “Commissioner”) appointed by the Board of Selectmen of the Town of Greenwich (the “Selectmen”) or, in the case of tenant commissioners elected, in accordance with Sec. 8-41 of the Connecticut General Statutes. The Board shall have authority to direct all affairs of the Authority and to instruct the officers in the conduct of any business and to consummate any transaction permitted by law to the Authority. The Board may delegate any part of its authority to an officer or to a Commissioner; except when acting pursuant to such delegation, the authority of the Board shall be exercised in a meeting or, if permitted by law, by written consent in lieu of a meeting. Any Commissioner who ceases to be a resident of the Town of Greenwich is not eligible to be a Commissioner, or for any other reason becomes ineligible, shall immediately send notice to the Board that he or she is no longer eligible to serve. Upon receipt of such notice the Board shall declare a vacancy and may allow such ineligible Commissioner to remain as Commissioner until a replacement is sworn in. Any Commissioner may be removed for cause including failure to attend more than 75% of Regular and Special Meetings of the Board in any 12 month period by the procedures in CGS 8-43.

**2.01.a Tenant Commissioner.** Eligibility for Tenant Commissioner shall be determined by Section 2.01 herein, CGS 8-41 and 24CFR964.

**2.01b. Election of Tenant Commissioner.** The Authority shall send Notice to all tenant organizations and all tenants not less than sixty days before the expiration of the term of any tenant commissioner, or within 30 days of notification of resignation or ineligibility of current Tenant Commissioner. Such notice shall include the procedure for tenants to petition requesting an election. The petition requesting an election shall require 75 tenant signatures (signatures of tenants on the lease over the age of 18) to be returned to the Authority within 30 days of the date of the Notice sent to all tenants. Petition Forms will be available at the offices of the Authority.

If no petition has been received within 30 days of the notice sent to the tenants, and the Authority has recognized a *JURISDICTION WIDE TENANT ORGANIZATION*, which must have a governing board elected by all tenants (state and Federal) in accordance with HUD guidelines 964.130 etc., then the Tenant Commissioner shall be selected by the governing board of the jurisdiction wide tenant organization. If a tenant commissioner is not selected within 90 days of the initial Notice to tenants, then the Board of Selectmen make the appointment and shall consider any tenant recommended by any tenant organization in making the appointment. (REVISED February 1, 2012). There shall be one Tenant Commissioner from one of the Federal properties,

and one Tenant Commissioner from one of the non- Federal properties.(Added September 25, 2013)

**2.02 Chairman** The Board shall elect one of its Commissioners to serve as Chairman by action of the Board which action shall fill a vacancy or confirm or replace the then current Chairman, as the case may be. The Chairman shall preside at all meetings of the Authority. When required by law or by the practice of the agencies of the state or federal government with which the Authority deals, the Chairman shall sign contracts, reports, certificates and other written submissions or undertakings of the Authority. The Chairman shall direct the preparation of the agenda for each meeting and shall determine the sequence and duration of consideration of matters presented. The Chairman or delegate of the Chairman shall represent and act for the Authority in dealings with the Board of Selectmen and other town departments, government agencies, or other outside groups The term of the Chairman shall be three years from the date of election.

**2.03. Vice Chairman** The Board shall elect one of the Commissioners to serve as Vice Chairman by action of the Board which action shall fill a vacancy or confirm or replace the then current Vice Chairman, as the case may be. The Vice Chairman shall perform duties of the Chairman in the absence or incapacity of the Chairman and in case of a vacancy in the office of the Chairman. The term of the Chairman shall be three years from the date of election.

**2.04. Committees** There shall be a Finance Committee of the Board and a Development Committee of the Board which shall be standing committees. The Board may by resolution from time to time designate other committees and may, in its designation, constitute such additional committees either as standing or *ad hoc* committees and shall prescribe their duties and function and their membership. Members of committees of the Board may consist of Commissioners, officers or employees of the Authority or other persons not associated with the Authority, as the Board shall prescribe.

**2.05 Finance Committee.** The Finance Committee shall be appointed by the Board at each Annual Meeting or at any regular or special meeting of the Board. The Finance Committee shall consist of at least two Commissioners and the Executive Director, as provided in the appointing resolution, and such resolution shall appoint one of the Commissioners to serve as chairman of the Finance Committee. The Finance Committee shall review and recommend to the Board the approval of the financial statements of the Authority and the audit, recommend to the Board the approval of control and finance procedures of the Authority, and the Finance Committee shall meet with the independent accountants to the Authority (who shall be appointed by the Board) and shall consult with and approve their audit of the financial statements of the Authority for recommendation of the audited financial statements to the Board. During or following the audit, the Finance Committee shall meet with the independent accountants to review and evaluate such accountants' recommendations for changes in the audit, control and finance procedures of the Authority.

**2.06. Development Committee.** The Development Committee shall be appointed by the Board at each Annual Meeting or at any regular or special meeting of the Board. The Development Committee shall consist of at least two Commissioners and the Executive Director, as provided in the appointing resolution, and such resolution shall appoint one of the Commissioners to serve as chairman of the Development Committee. The Development Committee shall review and recommend to the Board the approval of construction, rehabilitation, maintenance and management of the housing developments and facilities of the Authority.

## **ARTICLE III – OFFICERS**

**3.01. Appointment.** The Board shall appoint officers of the Authority at each Annual Meeting or by action of the Board at any time. All officers shall serve at the pleasure of the Board, and any officer may be replaced or any vacancy may be filled by action of the Board at any time; the Board may, if it so determines, enter into a contract with an officer so long as, subject to compensation as provided or agreed, such contract may be terminated by the Board prior to the end of the term. The officers of the Authority shall be an Executive Director, a Deputy Director, a

Finance Director and a Secretary; in addition, the Board may appoint such other officers with such functions and authority and for such terms as the Board may specify in the appointing resolution. Such additional officers may include an Assistant Treasurer and an Assistant Secretary to perform any of the functions of the Finance Director or Secretary, respectively, as shall be delegated to them by the Board or by such supervising officer.

**3.02. Executive Director.** The Executive Director shall be the chief executive officer of the Authority. Subject to the direction of the Board, the Executive Director shall have full authority to direct the officers and employees of the Authority, to manage the business of the Authority and to execute the decisions of the Board. Except for such undertakings of the Authority reserved for the Chairman under Section 2.02, the Executive Director shall sign contracts, reports, certificates and other written submissions or undertakings of the Authority. The Deputy Director and the Finance Director shall report directly to the Executive Director.

**3.03. Deputy Director.** The Deputy Director shall be the chief operating officer of the Authority. Subject to the direction of the Executive Director, the Deputy Director shall manage the administration and operations of the Authority, and he shall have responsibility for maintenance of facilities owned and operated by the Authority and enforcement of the obligations of tenants and residents in such facilities. He shall assure the compliance of the Authority with legal and contractual obligations of the Authority relating to condition and operation of such facilities, performing such functions and acting with such authority as shall be delegated to him by the Executive Director or by the Board.

**3.04. Finance Director.** The Finance Director shall be the Chief Financial Officer and Treasurer of the Authority. Subject to the direction of the Executive Director, the Finance Director shall manage the financial records of the Authority and he shall direct the preparation of financial statements and financial reports of the Authority. He shall have responsibility to assure compliance of the Authority with its financial obligations and performance of its covenants and undertakings in financial contracts and to arrange loans or other financings to the Authority and manage the funds of the Authority, performing such functions and acting with such authority as shall be delegated to him by the Executive Director or by the Board.

**3.05. Secretary.** The Executive Director shall be the Secretary of the Authority. Subject to the direction of the Board, the Secretary shall act as secretary of the meeting and shall keep the minutes of each meeting of the Board and, if requested by the chairman of any committee, of the minutes of such committee, and the Secretary shall keep true copies of the minutes approved by the Board (or any committee) in the minute books of the Authority. The Secretary shall be responsible for maintenance of the files and legal records, including true copies of each contract to which the Authority is a party and true copies of any document relating to any legal proceeding in which the Authority is a party.

**3.06. Additional Officers.** Any additional officers appointed by the Board, including an Assistant Treasurer or Assistant Secretary, shall have such authority and duties as shall be conferred by the Board and, consistent with such resolution of the Board, such duties as shall be delegated by the Executive Director or the officer to which such officer reports. The Executive Director is authorized to delegate to an Assistant Secretary the function of recording minutes of any meeting of the Board or any committee.

## **ARTICLE IV – MEETINGS**

**4.01. General Provisions.** Regular meetings of the Board shall be held at such dates and times and in such places as shall be specified in a resolution of the Board. Special meetings of the Board shall be held at such dates and times and in such places as shall be designated in a notice of meeting transmitted by mail (with telephone advice of such mailing) or by personal delivery to the Commissioners and to the Executive Director at least 10 days prior to any such meeting. In the absence of specific designation of a place of meeting, the meeting shall be held in the office of the Authority.

**4.02. Annual Meeting.** Unless the Board shall by resolution or notice determine otherwise, the regular meeting held in October of each year shall be the Annual Meeting at which the Board shall appoint the officers of the Authority.

**4.03. Regular Meetings.** A regular meeting of the Board shall, unless the Board by unanimous action determines otherwise, be held at least once in each calendar month for the review of financial results and business operations of the Authority and for the transaction of any business properly coming before the Board at such meetings.

**4.04. Special Meetings.** The Chairman of the Authority may, when he deems it expedient, and shall, upon written request of two Commissioners of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the Notice. At such special meeting, no business shall be considered other than as designated in the Notice; however, if all Commissioners of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

**4.05. Quorum.** The powers of the Authority shall be vested in the Commissioners in office from time to time. Four (amended September 25, 2013) Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may meet and adjourn from time to time until a quorum is obtained. At least twelve hours' notice of the time and place of holding such adjourned meeting shall be given to all Commissioners who were not present at the meeting from which adjournment was taken. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the Commissioners present.

## **ARTICLE V – INDEMNIFICATION**

**5.01** Except for malfeasance or gross negligence, the Commissioners and the officers of the Authority shall be indemnified to the fullest extent permitted by law. This indemnity shall continue to apply to any Commissioner or officer during and after his term or service or employment with the Authority, and the benefit of this indemnity shall extend to the heirs and survivors of each indemnitee. Any indemnitee shall give notice of any claim or proceeding, or any threat of any claim or proceeding, asserting liability if the indemnitee by reason of his acts, omissions, or position as a Commissioner or officer of the Authority. From the date of such notice, the indemnitee shall be entitled to be represented by counsel to the Authority or, if either the Authority or the indemnitee determines that there might be a conflict of interest in such representation, then by counsel selected by such indemnitee, and, in either case, the Authority shall pay the reasonable legal fees and other expenses of such representation, including reimbursement for payments made by such indemnitee and such retainers and periodic payments of fees and expenses as shall be reasonable and customary in relation to the proceeding in question. In the event of a judgment or settlement to which, in the case of a settlement, the Authority has consented, the Authority shall pay directly the amount or portion of the damages, expenses, fines or other amounts assessed against an indemnitee which are within the indemnity provided herein. However, if a judicial determination has been made and becomes final that one or more indemnities are not entitled to indemnification, the indemnitee or indemnitees, as the case may be, shall reimburse the Authority for any payments made. If the Authority directs and assumes full financial responsibility for expenses, bonds and resulting liability, the indemnitee shall file and pursue and appeal against any judgment, fine or liability. If required by law or resolution of the Board, the payment of any expenses, damages, or other sums indemnified shall be made subject to the undertaking of the claiming indemnitee to reimburse the Authority in full (but without interest) for any sums paid as to which a judicial determination has been made and become final that the indemnitee is not entitled or the Authority is not permitted under law to pay such indemnified expenses. If any Commissioner shall knowingly fail to comply with the policy of the Authority on conflicts of interest set forth in Section 5.02, then such Commissioner shall not be entitled to indemnification under this section 5.01 with respect to claims or proceeding asserting liability of such Commissioner for acts, profits or benefits in relation to the conflict of interest which existed in violation of such policy.

**5.02. Conflict of Interest.** In the event that any matter comes before the Board as to which any Commissioner has a conflict of interest, that Commissioner shall disclose such conflict of interest and shall recuse himself from consideration or voting with respect to such matter. A conflict of interest shall mean any transaction of the Authority, including any acquisition of

property, employment of any individual, engagement of any company or individual, in relation to which a Commissioner or any member of the family of a Commissioner (including parents, siblings, spouse or former spouse or children or persons married to such relatives or children of such relatives) shall be a direct beneficiary. A direct beneficiary shall mean a person who shall be the subject of employment or contracting party in the transaction in question or shall be an officer, director or principal owner of a company which shall be the contracting party in the transaction in question with the Authority. A shareholder not active in a company and not having direct or indirect control of such company shall not be considered a principal owner. If a Commissioner shall disclose a potential conflict of interest, and the remaining Commissioners, following consideration in which the disclosing Commissioner is not present, shall determine by majority vote that a conflict of interest does not exist or shall be waived, then the disclosing Commissioner may participate fully in further consideration and voting on the matter in question. (REVISED February 1, 2012)

**5.03. Code of Ethics.** The Authority shall establish a Code of Ethics that will be applicable to all employees and Commissioners. Such Code of Ethics shall be adopted by the Board of Commissioners and shall appear in the Personnel Manual. (REVISED February 1, 2012)

## **ARTICLE VI - AMENDMENTS AND INTERPRETATION**

**6.01. Amendments.** These By-Laws may be amended or restated in the entirety by two thirds majority vote of the Board at a meeting held not less than ten days after delivery to each Commissioner and to the Executive Director of the draft of the proposed amendment which shall correspond in substance to the amendment adopted at such meeting. The Secretary shall, following the adoption of any amendment, be authorized and directed to prepare the text of the By-Laws as amended and the Secretary is directed to add Section 1.01 references to the date of each amendment incorporated in such text whether or not the text of any amendment includes a reference to such change of description in Section 1.01. The text of each amendment and the text of the By-Laws as amended shall be placed in the minute book of the Authority.

**6.02. Interpretation** Pronouns and adjectives used in these By-Laws in the masculine gender shall equally apply to the feminine gender without implication that the person referred to must or will be male.

**RESOLUTION #389**

**RESOLVED** that the Public Housing Authority Agency Plan for the Authority for the fiscal year commencing January 1, 2014 be, and it hereby is, approved and that the Chairman, Executive and Deputy Directors, or either of them, execute and file the Plan together with HUD Form 50075 and the PHA Certificate of Compliance with HUD in accordance with its instructions and regulations.