

THIS IS TO CERTIFY that the following is a true and attested copy of a resolution adopted by the Council of the City of Norwich at a meeting held on February 17, 2015, and that the same has not been amended or rescinded:

RESOLVED, that the accounting firm of Blum Shapiro PC be and hereby is, appointed to perform the regular general audit for the City of Norwich (including the Board of Education, Department of Public Utilities, and Community Development) for fiscal year 2014-2015.

Dated at Norwich, Connecticut this 18th day of February 2015.

ATTEST: 
Roseanne Muscarella
Assistant City Clerk

THIS IS TO CERTIFY that the following is a true and attested copy of a resolution adopted by the Council of the City of Norwich at a meeting held on February 17, 2015, and that the same has not been amended or rescinded:

WHEREAS, the City of Norwich is the owner of the property located at 193-201 Main Street known as the Reid and Hughes Building; and

WHEREAS, the City of Norwich has entered into an Option Agreement with the Norwich Community Development Corporation which Option Agreement, permits the Norwich Community Development Corporation to acquire the Reid and Hughes Building from the City of Norwich, at an agreed upon price; and

WHEREAS, the Connecticut Main Street Center with the support of the Connecticut Housing Finance Authority has offered to work with a consultant team, the Norwich Community Development Corporation and the City of Norwich and provide certain services as set forth in a proposed Memorandum of Understanding dated January 28, 2015 attached hereto as Exhibit A; and

WHEREAS, the Council of the City of Norwich finds it to be in the best interest of the City of Norwich to enter into said Memorandum of Understanding.

NOW THEREFORE BE IT RESOLVED BY THE COUNCIL OF THE CITY OF NORWICH that, acting City Manager John Bilda be and hereby is authorized and directed to enter into and execute said Memorandum of Understanding on behalf of the City of Norwich together with Mayor Deberey Hinchey as Mayor of the City of Norwich; and

BE IT FURTHER RESOLVED BY THE COUNCIL OF THE CITY OF NORWICH that, the sum of \$750.00 be and hereby is appropriated from the Mayor and Counsel Project Contingency Account 01017-81000 for payment of the fee.



Memorandum of Understanding
January 28, 2015

This is an MOU Between:

Norwich Community Development Corporation
City of Norwich
Connecticut Main Street Center

For: Come Home To Downtown
Mixed-Use Real Estate Planning Pilot Program

The building owners and the project partners agree to work together to develop a model building analysis and new strategies to help the community and property owners embrace mixed use development that will reinvigorate the downtown environment.

1) Description of Project/Overview

The Connecticut Main Street Center (CMSC) with the support of the Connecticut Housing Finance Authority (CHFA) will work with a consultant team and the building owner, the Norwich Community Development Corporation (NCDC) and the City of Norwich (City) (we understand that the City owns the building and NCDC has an option to purchase it), to provide the following services:

Community Engagement

CMSC will engage the public around downtown mixed use redevelopment, as needed.

Activities may include:

- Establishing a broad-based Advisory Team that will work directly with CMSC.
- Outreach targeted to those living or interested in living downtown.
- Public outreach meetings to engage the public directly and share program findings.

Community engagement efforts will inform how new mixed-use development will work and the form it will take downtown.

Downtown Development Audit

The development audit will identify the challenges, opportunities, impediments and assets in the community that need to be addressed to help local leadership to prepare a proactive strategy to attract development that adds economic value while reflecting the community's values. The assessment will include how well the downtown stakeholders and municipality are organized to facilitate mixed use development by analyzing:

- Regulatory environment and land use controls;
- Existing and potential levels of planning for redevelopment and development tools and incentives.

The audit will also address the community's potential to attract and support development and adaptive reuse. The resulting report will provide local leaders with a road map to put in place a comprehensive set of tools for attracting mixed use development to downtown.

Model Building Analysis

The project team will work with the building owners to analyze the Reid and Hughes building at 193-201 Main Street, Norwich and create a report that **conceptually** demonstrates how the building could be redeveloped (plans will **not** be to the detail of construction documents) to accommodate housing on **all** the upper floors and commercial uses on the ground floor. The consultants will use the regulatory review developed for the downtown development audit (previous phase of project) to identify the most practical and least expensive options to meet all code requirements. The report will be prepared not only to help the owner of the actual building studied, but also to be useful to property owners in any town with a similar building type.

The project team will develop a financial pro-forma for construction and operating costs with recommendations on how to make the project financially feasible. The team will explore potential financial resources including local institutional lending products, historic rehabilitation tax credits, tax-increment financing tools, potential state and federal resources and a tax abatement strategy.

Technical Assistance to Property Owners

The above building owner has demonstrated a desire to do the redevelopment but does not have sufficient experience with this kind of redevelopment and will benefit from support and guidance on all aspects of the redevelopment process from planning and design, to construction and financing, to marketing and managing rental property. The team will work with the owner to provide them with recommendations on how to assemble the appropriate development team which can include architects, financing professionals and construction managers. The owner will also receive advice on where to find resources to: identify, select and evaluate tenants, develop appropriate leases and manage the building safely and profitably.

Downtown Management Assistance

Just like any high performing mall, downtowns need to be managed. In many ways, it is easier to manage a mall where there is one owner who has complete control over what

tenants go where, what are the operating hours and how the mall will be managed and marketed, while downtowns have multiple property owners that all need to be coordinated. An effective downtown management program is essential for building the capacity, expertise and consensus needed to revitalize downtown.

CMSC will help the City and NCDC identify strategies to develop and enhance its downtown management function and to build capacity to attract mixed use redevelopment.

CMSC and its team are planning to complete the tasks listed above by the summer of 2015 and ask that the building owner works cooperatively with the team to meet this deadline.

2) Roles and Responsibilities of Project Partners

NCDC & the City of Norwich will:

- Ensure leadership and support from the chief elected and appointed officials.
- Provide a dedicated staff person (CHDT Liaison) who will serve as the contact for the duration of the project.
- Ensure participation of other key staff, volunteer commissioners and elected officials, as appropriate.
- Appoint a broad-based Downtown Partnership Advisory Team comprised of stakeholders representing a cross-section of the downtown interests including, but not limited to: merchants; residents; local development staff; land use boards and commissions; developers; lenders; and others having a role within the downtown community (e.g. universities, hospitals & banks). The team will provide guidance and input and serve as ambassadors to the larger community.
- Members of the advisory team should be able to meet at least two or three times throughout the duration of the program. The City will provide advisory team contact information and a location for advisory team and public meetings.
- Support community engagement efforts. Work with the teams to identify and implement appropriate strategies to engage those interested in living downtown.
- Absorb some smaller costs such as printing, copying, and meeting costs, including light food and drink, as appropriate.
- Commit in good faith to redevelop the Reid and Hughes, 193-201 Main Street, with upper floor residential units over first floor commercial uses.
- Make the building accessible to the project team and consultants as needed (with reasonable notice) to develop the Model Building Analysis.
- Provide any drawings, previous studies, reports, and related financial information including mortgage, rents, leases, etc.
- Work with the consultants to develop a realistic revitalization plan for the Reid and Hughes building.
- Put forward a good faith effort to consider opportunities and pursue revitalization of their building to the extent practical.
- Program goal is to decide whether or not to move forward to the next phase of development by May 31, 2015.
- Pay a fee of \$750 within 30 days of signing of this MOU.

CT Main Street Center & the Consultant Team will:

- Provide overall project coordination and direction.
- Serve as a liaison between the City, NCDC, the Advisory Team and the project consultants.
- Lead the community engagement effort that will lead to community support and greater understanding of the value of mixed use development downtown.
- Provide consultant services to conduct a Downtown Development Audit, Model Building Analysis and provide technical assistance to property owners. The resulting recommendations will be provided in a final report that will be shared to promote revitalization throughout the community and in other communities.
- Assist with data gathering and provide input for the consultant team on the Downtown Development Audit.
- Provide guidance to the consultant team on the Model Building Analysis and the Assistance to Property Owners.
- Review and comment on all documents/reports produced for this project.
- Provide the City and NCDC with Downtown Management Assistance. Identify ways to develop and enhance the City's downtown management function, especially related to supporting mixed use development.
- Develop a project closeout memo by the end of the summer 2015.

3) Proprietary Information and Intellectual Property. The Partners agree that all information conceived or created by the Partners during the term of the Project will be owned co-equally. Co-equal ownership means that the Partners can use the information or content developed during the term of this contract for any future purposes.

4) Hold Harmless Language. CMSC and its partners will make every effort to create a report that will result in an economically viable, mixed-use development. However, there is no way to predict what the outcomes will be and therefore CMSC and its partners cannot guarantee that the recommendations in the final report are implementable.

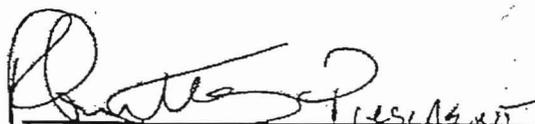
5) Termination of Agreement by Notice; Amendments. Either party may have the right to terminate the Agreement by giving written notice of such termination and specifying the effective date thereof. Notice shall be given at least thirty (30) days before the effective termination date.

6) Act of God. If an Act of God prevents either party from fulfilling any or all parts of this Agreement, neither party will be liable to the other party under this Agreement from the time and date of the Act of God. If appropriate, reasonable effort will be made by both parties to enter in to a new Agreement and complete the scope of services at a later date.

7) The Duration of Agreement. The term of this Agreement is through the summer of 2015.

The City, NDC and the Center and have executed this Agreement by their signatures as of the date indicated below.

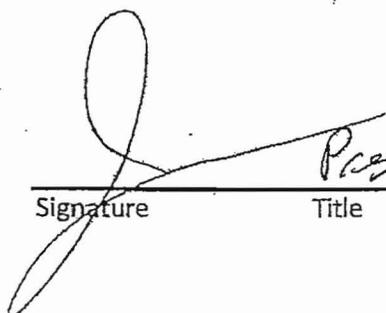
For Norwich Community Development Corporation:

	President	ROBERT B MILLS	2-4-15
Signature	Title	Printed name	Date

For City of Norwich:

_____ Signature	_____ Title	_____ Printed name	_____ Date
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For the Connecticut Main Street Center, Inc.:

	Pres & CEO	John Simone	1/28/15
Signature	Title	Printed name	Date

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Dated at Norwich, Connecticut this 17th day of February 2015.

ATTEST: 
 Roseanne Muscarella
 Assistant City Clerk