

MINUTES OF THE REGULAR MEETING
CITY OF STAMFORD, CONNECTICUT
URBAN REDEVELOPMENT COMMISSION
THURSDAY, JULY 10, 2008

1. At 6:05pm, Chairman Stephen C. Osman called the meeting to order. The following were in attendance:

Commissioners:

Stephen C. Osman, Chairman
James I. Nixon, Vice Chairman
Joel P. Mellis, Secretary/Treasurer
Robert S. Robins
Jackie Heftman

Staff:

Rachel Goldberg,
Interim Director & General Counsel
Durelle Alexander

Other:

William J. Hennessey, Legal Counsel, RBS
Frank Garigliano, Hines, VP Construction, RBS
Wesley Stout, Landscape Architect, RBS
Dave Beem, Roger Ferris & Partners, Architect, RBS
Joseph Canus, Tighe & Bond, Civil/Traffic Engineers, RBS

Commissioner Nixon made a motion to address the agenda items out of order. The motion was seconded by Commissioner Mellis and carried by unanimous vote.

6. Mill River Corridor

(b) **RBS – Review/Approve Improvements at UBS Requested by ConnDOT** - Attorney Hennessey introduced a letter from Attorney John Mallin of McCarter English, the law firm that represents UBS in connection with their property located on Washington Boulevard (copy attached as part of these official minutes). Attorney Hennessey said, “In that letter, Attorney Mallin notes that UBS is aware of our appearing before the Commission and consents to the application being submitted to request approval of the modifications to Washington Boulevard along the easterly street line, which includes property owned by UBS. Everything we are talking about tonight relates to their property [UBS], not our property [RBS].” Attorney Hennessey noted that the improvements being presented have been signed off on by the City Traffic Department, the City Engineering Department and UBS; further, that these improvements were required by the State Department of Transportation and the State Traffic Commission in order to open the RBS building as scheduled in March of 2009. Attorney Hennessey said, “Since March of 2006 when the RBS building received approval, we had been working with our neighbor UBS as well as the City Traffic Department and the State Traffic Commission. Many of their concerns were related to pedestrian safety and making sure that the added volume of people and cars on the street didn’t create conflicts. When the RBS site was being used as a commuter parking lot, there were many pedestrian conflicts. While there were marked crosswalks in a lot of places, people would tend to find their quickest way across to the train station no matter where it was. It’s a complicated set of roadway/intersections and everyone agreed something better could be done there, particularly with some 3,000 employees in the new RBS building.”

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Attorney Hennessey said, “An idea came about to try to better formalize the actual crosswalks and pedestrian connections. The central idea was to create a very well-marked grand crosswalk right opposite RBS’s front door, which is just south of where Washington Boulevard intersects with the newly aligned Richmond Hill Avenue. The most prominent feature of the new plan includes a system of high quality three-foot high bollards and chains to help guide pedestrians and minimize the opportunity of pedestrian jaywalking.” Mr. Beem showed the Board color images of the “bollard & chain” system. It was noted that where people are not supposed to cross, at mid-block connections, there will be a chain between the bollards. Where people are supposed to cross, the bollards will serve as decorative pieces, minus the chains. Attorney Hennessey concluded, “The dimension of the width of Washington Boulevard was of concern to the DOT and that affects the UBS property. When UBS was approved, they granted to the state a right-of-way for road widening so there is an easement running through their property. That’s the area we are addressing, because virtually all of the improvements take place within this existing DOT easement area – an area that runs from Division Street to just past where the cone is, on North State Street.”

Following discussion, Commissioner Nixon made a motion to approve the RBS/UBS Washington Boulevard frontage improvements as presented. The motion was seconded by Commissioner Mellis and carried by unanimous vote.

2. Approval of Minutes

(a) **June 12, 2008 Regular Meeting** – Commissioner Nixon made a motion to approve the minutes. The motion was seconded by Commissioner Mellis and carried. Commissioner Robins was not eligible to vote.

3. Correspondence

None at this time.

4. Announcements

None at this time.

6. Mill River Corridor

(c) **Grant Agreement – Review/Approve Revision to Insurance Requirements** – Chairman Osman recused himself from the discussion because he is a member of the Collaborative. Interim Director Goldberg said, “This is the Grant Agreement between the URC and the Mill River Collaborative to provide \$30,000 a year over a period of three years. We have minimum insurance requirements that were recommended to us by the City’s Risk Manager and that was what was included in the contract the Collaborative signed.”

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Interim Director Goldberg continued, “They have since learned that their coverage is too low in terms of single occurrence automobile liability and professional liability and they will need to spend \$4,000 to satisfy our requirements.” Discussion of potential liability ensued. It was the sense of the Board that the Collaborative be required to meet the URC’s insurance requirements. No action was taken.

(a) **Archstone/Re-Use Parcel 21** - Interim Director Goldberg distributed photographs from the New Haven/Hartford field trip arranged for the participants to see examples of Architect Herbert Newman’s work. The field trip participants were Commissioners Heftman and Nixon, Interim Director Goldberg, URC Design Advisor Alan Plattus, Kip Bergstrom, Archstone Vice President Daniel Doern and Herb Newman. Commissioner Heftman said, “I think the field trip was well worth doing. It helped me clarify my thinking about the site. In Hartford, we saw a building that even though it was eight stories, echoes what the building proposed for Stamford would look like. The larger size windows that we had questions about really work and give a nice look to the building. How the retail is integrated in the building is very interesting because it’s a sloped site, which ours is also. They have articulated the different ins and outs of the retail – it’s not just a straight face.” Interim Director Goldberg said, “The other thing that’s interesting is that the height from floor to ceiling is greater on the down gradient part of the hill and I don’t believe that’s the case in the project presented to us.” Commissioner Heftman said, “I still don’t think this site lends itself to a four-story building. This is a premier site in Stamford and I would prefer an eight-story building there.” Interim Director Goldberg said, “If they were able to reduce the massive feel of the building and break it up into more manageable sizes, similar to the building we saw in New Haven that was divided in two by a pedestrian bridge, it would be more attractive and effective.” Commissioner Nixon said, “This building looked a lot better taller so I asked about the differential in price of adding more floors. I didn’t get a numerical answer but Mr. Doern made it very clear that the cost per unit would go up drastically. It seems to me that our role is to keep probing until we can find something that’s four floors high on this site that looks reasonable ... and we haven’t found it yet. However, the point that Interim Director Goldberg was making about the building in New Haven with the bridge is that this four-floor building made a very different presentation and a very different use of the environment.” It was noted that there is a similar building in Stamford on Forest Street – Forest Mews. Archstone and their architectural team will incorporate comments from the June 12th expanded Committee meeting and this field trip into revisions which will be presented to the Parcel 21 Committee on July 24th.

5. Southeast Quadrant

(a) **Park Square West Phase II** – Interim Director Goldberg reported that on July 9th, together with other City officials and not-for-profit developers, she met with representatives from the HUD regional office in Hartford to talk about the use of project-based Section 8 certificates to help allow the construction of the affordable units to move forward at 20% in Phase II and possibly even accelerate the timeframe for the development of Phase III.

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Interim Director Goldberg explained, “This would be in order to take advantage of what may be an opportunity to obtain project-based section 8 certificates. For this to happen, both Phase II and Phase III must be in common ownership and they would have to start the development of the Phase III building much more quickly than they had intended.” The details are currently being explored and a follow-up meeting is planned.

(b) **Re-Use Parcel 36** – Interim Director Goldberg reported that a revised “Term Sheet” constituting the Board’s final offer was issued on July 7th, 2008. There has been no response to date.

8. Old Business

(a) **RFP for Financial Services** – Interim Director Goldberg reported that there was one response to the RFP. The Budget Committee interviewed them and raised some concerns. Interim Director Goldberg said, “My suggestion would be that I make a report to the Committee and also look at other options; i.e., possibly going forward with the people who are currently doing the work now.” A follow-up meeting will be scheduled with the Committee to discuss various alternatives.

9. New Business

None at this time.

The Chairman called for a brief recess at 7:05pm. The meeting was resumed at 7:12pm.

7. Agency Administration

(b) **Personnel Policy & By-Laws Discussion with Senator Andrew McDonald** – Commissioner Robins had suggested possible revisions/additions to the Agency’s current policies and procedures at the May 8th Commission meeting. With regard to Item IV, Compensation for Outside Activities, it was suggested that the Commission bring in someone like former Corporation Counsel Andrew McDonald or Attorney Howard Kaplan who was formerly a member of the City of Stamford’s Ethics Commission to have a conversation with the Board pertaining to issues of confidentiality and potential conflicts of interest raised by Commissioner Robins. Senator McDonald was available and agreed to discuss these questions with the Board. Interim Director Goldberg noted that Senator McDonald was Corporation Counsel for many years and some of the issues raised by Commissioner Robin’s proposal are similar to issues specifically raised with respect to attorneys in that kind of public position. Senator McDonald said, “I was asked to come and share with you my experience in City government and, in particular, the interaction between public service as an attorney for a governmental client and the other aspect as private counsel. For as long as I can remember, the City has always had a part-

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time Corporation Counsel. Frankly, that's because in the way that the government operates, you could never go out and ask a private attorney who has a substantial practice or any practice with any depth to quit that position and come to work for the City on a full-time basis. You could ... but it would cost a lot more than anybody is willing to recognize. From my perspective and from watching a lot of my predecessors in that role, it is important to find somebody who can balance a public sector legal career with a private sector practice. As I understand it, one of the issues the Commission is addressing is the extent to which a staff member who has a private practice can continue to represent or disclose those clients from an outside practice to the Commission."

Senator McDonald asked for further clarification of the issues. Commissioner Robins responded, "We are talking about full-time counsel, not part-time, and I think the issue has to do with confidential consultation on outside matters pertaining to compensated activities derived from or associated with areas connected with URC responsibilities. Specifically, no consultations or remunerated services may be undertaken that do not permit sharing this information with a member of the Board." Interim Director Goldberg said, "I don't think part-time versus full-time is relevant. When I started working here twenty-eight years ago, I was outside counsel. Ten or twelve years ago I came inside as full-time counsel at less compensation than I was making outside, with a specific agreement that I could continue to retain a much reduced private practice. A large portion of my current practice has to do with confidential studies and work that I do for other local government, primarily in the region, looking at the way in which they do many of the same things that we do. I only get some of that work because it is confidential. My concern with a policy where I would be required to identify any client is that I would lose many potential clients." Commissioner Robins said, "I think if we adopt a policy it should apply to all professional employees, not just counsel."

Senator McDonald continued, "There are some professional responsibility limitations on attorneys in Connecticut that I suspect do not always exist for other professions. In particular, Rule 1.6 (cited from the "Rules of Professional Conduct" adopted by the judges of the Superior Court governing how lawyers act) says that 'a lawyer shall not reveal information relating to representation of a client unless the client gives informed consent and disclosure is authorized in order to carry out representation'. This forms the fundamental basis of a legal engagement between a client and his or her attorney. There are clients who will come forward and seek out legal advice only on the strictest of confidences and even knowing the name of the client could disclose something. Lawyers do not and can not disclose who their clients are without their permission. Specifically, the rule I cited prohibits a lawyer from revealing information relating to the representation of a client. This prohibition also applies to disclosures by a lawyer that do not in themselves reveal protected information but could reasonably lead to the discovery of such information by a third party."

The Chairman asked, "Should the URC as fiduciaries have the right and/or the obligation to require disclosure of outside clients?" Discussion ensued.

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Commissioner Mellis asked, "Is there a conflict of interest policy for the URC?" Interim Director Goldberg responded, "We are subject to the City of Stamford's Code of Ethics."

Following further discussion, it was the sense of the Board that Commissioners Robins and Mellis revise the proposal to be voted on at the next Commission meeting.

At 8:15pm, Commissioner Nixon made a motion to go into Executive Session to discuss contract negotiations re: agenda items 5(a) & 5(b) and personnel matters re: agenda items 7(a)(i) and 7(a)(ii). The motion was seconded by Commissioner Mellis and carried by unanimous vote. Interim Director Goldberg participated in discussion pertaining to agenda items 5(a) & 5(b). Attorney Margaret Sheahan joined the meeting at 8:30pm and participated in the discussion pertaining to agenda items 7(a)(i) & 7(a)(ii). No motions were made and no votes were taken. At 9:00pm, Commissioner Nixon made a motion to return to Open Session. The motion was seconded by Commissioner Mellis and carried by unanimous vote.

Commissioner Mellis made a motion to authorize the Chairman to sign a letter terminating the employment of Gerrie Post. The motion was seconded by Commissioner Robins and carried by unanimous vote.

Attorney Sheahan left the meeting at 9:04pm.

At 9:05pm, Commissioner Nixon made a motion to return to Executive Session to discuss the details of discussions and negotiations for a new Executive Director. The motion was seconded by Commissioner Mellis and carried by unanimous vote. Interim Director Goldberg participated in the discussion. No motions were made and no votes were taken. At 9:50pm, Commissioner Heftman made a motion to return to Open Session. The motion was seconded by Commissioner Robins and carried by unanimous vote.

Commissioner Robins made a motion to offer the position of Executive Director to Kip Bergstrom, subject to completion of a satisfactory background check, as follows: (i) \$120,000/year; (ii) standard URC benefits package; (iii) at will employee; and (iv) start date – Tuesday, July 15, 2008. The motion was seconded by Commissioner Heftman and carried by unanimous vote.

At 10:00pm, Commissioner Nixon made a motion to return to Executive Session to discuss the performance of the Interim Director, Rachel Goldberg. The motion was seconded by Commissioner Mellis and carried by unanimous vote. Ms. Goldberg left the meeting and did not participate in these discussions. No motions were made and no votes were taken. At 10:25pm, Commissioner Nixon made a motion to return to Open Session. The motion was seconded by Commissioner Heftman and carried by unanimous vote. Interim Director Goldberg rejoined the meeting at 10:26pm.

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Commissioner Robins made a motion to recognize the work of the Interim Director and express the Commission's appreciation by giving her a bonus of \$10,000 (ten thousand dollars). The motion was seconded by Commissioner Heftman and carried by unanimous vote.

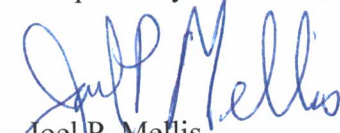
Commissioner Mellis made a motion to amend the budget to reflect the hiring offer for the Executive Director position and the bonus for Rachel Goldberg. The motion was seconded by Commissioner Heftman and carried by unanimous vote.

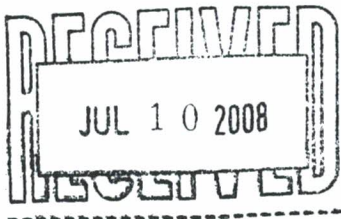
10. Adjournment

The next regular Commission meeting is scheduled for Thursday, August 14, 2008 at 6:00pm.

There being no further business before the Board, Commissioner Nixon made a motion to adjourn. The motion was carried by unanimous vote and the meeting was adjourned at 10:35pm.

Respectfully submitted,


Joel P. Mellis
Secretary/Treasurer



July 10, 2008

William J. Hennessey, Jr., Esq.
Sandak, Hennessey & Greco, LLP
707 Summer Street, 3rd Floor
Stamford, CT 06901

Re: UBS AG

Dear Bill:

John R. Mallin
Partner
T. 860.275.6728
jmallin@mccarter.com

As you know, our office represents UBS AG ("UBS") in connection with their property located on Washington Boulevard in Stamford, Connecticut. As part of our representation, we have been engaged to represent UBS in connection with the issues arising from the work that RBS Greenwich Capital Property Acquisition Corp. ("RBS") is proposing to have done to accommodate its office facility currently being built, in particular certain improvements along the easterly street line of Washington Boulevard.

McCarter & English, LLP
CityPlace I
185 Asylum Street
Hartford, CT 06103
T. 860.275.6700
F. 860.724.3397
www.mccarter.com

You have advised us that the performance of such work requires work to be completed on UBS' property associated with the widening of Washington Boulevard and that work requires the approval of the Stamford Urban Renewal Commission ("URC"). The next meeting of the URC is scheduled for July 11, 2008. Pursuant to an agreement executed in March, 2006, RBS undertook to obtain all such approvals required from governmental authorities associated with any work to be done on the UBS site in conjunction with the construction of RBS' facility. You have also been provided with copies (attached) of materials that have been submitted to the URC with regard to such work.

By this letter we are advising you on behalf of UBS that you may represent to the URC that UBS has consented to the application submitted requesting approval of the modifications to Washington Boulevard along the easterly street line, which includes property owned by UBS. Specifically, UBS and RBS have worked cooperatively to prepare the plans which comprise the submission to the URC and UBS has consented to and agreed to both the filing of the application and the nature of the improvements to be undertaken.

BOSTON

Should you have questions, please contact the undersigned.

HARTFORD

Very truly yours,

NEW YORK

John R. Mallin

NEWARK

JRM:imc

PHILADELPHIA

Enclosures

STAMFORD

cc: Mr. Michael Galle
Neal Smolar, Esq.

WILMINGTON

CITY OF STAMFORD, CONNECTICUT, URBAN REDEVELOPMENT COMMISSION

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MEETING NOTICE

The next regular meeting of the City of Stamford, Connecticut, Urban Redevelopment Commission, will be held in the Commission Offices on the 9th Floor of the Stamford Government Center, 888 Washington Boulevard, Stamford, Connecticut, on Thursday, July 10, 2008 at 6:00PM.

AGENDA:

1. Roll Call
2. Approval of Minutes
 - (a) June 12, 2008 Regular Meeting
3. Correspondence
4. Announcements
5. * Southeast Quadrant
 - (a) Park Square West Phase II
 - (b) Re-Use Parcel 36 (corner Greyrock & Main)
6. *Mill River Corridor
 - (a) Archstone/Re-Use Parcel 21
 - (b) RBS - review/approve improvements at UBS requested by ConnDOT
 - (c) Grant Agreement – review/approve revision to insurance requirements
7. *Agency Administration
 - (a) Personnel – Executive Director G. Post
 - (i) Report on discussions with Ms. Post
 - (ii) Employment Status
 - (b) Personnel Policy & By-Laws Discussion with A. McDonald
8. Old Business
9. New Business
10. Adjournment
 - (a) Discussion – Next Meeting Agenda
 - (b) Confirmation – Next Meeting Date (*August 14, 2008 at 6pm*)

****All or portions of this subject may require discussion in Executive Session.****