

**SPECIAL NHA BOARD MEETING  
MEETING MINUTES  
Monday, December 2, 2024, 10 AM**

**COMMISSIONERS:**

Reginald C. Foster  
Jim Flanagan, Vice-Chair  
Ed Scheideler, Treasurer  
Penny Kirk, Commissioner  
Janice Bennett, Commissioner

**NHA STAFF:**

Cheryl Gosmon, Exec. Director & Secretary

**Guests:**

Atty. Teresa Santalucia, Klein Hornig

Chair Foster called the meeting to order at 10:04 AM. He called the roll, and Commissioners Foster, Flanagan, Scheideler, Kirk, and Bennett reported present. He noted the presence of a quorum and of NHA Executive Director Cheryl Gosmon. He also introduced the guest for today's meeting, Attorney Teresa Santalucia, who's been advising NHA with respect to the Linden Street Redevelopment Project.

Chair Foster stated that adequate notice of this meeting has been provided by the Secretary of the Needham Housing Authority (NHA) by preparing a Public Notice dated November 26, 2024, setting forth the date, time, and place of this meeting. Said notice was filed with the Clerk of the Town of Needham and provided to people requesting it.

Chair Foster also noted for the record that this was a Virtual-Only meeting, as allowed under Chapter 107 of the Acts of 2022, "An Act Relative to Extending Certain State of Emergency Accommodations," public bodies may continue to hold meetings remotely without a quorum of the public body physically present at a meeting location as long as they provide "adequate, alternative" public access to such remote meetings.

**1. Presentation, Discussion, and Approval of Land Disposition/Development Designation Agreement**

Chair Foster recounted that on Thursday, September 5, 2024, the Board received and accepted the report of the Linden Street Development - Developer Partner Proposal Selection Committee, recommending the proposal from AHSC Peabody Developer LLC (ADP) as the most advantageous for the NHA. The Board then unanimously awarded the engagement to and authorized the Chair, Vice-Chair, and Executive Director to negotiate the final draft of the legal agreements between NHA and ADP.

This task has been completed and the final drafts of the Land Disposition/Development Designation Agreement (LDDA) and Option to Lease Real Estate Agreements (Option) were provided the board packet for review in advance of the meeting.

Chair Foster then delivered a PowerPoint presentation describing the key elements of the agreements. He:

- Noted that the scope covered the overall redevelopment in two Phases, 1A & 1B;
- Explained the Phase 1A and Phase 1B Option to Lease Real Estate Agreements;
- Reviewed the role of each of the direct parties to the agreement;
- Cover the other referenced parties;
- Went over and explained a number of LDDA;
- Finished with an explanation of NHA's Right of First Refusal.

Following the presentation, the Commissioners discussed the terms and conditions and posed questions to Attorney Santalucia. After satisfying themselves that everything was in order, Chair Foster made a motion, which was seconded by Vice-Chair Flanagan, that the Board approve the LDDA and Option Agreements for execution. Chair Foster called for a roll-call vote:

- Chair Foster votes Aye
- Vice-Chair Flanagan votes Aye
- Treasurer Scheideler votes Aye
- Commissioner Kirk votes Aye
- Commissioner Bennett votes Aye

The motion passes unanimously 5-0.

## **2. NHA Development Corporation**

In order to effectuate the Linden Street Redevelopment Project, NHA must establish a wholly-owned 501(c)(3) subsidiary. Chair Foster referenced the set of incorporating documents that Commissioners received in their board packet for this meeting. He then delivered a PowerPoint presentation covered the following elements of the to-be-formed NHA Development Corporation (NDC):

- What is the NDC and why is it needed?
- NHC's governance and Bylaws.
- The purpose and key terms of each of the incorporating documents:
  - Article of Organization
  - Bylaws
  - Conflict of Interest Policy
  - Joint Venture Policy
  - Administrative Services Agreement
- Next Steps following approval by the Board

Following the presentation, the Commissioners discussed the various documents and posed questions to Attorney Santalucia. After satisfying themselves that everything was in order,

Chair Foster offered the following resolutions for approval, which were seconded by Vice-Chair Flanagan:

**Needham Housing Authority**  
Resolutions of the Board of Commissioners  
December 2, 2024

The Board of Commissioners of the Needham Housing Authority, a public body corporate and politic organized under the laws of the Commonwealth of Massachusetts (“NHA”), adopts the following resolution:

Resolved: That NHA hereby approves the establishment of a Type I Supporting Organization named NHA Development Corporation (“NDC”) in order to support to NHA, by fulfilling such purposes set forth in NDC’s Articles of Incorporation to be filed by the Incorporator with the Commonwealth of Massachusetts Secretary of State’s Office on or about the time hereof (“Articles”).

Resolved: In accordance with Article II of the Articles, the following commissioners of NHA shall serve as the directors of NDC until his or her successor is duly appointed:

Reginald C. Foster  
Cheryl Gosmon  
James D. Flanagan

Resolved: That Cheryl Gosmon (the “Authorized Person”) is authorized and instructed on behalf of NHA to execute and deliver any documents, instruments, and agreements necessary or desirable for the daily operations of NDC and take any other action of whatever nature as such Authorized Person deems necessary or desirable to effectuate the same.

Resolved: That all actions previously taken by any directors or officers of NHA related to any of the foregoing be and hereby are ratified and approved.

Chair Foster called a roll-call vote to approve the resolutions:

Chair Foster votes Aye  
Vice-Chair Flanagan votes Aye  
Treasurer Scheideler votes Aye  
Commissioner Kirk votes Aye  
Commissioner Bennett votes Aye

The resolutions are adopted unanimously 5-0.

### **3. Adjournment of the Meeting**

There being no further business, a motion to adjourn was made by Vice-Chair Flanagan and seconded by Commissioner Bennet. Chair Foster called for a roll-call vote to approve the adjournment of the December 2, 2024 NHA Special Board Meeting at 11:03 AM:

Chair Foster votes Aye

Vice-Chair Flanagan votes Aye

Treasurer Scheideler votes Aye

Commissioner Kirk votes Aye

Commissioner Bennett votes Aye

Respectfully submitted:

Cheryl Gosmon