

EDWARD E. MOUKAWSHER, ATTORNEY AT LAW

48 WEST ELDERKIN AVENUE
GROTON, CONNECTICUT 06340
(860) 460-0377
E-MAIL: edmouk48@gmail.com

April 30, 2022

Members of the Groton Town Council
45 Fort Hill Road
Groton, CT 06340

cc: Mr. John Burt

Delivered by email

Re: Mystic Oral School Development-Mediation with Respler Homes, LLC and Participation of "Blue Lotus"

Dear Members of the Groton Town Council:

I represent a number of residents of the Town of Groton with regard to development of the property of the Mystic Oral School, also known as the Mystic Education Center, who collectively are organized as Mystic Oral School Advocates ("MOSA"). I am writing to you on their behalf to register our deepest concern that the process for the development of the property has been completely corrupted by the course that the Town and the Exclusive Developer, Respler Homes, LLC ("Respler") have chosen to follow. The Town and Respler are purportedly engaged in the mediation process provided for in the Development Agreement to address the Town's claim that Respler is in default of its obligations under the Development Agreement.

Instead of pursuing default and termination of the Development Agreement with Respler the Town has entered mediation with Respler and a stranger to the Development Agreement, Blue Lotus Group, LLC ("Blue Lotus"), with the apparent object to substitute Blue Lotus as the Exclusive Developer and to embark on an entirely different development than the "Project" described in the Development Agreement. The Town was notified by Respler's attorney on January 25, 2022 that Respler had signed a contract for Blue Lotus to purchase all the membership interests in Respler Homes, LLC and two additional parcels owned by Respler which are related to the "Project". The Development Agreement prohibits a transfer of Respler's interest in the property prior to Substantial

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Completion of Phase I of the Developer Improvements under the Development Plan. (Article 11) Needless to say, inasmuch as Respler has not commenced, let alone completed any improvements to the property, there can be no transfer of its interest in the property to anyone.

It is beyond comprehension that the Town is now engaged in a process that effectively will allow Respler to select the Exclusive Developer of the property. The Development Agreement forbids it. The criminal background of its principal and the lack of good faith exhibited by Respler in meeting the requirements of the Development Agreement also should deter the Town from this process. Even further, the Town not only has abandoned the terms of the Development Agreement, but it has also abandoned the most logical, appropriate and legal process of seeking a new developer and project through a request for proposals, which, however flawed the execution, was the process the State and the Town chose at the outset. This process masquerading as "mediation" is nothing more than an effort to save face by the Town from a fiasco of its own design.

The absurdity and recklessness of the Town's actions could not be made plainer by a letter sent on April 22, 2022 to Jeffrey Respler and Respler Homes, LLC from David Lehman, Commissioner of the Department of Economic and Community Development, a copy of which is attached. In the letter Commissioner Lehman says that it has come to his attention that Respler is exploring a buyout with Blue Lotus Group which is advertising a project that is a significant departure from the Respler proposal. The Commissioner points out that Respler was selected as the developer of the project after an RFP and approval process required by Public Act 15-193. This approval process includes the approvals of the State Properties Review Board, the Office of Policy and Management and the Department of Administrative Services. The Commissioner states:

At this point, we are concerned that those entities may not accept a new set of principals and a project not reviewed or vetted through the RFP process when and if approval is sought. Notably, Public Act 15-193 requires the Department of Community Development to solicit and review proposals from companies interested in purchasing state-owned or formerly state-owned properties placed on a priority list. Respler Homes' proposal was reviewed and selected accordingly.

The cited provisions of the law should not come as a surprise to the Town. We request the Town Council to direct the Town Manager and attorneys representing the Town to

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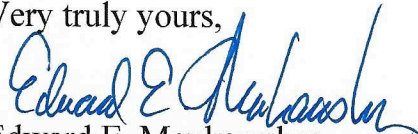
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cease their dalliance with Blue Lotus Group and any other entities as a substitute for Respler and confine their efforts to Respler's default and termination.

As councilors you should also be concerned that these "mediation" sessions are being conducted in secret, both from you and the public, ostensibly under Article 12 of the Development Agreement. First, it should be pointed out that public officials cannot, by contract with another party, exempt themselves from the Freedom of Information Act (FOIA). Secondly, any claim under the Development Agreement, that these "mediations" are "compromise and settlement negotiations" between Respler and the Town have been waived by the participation of Blue Lotus, which is not a party to the Development Agreement and stands on no greater footing than the general public. In a separate letter MOSA will be seeking the production of records and correspondence relating to these "mediation" sessions under FOIA. We request that the Town Council demand the disclosure to the Council of these same records and documents and to require that detailed minutes of these meetings be prepared and provided to the Council.

We trust that our requests will be given serious consideration by you and we would welcome engaging with the Council in further dialogue on these matters. Thank you for your efforts on behalf of the citizens of Groton.

Very truly yours,



Edward E. Moukawsher

