

Preservation Connecticut
Board of Trustees
Via Zoom
10 March 2021

MINUTES

Members present. Sara Bronin, Deb Cohen, Ed Gerber, Ellen Gould, Henry Griggs, John Harrington, Garrett Heher, Charlie Janson, Garry Leonard, Regan Miner, Cathy Osten, James Quinn, Cristina Ross, Caroline Sloat, Peter Stockman, Bob Tierney, Greg Waterman, Jonathan Wharton, Rick Wies

Staff present. Mike Forino, Kristen Hopewood, Jane Montanaro, Brad Schide, Jordan Sorensen, Renée Tribert, Stacey Vairo, Chris Wigren

The chair called the meeting to order at 2.06 p.m.

Minutes. Two corrections were noted: page 2, paragraph 4, 'it is now possible for members to sign up for automatic membership renewals...' and page 2, Stewardship—Circuit Riders, line 4, 'in hopes of preventing a lawsuit...' On a motion by Bob Tierney seconded by Peter Stockman, the minutes were approved as corrected.

Chair's report. Caroline Sloat thanked trustees and staff for their work and wished everyone a happy Preservation Action week.

Legislative update. Cathy Osten reported on two bills introduced in the General Assembly. HR 5757, to establish a state revolving fund, has not had a hearing and appears to be going nowhere. HR 6547, to establish a working group regarding preservation, had a hearing and will likely head on to the committee. Jane Montanaro and the State Historic Preservation Office both submitted testimony in favor. Cathy will work to get the bill on the calendar for a vote. She commented that it has been a difficult year for legislation, with the complications of working by Zoom.

Sara Bronin reported that SB 1024 had been introduced to enact recommendations for zoning reform proposed by Desegregate Connecticut. She noted that some of the recommendations are consistent with preservation practice, such as allowing traditional housing patterns of development in downtown and Mains Street areas.

Charlie Janson reported on advocacy week activities related to Congress. He has participated or will participate in calls with the offices of Reps. DeLauro and Himes and Senator Murphy. Rep. DeLauro is in a particularly important position, as the new chair of the Appropriations Committee; members of her staff were concerned about the effect of environmental review process on upcoming infrastructure projects. Sara Bronin noted that three of the Biden administration's emphases—high-speed rail, sustainable energy measures, and housing—will entail Section 106 reviews, and preservationists will need not to be seen as obstructive.

Executive Director. Jane reported on the lawsuit over PCT's tax act consulting on the rehabilitation of two schools in Bristol. The developer claims that we did not relay conditions put on Park Service approvals for one school, resulting in a loss of tax credits for the project. In fact, the conditions were communicated; Jane and staff are working with attorneys on a response, probably in early April.

Governance. Looking to the annual meeting in April, a list of board classes was circulated for review and verification. The committee hopes to have two candidates for new members for the meeting or soon thereafter.

Finance. Peter Stockman reported that PCT had a clean audit. The results were delayed while considering how to report tax credit voucher loans. Financial reports show the organization to be in good shape, thanks in part to Covid-related reductions in some expenses. Investments similarly are in good shape; the endowment benefited from the rise in the markets at the end of 2020.

Jane reported that the final payment on the first mortgage on the Boarding House was paid off in February. There is a second mortgage, with no payment due until the building is sold.

Stewardship. Ed Gerber announced that the State Historic Preservation Office approved a grant of \$20,000 for painting the Boarding House. Once the grant contract is signed, the project can go out to bid.

Ed and Chris Wigren reported that a subcommittee met with the prospective buyer of the Hoyt-Burwell-Morse house (an easement property) in New Canaan. The buyer hopes to construct a new main house behind the historic house. Revisions to the design are underway, along with paperwork for tax-credit rehabilitation of the historic house.

Circuit Riders described some of their recent work:

Mike Forino—

- A new format was created for 1772 Foundation grants. 76 inquiries were received, 25 were invited to submit final applications, and 17 applications have come in. The number is low due to rising costs and contractor unavailability.
- Maintenance and Repair grants: pre-applications are due 1 April; 12 have already come in. Special outreach is being made to Black congregations in historic buildings.
- Mike will be monitoring easements held by the State Historic Preservation Office, beginning in April. SHPO staff have not had time to do this.

Stacey Vairo—

- Stacey is working with Mary Dunne of SHPO to advise local historic district commissions. They have met with groups from Bristol, Cheshire, Manchester, and Washington.
- The winter series of Talking about Preservation programs has wrapped up, with a variety of programs. Recordings can be watched on YouTube.

Brad Schide—

- Jane reported that Brad has been working with SHPO on a potential Environmental Protection Act case in Clinton, where a developer wants to demolish an historic house and outbuilding. The Historic Preservation Council approved referring the case to the Attorney General, and Brad is working on making a case for incorporating the house into the new development.

Development. Kristen described efforts to get sponsors for the awards program, including postcards and emails to business members of PCT. Board members may be asked to make some calls.

A discussion was held concerning a possible name for the Legacy Society. Recent bequests have come from Laura Clementsen and Edward Currie. Trustees mentioned the desire to make the society attractive, that amount needn't be the only consideration, and the concern to think of other ways of honoring major and loyal donors. The matter was referred back to the Development Committee to look at naming opportunities and criteria.

Legislative update, continued. Jordan Sorensen presented a report she has made of Delay of Demolition notices, which increased sharply in 2020. She discussed the effect of the pandemic

fueling exodus from New York, described a recent example, and noted the longstanding attempts by PCT to prevent, not merely react to, threatened demolitions. The report is posted on Blog section of the website. Trustees mentioned other factors, including lack of interest in preservation on the part of many real estate agents, and increasingly strict interpretation of FEMA guidelines along the shore.

Engagement. Deb Cohen asked how the committee could help with the upcoming awards program. Jane described plans to hold a virtual event and offer party boxes and asked for comments based on last year's program.

Jane announced that the State Historic Preservation Office approved a grant of \$175,000 to Preservation Connecticut for a survey related to Frederick Law Olmsted in Connecticut, in connection with Olmsted's 200th birthday. PCT will hire a consultant to write a context report and survey surviving sites by the Olmsted firm. An intern will help with outreach to property owners.

Jane summarized preliminary results of the Board survey:

- Most board members report an average knowledge of PCT's mission.
- Most report an average understanding of their role as trustees.
- There is a desire for Trustees to meet more often, in small groups so they can get to know each other.
- Thursday seems to be a good day for meeting.

On a motion by Ed Gerber, seconded by Greg Waterman, the meeting was adjourned at 3.46 and moved to Executive Committee.

Executive Committee

In Attendance: G. Heher, R. Wies, G. Waterman, E. Gerber, P. Stockman, C. Sloat, MJ Agostini

Staff: R. Tribert, J. Montanaro

Renee provided background and answered questions regarding the contract proposal with DEEP regarding salvage of 645 Wintergreen Avenue, Hamden.

MOTION: To approve entering contract with DEEP and subcontractor William Gould for salvage of Wintergreen Avenue House, Hamden. E. Gerber/P. Stockman. All voted in favor.

Meeting adjourned at 4:00.

Respectfully submitted,

Christopher Wigren
Deputy Director

Preservation Connecticut
Board of Trustees
9 June 2021
via Zoom

Members present: MJ Agostini, Deb Cohen, Ed Gerber, Henry Griggs, John Harrington, Garrett Heher, Garry Leonard, Regan Miner, Edith Pestana, Cristina Ross, Caroline Sloat, Elaine Stiles, Peter Stockman, Bob Tierney, Greg Waterman, Jonathan Wharton, Rick Wies

Staff present: Jane Montanaro, Mike Forino, Kristen Hopewood, Brad Schide, Jordan Sorensen, Renée Tribert, Stacey Vairo, Chris Wigren

The chair called the meeting to order at 2.06 p.m.

Minutes. On a motion by Rick Wies, seconded by Ed Gerber, the minutes of the March 2021 meeting were approved as written.

Chair's report. Caroline Sloat thanked committee members for fruitful meetings. She noted that the awards event was well received and maximized its potential, thanks to Kristen and Jordan.

Written reports—executive director. To the written report, Jane added that small award presentations are being made as recipients request. She will share dates with the Board and encourages Trustees to attend. Jane also reported on the IRS audit of the tax credit voucher program: the IRS determined that PCT still qualifies as a nonprofit organization but found that reporting of tax credit loans was deficient; that is being corrected. In addition, the IRS refunded excess payments of Federal unemployment tax.

Written reports—development. No additions to the written report.

Written reports—engagement. Elaine added that the committee had a good brainstorming session for events and membership.

Governance. Jane reported that the attorneys filed a motion to dismiss in the Bristol schools lawsuit on May 28. No ruling is expected until September. She also reported that the directors' and officers' insurance will cover fees from PCT's attorneys, rather than using attorneys chosen by the insurance company. Brad Schide suggested investigating errors and omissions coverage; Jane will follow up.

The committee recommended that in legal actions the executive director report regularly to the chair and the executive committee. Garry Leonard suggested that the entire board be informed of and approve any settlement payments.

Finance. Peter Stockman reporting.

- b. Board members are encouraged to review the Form 990 for 2020.
- c. Financial reports: Nothing unusual. Jane noted an off-budget item: \$120,000 has been set aside for legal fees. Although the Bristol schools case is being covered by insurance, there are several potential Environmental Protection Act cases pending that could require using attorneys, so the money will be left in place.
- a. Budget for FY 2021-2022. Peter remarked that the proposed budget is basically business as usual, no big changes. In response to questions, Jane said that the design and printing charge is

principally for *Preservation Connecticut News*; Rick Wies suggested offering a digital-only option. On a motion by Cristina Ross, seconded by Edith Pestana, the budget was approved as presented.

- d. Investment report was presented and briefly discussed.
- e. Reserve account. Peter presented a written proposal to consider replacing the reserve account with a standby line of credit to be used only as necessary. This could free up the current reserves (targeted at \$600,000) for mission-related uses to be determined by the staff and board. He suggested that the Finance Committee make a recommendation on whether or not to set up the line of credit in time for the September meeting. If that approach is selected, then the Board could take up the question of how to use the current reserves.

Stewardship—grants.

Mike Forino presented recommendations for the 1772 Foundation grants and PCT Maintenance and repair grants for religious organizations.

- For the 1772 Foundation grants, PCT received 87 letters of inquiry and 25 full applications. Staff recommends the following 12 projects for funding (they have been approved by 1772):
 - Pine Orchard Union Chapel Association, Branford: \$6,000 for painting
 - Adam Stanton house, Clinton: \$10,000 for roof repairs
 - Farmington Land Trust: \$10,000 for window restoration at the Wilcox-Bushley house
 - Guilford Keeping Society: \$5,000 for painting at the Thomas Griswold house
 - Connecticut Landmarks, \$9,000 for window repairs for the Isham-Terry house, Hartford
 - Hebron Historical Society, Hebron: \$2,000 for cupola repairs for the Old Town Hall
 - New Haven Museum: \$9,000 for roof repairs for the Pardee-Morris house
 - Neighborhood Housing Services of New Haven: \$10,000 for painting the Charles W. Blakeslee, jr., house
 - Keeler Tavern Museum and History Center, Ridgefield: \$9,000 for painting
 - Hotchkiss Library of Sharon: \$10,000 to repoint chimneys
 - Torrington Historical Society: \$10,000 for porch repairs to the Hotchkiss-Fyler house
 - Amity & Woodbridge Historical Society: \$10,000 for painting at the Thomas Darling house, Woodbridge
- For the Maintenance and Repair grants, PCT received 21 pre-applications; 10 congregations were invited to apply. Staff recommends 4 projects for funding:
 - South Congregational Church, New Britain: \$5,325 for roof repairs
 - Ridgebury Congregational Church, Ridgefield: \$15,000 for exterior repairs and painting
 - Calvary Episcopal Church, Stonington: \$9,000 for painting
 - First Congregational Church, Woodstock: \$15,000 for painting

On a motion by Ed Gerber, seconded by , the board ratified the 1772 Foundation grants.

On a motion by Ed Gerber, seconded by Cristina Ross, the board approved the Maintenance and Repair grants.

Stewardship—Circuit Riders. In addition to the written report, Ed Gerber noted that Mike Forino is now full-time; his hours were increased to administer preservation restrictions (i.e., easements) held by the State Historic Preservation Office. Ed also reported that Renée Tribert is currently scheduling inspections of PCT's easement properties over the summer.

Jane reported that she is preparing the application to the State Historic Preservation Office for next year's Circuit Rider grant; the SHPO would like to add funding for an archaeological consultant to work with SHPO and PCT.

Renée described salvage operations on a house in Hamden being taken down by the Department of Energy and Environmental Protection. The outcome of years of efforts to address unused historic buildings owned by DEEP, this effort is seen as a pilot that could lead to other efforts to salvage and reuse architectural elements rather than send them to the dump, and perhaps to find uses that would allow some buildings to remain in place.

Legislative. Jane reported that the budget is not likely to be approved during the regular session; instead, the General Assembly will have to come back for a special session [later note: in fact, the budget was passed before the session ended]. PCT will continue to monitor the process to protect the Community Investment Act and any possible add-ons to the budget. Two bills of note were passed and await the Governor's signature:

- HB 6542 sets up a working group to consider historic preservation measures, including a statewide revolving fund. PCT is mentioned as one member of the working group.
- HB 6107 revising land use regulations promoted by Desegregate Connecticut passed with modifications.

At 3:28 the Board went into executive session for the Executive Director's annual review.

Respectfully submitted,

Mary Jean Agostini
Secretary

MJA/cw

Preservation Connecticut
Board of Trustees
9 September 2021
via Zoom

members present: MJ Agostini, Deb Cohen, Ed Gerber, Ellen Gould, Henry Griggs, John Harrington, Garrett Heher, Garry Leonard, Regan Miner, Edith Pestana, Caroline Sloat, Peter Stockman, Bob Tierney, Greg Waterman, Jonathan Wharton, Rick Wies

staff present: Mike Forino, Kristen Hopewood, Jane Montanaro, Brad Schide, Jordan Sorensen, Renée Tribert, Stacey Vairo, Chris Wigren

The chair called the meeting to order at 2.07 p.m.

Minutes. On a motion by Bob Tierney, seconded by Garry Leonard, the minutes of the June 2021 meeting were approved as written.

Chair's report. Caroline Sloat highlighted her written report.

Written reports—executive director. Jane referred attendees to the written report.

Written reports—development and engagement committees. No additions.

Governance. Jane will send confidentiality and conflict of interest forms to Trustees to sign and return. Caroline reminded members of the need to keep board deliberations confidential.

Finance. Peter Stockman reported that the committee met but did not have a quorum so was unable to take formal action. The committee discussed the request from the developer of the Reid and Hughes building in Norwich to forgive \$45,000 of the \$150,000 loan made to the previous developer.

- a. Financial reports. Peter observed year-to-date financials are about as expected. Cash flow has been affected by delays in the payment of some State grants, with money taken from the reserve account to cover expenditures. The State payments are starting to come in. A fund is set aside for expenses related to two potential CEPA lawsuits, in Bridgewater and Norwalk.
- b. Investments continue to do well, thanks to a strong market and good management by Merrill Lynch.
- c. Operating reserve account. The committee was unable to make a recommendation about the proposal to replace the reserve account with a line of credit, freeing up reserve account moneys for mission related use. Peter will make every effort to have a quorum at the next committee meeting and a proposal to present to the Board in December.

Stewardship. Ed Gerber, chair.

- a. Boarding house repairs and maintenance. Mike Forino reported that a contractor has been selected. Bids came in below budget, making it possible to add window reglazing and storm window repairs to the project. Painting has been delayed by wet weather, but the contractors hope to start in the next week or two, and to complete the work in two to three weeks.
- b. Easements. Ed and Renée gave an update on ongoing inspections.
- c. Circuit Rider: Stamford CEPA mitigation. The Attorney General's office and State Historic Preservation Office have negotiated an agreement with BLT. BLT will donate \$100,000 for a grant fund for historic preservation, to be administered by PCT with a

local steering committee; PCT will not take an administrative fee. Grants presumably will be targeted to homeowners in the South End of Stamford.

- d. Olmsted survey. Chris Wigren reported that the consultant team will be in-state next week for an intensive week of site visits. Response from property owners has been enthusiastic, and CCSU intern Pat Wallace has gone above and beyond internship requirements to communicate with owners and coordinate visits. In addition to the survey proper, the consultants will participate in outreach efforts to U.Conn. and Connecticut College as well as high school-age groups in Bridgeport and Hartford.

Fee-for-service work. In the wake of a lawsuit over tax credit consultation by PCT for a school conversion project in Bristol, staff have been reviewing procedures and practices and considering ways to improve PCT's service offerings. Renée and Jordan described current practices and safeguards. Each project offers new learnings and results in modifications; recently staff have added contract language concerning client responsibilities, clarifying that PCT cannot guarantee approval of preservation projects by regulatory agencies, and outlining fee schedules more clearly, including a requirement that one phase of work be paid for before the next phase is begun. They requested recommendations for language covering terminations and proportional payment.

In the discussion that followed, Peter Stockman and other Trustees offered several suggestions for consideration:

- No contract, no matter how well written can completely prevent lawsuits.
- The main thing is to be clear about who will do what.
- Don't use marketing language in contracts.
- Track payments, but also track client satisfaction.
- Carry out initial risk assessment: Is the client litigious? Is the project likely to be viable?
- Clearly outline deliverables.
- Have contract attorneys review contracts.
- Get more attorneys on the Board.
- Be careful not to claim expertise you don't have.

Jane said this discussion and other measures will be recorded for use in applying for new officers' and directors' insurance.

On a motion by Peter Stockman, seconded by Ed Gerber, the meeting was adjourned at 3.42 p.m.

Respectfully submitted

Mary Jean Agostini
Secretary

MJA/cw

Preservation Connecticut
Board of Trustees
9 December 2021
via Zoom

members present: M.J. Agostini, Deb Cohen, Ed Gerber, Ellen Gould, Garry Leonard, Regan Miner, Tom Nissley, Edith Pestana, Cristina Ross, Caroline Sloat, Peter Stockman, Jonathan Wharton, Rick Wies

staff present: Jane Montanaro, Mike Forino, Kristen Hopewood, Brad Schide, Jordan Sorensen, Renée Tribert, Stacey Vairo, Chris Wigren

The chair called the meeting to order at 2.05 p.m.

Minutes. On a motion by Ed Gerber, seconded by Garry Leonard, the minutes of the meeting of 9 September 2021 were approved as written.

Chair's report. Caroline Sloat highlighted her written report.

Written reports—executive director. In addition to the written report, Jane reported that the motion to dismiss in the Bristol Enterprises suit had been argued, and the judge's decision is awaited.

Jane and Chris reported on a meeting with representatives from the University of Connecticut concerning preliminary plans for improvements to Mirror Lake and construction of a new residence hall within the University of Connecticut National Register district. The residence hall would be located on the site of one of two remaining houses from Faculty Row. U.Conn. had agreed to maintain these houses in a Memorandum of Understanding with the State Historic Preservation Office and the then-Connecticut Trust in 2017. Should a lawsuit under the Connecticut Environmental Protection Act be contemplated, it would not be possible to rely on the Attorney General's office to take the lead, since the State cannot sue itself. Staff will continue to follow this issue in conjunction with the State Historic Preservation Office and will provide updates to the Board as things develop.

Written reports—engagement committee. Jane presented the written report.

Governance committee. Candidates for nomination to the board are being interviewed for the committee to recommend. The goal is to elect a slate in the spring. Ed Gerber suggested that new Trustees be assigned a mentor to assist in orienting them.

Finance committee.

- a. Financial reports. Peter Stockman summarized: year to date is looking normal, in good shape. A drawdown of \$150,000 from the reserve account was made to cover the late-summer cash flow shortage.
- b. Investments. The market continues to go up, with PCT's investments tracking or outperforming the market.
- c. Operating reserve account. The committee has a new proposal—rather than eliminate the reserve account, the committee now recommends drawing it down to \$200,000 for immediate reserve needs and setting up a standby line of credit for larger needs should they arise. The line of credit would be secured by the endowment, so interest rate would be low. The amount above \$200,000—currently about \$400,000—could then be used for programming.
- d. Standard operating procedures. The committee further recommends changes to the SOP to reflect the changes in the reserve account, primarily to recognize the existence

of the new standby line of credit and to direct that money borrowed through the line of credit be repaid before the reserve account is reimbursed, in order to minimize interest payments.

Discussion of items c. and d. followed. Points raised included:

- Interest rates are likely to go up, increasing the cost of using a line of credit. Peter said that since PCT's investment funds are managed through Merrill we have the leverage to negotiate the most advantageous rate. In addition, the opportunity cost of letting a lot of money sit in the reserve account is high.
- In recent years, PCT has only drawn from the reserve account twice, so the need for a large sum is not great.
- Using the endowment as collateral is more attractive to lenders than using real estate.

On a motion by Peter, seconded by Garry Leonard, the Board approved the Finance committee's recommendations.

Brainstorming program ideas. Based on the above action, the Board discussed ways to use the money taken from the reserve account to enhance PCT's programs. Suggestions included:

- Purchase and resale of threatened historic properties.
- Providing endowments for easements where property owners are unable to provide the cash donation.
- Additional staffing, particularly to meet diversity and inclusion goals.
- Work on unmet goals from the strategic plan.
- Work on unmet development/communication recommendations from Vineyard Consulting.
- Reviving the HPTAG and/or VCI grant programs, or establishing some other grant program, particularly in partnership with other organizations.
- Creating an Hispanic heritage trail.
- Creating school curricula for historic preservation.
- Outreach days to local historical and preservation groups.

Staff, committees, and Board members will continue to consider ideas.

Stewardship.

- a. Boarding House repairs and maintenance. Mike Forino presented a video showing the painting and repair work done under an Historic Restoration Fund Grant from SHPO.
- b. Easements. Ed Gerber reported that no new easements were received in 2021; however, staff and the committee continue to follow some potential candidates. Renée is heading up inspections, and Mike is monitoring easements held by SHPO. Chris noted that he is working with owners of the Hoyt-Burwell-Morse house in New Canaan and the Chapel Street properties in New Haven on construction projects.
- c. Circuit Riders. Brad Schide reported on Vibrant Communities Initiative grants for the Strong School in New Haven and the Thames Street corridor in Groton.
- d. Olmsted survey. Chris provided a progress update and outlined future schedule.

The meeting was adjourned at 3.53 p.m.

Respectfully submitted,

Mary Jean Agostini, secretary

MJA/cw