

Preservation Connecticut
Board of Trustees
10 March 2022
via Zoom

Members present: Sara Bronin, Ed Gerber, Ellen Gould, Henry Griggs, John Harrington, Garry Leonard, Regan Miner, Cathy Osten, James Quinn, Cristina Ross, Caroline Sloat, Peter Stockman, Bob Tierney, Jonathan Wharton, Rick Wies

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

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

Chair's report. Caroline Sloat recommended members read the article "Rethinking monuments," in the January newsletter.

Minutes. On a motion by Ed Gerber, seconded by Bob Tierney, the minutes of the December, 2021, meeting were approved as written.

Written reports—executive director. In reference to her written report, Jane Montanaro explained that PCT was claiming sovereign immunity in the Bristol schools lawsuit based on our status as a statutory partner of the State Historic Preservation Office.

Written reports—stewardship committee. In addition to the written report, Ed Gerber thanked committee members for help in approving the proposal for an addition to the Hoyt-Burwell-Morse house in New Canaan, an easement property. He also highlighted the upcoming meeting to ratify preservation awards on March 18 and described an inspection visit with Mike Forino to the Barkhamsted Congregational Church, on which SHPO holds an easement.

Written reports—engagement committee. In addition to the written report, Jane highlighted upcoming events, particularly the Olmsted survey kickoff event at Fulton park in Waterbury, either October 1 or 2.

Governance committee.

- a. Resolution to establish a medical reimbursement plan: on a motion by Bob Tierney, seconded by Cristina Ross, the Board adopted the following resolution allowing Preservation Connecticut to reimburse employees for health insurance costs rather than paying insurers directly:

RESOLUTION TO ESTABLISH A MEDICAL REIMBURSEMENT PLAN

Establishment of the Plan. Connecticut Trust for Historic Preservation, Inc. dba Preservation Connecticut, (the "Employer") hereby establishes a self funded "medical reimbursement plan" within the meaning of Section 105 & 106 of the Internal Revenue Code of 1986 for their eligible Employees. The "105 Medical reimbursement Plan" and its terms and conditions shall become effective as of 01/01/2022 and will be known from and after the Effective Date as the "Preservation CT, 105 Medical Reimbursement Plan" (the "Plan"), as set forth in this document.

Purpose of Plan. The Plan has been established to reimburse eligible Employees for the cost of Deductible amounts incurred by them and their dependents. As such, this Plan's qualified Benefit(s) are intended to meet the requirements for qualification under

Code Section 105 and 106 and that Benefits provided the Employee here under are granted advantageous tax treatment under Code Section 105(b), where possible.

Administration of the Plan. The Plan will be administered by a Plan Committee or person(s) appointed by the Board, with the authority and responsibility to oversee and direct the operation and administration of the Plan. If no such person is named, the Plan Committee shall be the Executive Director.

- b. Duty to notice: state grant requirement. Jane explained that because PCT receives executive branch grants, Trustees are required to disclose campaign contributions for statewide offices. She has been in touch with Mary Dunne of SHPO, who will provide a form for reporting.
- c. Bob Tierney reported that the committee is stepping up its efforts to identify new Board candidates; Trustees' suggestions are welcomed.

Finance committee.

- a. Financial reports. Peter Stockman summarized: year to date is looking typical, in good shape.
- b. Investment reports: the reserve and endowment funds continue to perform well; however, market volatility has increased since the end date of the reports.
- c. Resolution to establish a line of credit. On a motion by Peter Stockman, seconded by Garry Leonard, the Board adopted the following resolution:

RESOLUTION TO ESTABLISH A STANDBY LINE OF CREDIT

Approved by the Board of Trustees of the Connecticut Trust for Historic Preservation dba Preservation Connecticut on March 10, 2022

RESOLVED, Preservation Connecticut will establish a standby credit line secured by the unrestricted assets of its Endowment Fund for the purpose of funding short-term cash requirements which exceed the balance available in its Reserve Fund.

University of Connecticut Faculty Row: background and current demolition threat. Chris Wigren described the background of the two remaining Faculty Row houses, contributing resources to the University of Connecticut National Register district. The houses were the subject of a 2017 Memorandum of Understanding (MOU) among the university, SHPO and the Connecticut Trust, in which U.Conn. pledged to preserve and renovate the houses. That promise has not been met, and now the university is moving toward demolishing one of the houses to make room for a new residence hall. He outlined three parallel paths for addressing the issue:

- 1. Seeking a re-do of the project scoping process under the Connecticut Environmental Policy Act since U.Conn. did not adequately identify historic resources threatened by the proposed project. However, this only would draw out the process, not guarantee a different conclusion.
- 2. Seeking legal enforcement of the MOU.
- 3. Seeking to block demolition through the Connecticut Environmental Protection Act. However, the Attorney General will not sue a state agency on behalf of another state agency, so PCT would have to bear the full burden of legal action by itself or find another private partner.

Discussion focused on the necessity of holding U.Conn. to the terms of the MOU, lest failure should set a precedent for other such agreements as well as additional strategies to pursue. The following action items were identified:

- Email to the new interim president of U.Conn., who is said to be generally responsive.

- Letter to the chairs of the General Assembly Appropriations Committee, Sen. Cathy Osten and Rep. Toni Walker, attaching the MOU and asking the committee to require the university to fulfill its provisions through the appropriations process.
- Continue to pursue action under the Environmental Protection Act in partnership with SHPO to the extent it can act under state law.
- Try to build support through alumni/ae networks, including fraternities and sororities who formerly occupied some of the Faculty Row houses.

Other business.

- Jane reviewed dates of upcoming meetings.
- Kristen has asked some Trustees to make calls to potential sponsors for awards. Others willing to join in should let her know.
- Peter Stockman announced that he is resigning from the Board as he has moved out of state.

On a motion by Cristina Ross, seconded by Bob Tierney, the meeting was adjourned at 3.33 p.m.

Respectfully submitted,

Christopher Wigren
Deputy Director

Preservation Connecticut
Annual Meeting
April 1, 2022
MINUTES

Zoom Meeting
<https://us02web.zoom.us/j/83341830106?pwd=aWovN2RhM0hsczN4U3dibW9iVVdhUT09>
Meeting ID: 833 4183 0106
Passcode: 416442
1 646 558 8656 US (New York)

In attendance: C Sloat, R Wies, H Griggs, R Miner, D Cohen, B Tierney, T Nissley, S Bronin, J Wharton, MJ Agostini

Staff: Jane Montanaro, Executive Director, recording minutes

Proxy Votes: G. Leonard, P. Stockman, E. Gould, J. Quinn, E. Pestana, C. Ross

Called to order: 2:06

Governance Committee /B Tierney moved slate, seconded by R Miner. All voted in favor!

1. ELECTION of Officers and New Trustees, as recommended by the Governance Committee

Caroline Sloat, Chair
Mary Jean Agostini, Vice Chair
Garry Leonard, Treasurer
Jonathan Wharton, Secretary

New Trustees: (Resumes attached)
Jeffrey Kaufman, Hamden
Pieter Roos, West Simsbury

Retiring:
Peter Stockman
Rick Wies

2. Motion by B Tierney/T Nissley

RESOLUTION: To grant the State Historic Preservation Office a 5-year preservation restriction per conditions of the Historic Restoration Fund grant for painting of the boardinghouse. (Attached)

All voted in favor.

Meeting adjourned 2:15 pm.

Preservation Connecticut
Board of Trustees
at Congregation Mishkan Israel, Hamden
9 June 2022

Members present: M.J. Agostini, Deb Cohen, Ed Gerber, Ellen Gould, Jeff Kaufman, Tom Nissley, Edith Pestana, Pieter Roos, Caroline Sloat, Bob Tierney,

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

Others present: Leah Glaser, Congregation Mishkan Israel

Before the meeting, Leah Glaser of Congregation Mishkan Israel led a tour of the historic synagogue, which was recently listed on the National Register of Historic Places.

Caroline Sloat called the meeting to order at 2.15 p.m. and attendees introduced themselves.

Minutes. On a motion by M.J. Agostini, seconded by Ed Gerber, minutes from the meeting of 10 March 2022 were approved as written.

Chair's report. Caroline welcomed members to the first in-person meeting since the beginning of the Covid-19 pandemic. As conditions permit, she hopes to have a mix of virtual and in-person meetings.

Written reports—executive director. Jane Montanaro supplemented her written report.

- Bristol schools lawsuit: the discovery process is in its early stages; Jane has a meeting scheduled with the attorneys on August 16 to review discovery materials and consider how to proceed. She will schedule a call with the executive committee to formalize a decision.
- Deborah chapel, Hartford: the National Trust for Historic Preservation included this former funerary chapel in its annual 11 Most Endangered Historic Places listing. The chapel is owned by Congregation Beth Israel of West Hartford and has not been used for many years. The congregation wants to demolish it but has offered it for moving away at a cost of one dollar. There is significant local interest in preserving the building. PCT is working with the Hartford Preservation Alliance and the State Historic Preservation Office on a possible lawsuit under the Connecticut Environmental Protection Act.

Written reports—Engagement committee. She also summarized media and Circuit Rider reporting.

Finance committee.

- a. Year-to-date reports: Jane noted that the cash flow had improved greatly since the March meeting: the statutory payment from the State finally arrived in April, almost six months later than expected. She expects a tax credit voucher soon and will submit a reimbursement request for the Circuit Rider grant at the end of the fiscal year.
- b. Investments: Jane reported that Peter Stockman has offered to continue preparing reports and monitoring investments even though he has left the board. PCT's investments continue to surpass benchmarks.
- c. Budget: After discussion and on a motion by Bob Tierney, seconded by Ed Gerber, the board approved the budget for the 2022-2023 fiscal year as presented.

Stewardship committee. Staff presented grants recently awarded.

- a. 1772 Foundation grants: 15 projects totaling \$109,600:
 - Art League of New Britain: \$1,600 for window repairs
 - Calkins Family Association, Norwich: \$10,000 for roof repairs to the Hugh Calkins house
 - Harriet Beecher Stowe Center, Hartford: \$9,000 to restore bay window on the Harriet Beecher Stowe house
 - Hicks-Stearns Family Museum, Tolland: \$9,000 for water management repairs to the Hicks-Stearns house
 - Middlesex County Historical Society, Middletown: \$9,000n for exterior repairs to the Joseph Mansfield house
 - New London County Historical Society, New London: \$9,000 for porch repairs at the Shaw Mansion
 - Shelton Historical Society: \$8,000 for chimney repairs to the Brownson house
 - Southington-Cheshire Community YMCA, Southington: \$9,000 for foundation repairs to the Olney house
 - Kent Historical Society: \$3,000 for roof replacement for the Skiff Mountain school
 - Wethersfield Historical Society: \$9,000 for structural repairs to the Hurlbut-Dunham house
 - Winchester Center Historical Association: \$2,000 for stabilization of the Winchester Chapel
 - Manchester Historical Society: \$6,000 for roof replacement at the Woodbridge house
 - Governor Samuel Huntington Trust, Scotland: \$9,000 for roof replacement for the Samuel Huntington house
 - Derby Historical Society, Ansonia: \$9,000 for fire alarm system and associated repairs at the David Humphreys house
 - Ellsworth Memorial Association, Windsor: \$7,000 for window restoration at the Oliver Ellsworth house
- b. Maintenance & repair grants: 5 projects, totaling \$50,000:
 - First Congregational Church, East Haddam: \$15,000 for steeple repairs
 - Congregation Mishkan Israel, Hamden: \$10,000 for stained glass cleaning and repairs
 - St. Peter's Episcopal Church, Hebron: \$7,500 for roofing
 - Christ Church Episcopal, Roxbury: \$7,500 for roofing
 - Congregational Church, Wilton: \$10,000 for painting and carpentry repairs
- c. Endangered building grant: \$15,000 to the New Haven Preservation Trust toward purchase of a lot for moving the Pierce Welch house (1879, 131 Sherman Ave., New Haven), which is threatened with demolition by Yale-New Haven Hospital.
- d. Stamford South End Historic Preservation Capital Grants, 11 homeowner projects totaling \$100,000; funds provided by developer BLT as mitigation for demolition.

On a motion by Jeff Kaufman, seconded by Bob Tierney, the Board authorized payment of all these grants.

At 3:40 the board went into executive session for the Executive Director's annual review.

Respectfully submitted,

Christopher Wigren
Deputy Director

Preservation Connecticut

Board of Trustees

Virtual Meeting

8 September 2022

Members present: Cathy Osten, Regan Miner, Gary Leonard, Jeff Kaufman, Bob Tierney, Christina Ross, Caroline Sloat, Ed Gerber, Jonathan Wharton, John Harrington, Deb Cohen, MJ Agostini, Bob Tierney.

Staff present: Stefon Danczuk, Mike Forino, Jane Montanaro, Brad Scheide, Jordan Sorensen, Renee, Tribert, Stacey Vairo

Caroline Sloat called the meeting to order at 2:05.

Minutes: On a motion by Ed Gerber, seconded by Gary Leonard, minutes from the meeting of 9 June 2022 were approved as written. Regan Miner abstained because she was absent from the previous meeting.

Chair's report: Caroline Sloat noted that this was not a written report, but that she and Jane Montanaro summarized the ongoing lawsuit with Bristol Enterprises regarding the rehabilitation tax credit for the Bingham School in Bristol, CT. Jane and Caroline explained what transpired at the mediate hearing in Waterbury on 16 August 2022. The developer is claiming that PCT is at fault for them failing to receive that tax credit and that they had to hire another entity to get the tax credit. There are ongoing discussions required with PCT's insurance carrier as well as discussions about a possible settlement to avoid going to trial. Various board members gave their opinions and the discussion turned to the potential use of "sovereign immunity". Discussions will continue and Jane and Caroline will keep the Executive Committee informed of all that transpires regarding the situation.

Jane Montanaro proposed that the Engagement Committee meet on September 14. Jane will send out a list of the committee members to the board.

Caroline reported that the Trustee Reunion will take place on October 16 at the newly rehabilitated Hotel Marcel in New Haven. Tours will take place from 3:00 to 4:00 and a cocktail reception will be held from 4:00 to 6:00. Attendees were then free to attend dinner at the hotel or elsewhere in New Haven.

Written reports-Staff Reports: Jane directed board members to the various staff reports submitted.

A. Stefon Danczuk gave a brief description of the upcoming Archaeology Fair to be held at Newgate Prison on October 7. More detailed information will be posted on our website about this event in the coming weeks. There will be various speakers throughout the day and many of the large CRM firms in the state will have representatives present.

B. Caroline noted that there was no Development Committee meeting to report and that she hoped to reenergize that area.

Stewardship Committee: Ed Gerber mentioned that Mike Forino went with him and Jonathan Wharton to Bridgeport to discuss the Community Investment Fund application submitted by PCT that is currently under consideration. The goal of the application is to help fund the rehabilitation of eight churches in the area through one application administered by PCT. Stacey Vairo gave a brief update of her work with the SHPO to update the National Register listings in the state. This will be an ongoing project for several years and will draw in various partners throughout the state. Renee Tribert gave an update on her ongoing work with the DEEP beginning with her pilot

project in Hamden and not in Stonington where she is working with the agency to find an owner for a TechBuilt House. She also gave an update on PCT's work regarding the Fairfield Hills Campus in Newtown and the potential adaptive reuse of that site. Michael Forino discussed the possibility of creating a formal relationship with CCSU to acquire interns. Jane and Mike have had several meetings with Leah Glaser and others and it appears to be positive.

Finance Committee: Gary Leonard noted that there was little of note in the first quarter. Investments were predictably down a bit but still outperforming benchmarks. All of the details were found in the written report. Jane noted that the audit had started and that the finance committee will meet prior to the next board meeting.

Resolution: As part of the contract with SHPO the Board needs to vote to authorize receipt of the Statutory payment and Circuit Rider Payment from the State historic Preservation Office. At 3:03 Cathy Osten moved to approve the resolution, seconded by Ed Gerber. All is favor and the motion was carried.

Other Business: Gift was received from Tom Nissley MLE \$15,000. Grateful to those within the group.

Ed Gerber wanted to note that Historic New England was hosting an event at Mechanic's hall in Worcester Massachusetts which will include two days of conversations. More information can be found at www.historicnewengland.org.

Caroline Sloat noted the date of the next upcoming meeting of the board on December 8, which will be virtual. She mentioned the Saturday in the Park event to be held on October 1 at Fulton Park in Waterbury, CT. She noted that this is one of several events scheduled to follow up on the Olmsted Survey in Connecticut. Chris Wigren has several speaking engagements scheduled and another event will be held in Manchester at Wickham Park on September 23.

MJ Agostini noted that the SHPO will be holding an event and training session at the First Church of Christ in regarding the homes tax credit.

Caroline adjourned the meeting at 3:10 pm.

Respectfully submitted,

Stacey Vairo
Circuit Rider

Preservation Connecticut
Board of Trustees
8 December 2022
Virtual meeting

Members present: MJ Agostini, Deb Cohen, Ellen Gould, Henry Griggs, John Harrington, Garry Leonard, Regan Miner, Cathy Osten, Edith Pestana, Pieter Roos, Caroline Sloat, Bob Tierney, Jonathan Wharton

Staff present: Jane Montanaro, Stefon Danczuk, Mike Forino, Kristen Hopewood, Brad Schide, Renée Tribert, Chris Wigren

Others present: Jay Lawlor, attorney, Hoopes Morganthaler Rausch Scaramozza

Caroline Sloat called the meeting to order at 2:03 p.m.

Bristol Enterprises lawsuit. Caroline introduced Jay Lawlor, who provided an update on the lawsuit. After the unsuccessful mediation session in August, the plaintiff offered to settle the case for \$1.5 million. Preservation Connecticut countered with an offer for \$900,000. That offer was rejected but the plaintiff agreed to continue negotiations; another mediation session is scheduled for 22 December. Jay believes the judge will likely suggest splitting the difference with a settlement of \$1.2 million. Based on previous discussions with PCT's insurance company he expects the insurance would likely cover about \$1 million, leaving PCT to pay about \$200,000. In the meantime, the sovereign immunity appeal is still pending; if it proceeds, oral arguments probably would take place in Fall 2023.

Jay outlined advantages to settling:

- PCT would avoid the risk of losing at trial and paying a much higher amount.
- PCT would save the time and energy needed for a trial.
- A settlement agreement would be confidential and require no admission of liability.
- The plaintiff may be more willing to settle now, lest the sovereign immunity appeal succeed, ending his ability to sue entirely.

In summary, by the end of December, we ideally will have settled the case for an amount that we can live with. If not, then the sovereign immunity appeal will go forward and, if we lose that, on to a trial.

On a motion by Garry Leonard, seconded by Jonathan Wharton, the board went into executive session at 2:55 p.m. to discuss pending legal matters. Executive session ended at 3:10 p.m.; the legal matters will continue to be under discussion.

Minutes. On a motion by Garry Leonard, seconded by MJ Agostini, the minutes of the September board meeting were approved as written.

Chair report.

- Caroline recommended Trustees spend time reading the annual report contained in the November/December issue of *Preservation Connecticut News*. She commended staff for compressing a lot of activity into a compact form, and thanked staff for all their fine work through the year.
- She attended the Olmsted celebration at Fulton Park in Waterbury on October 15 and encouraged board members to visit the park. The data gathering and celebration are complete; now PCT will begin working with owners and stewards of Olmsted landscapes.
- Caroline, Jane, and Elaine Stiles have begun thinking about updating the strategic plan, in 2023.

Deborah Chapel, Hartford. Jane and Brad updated the Board. Congregation Beth Israel of West Hartford owns this historic but unused cemetery chapel, in Hartford, and wishes to demolish it. Yesterday, PCT participated in a hearing before the Historic Preservation Council, which ended with the Council's voting to refer the matter to the Attorney General under the Connecticut Environmental Protection Act, which allows lawsuits to prevent the unreasonable demolition of buildings listed on the National Register. Brad pointed out that this is a difficult case because:

- The synagogue claimed that the building was not actually listed on the National Register; however, SHPO has determined that it is listed.
- The synagogue has adamantly refused to consider any alternatives to preserve the building on its site.
- Location within a cemetery could limit reuse possibilities; and the surrounding neighborhood is densely developed with few options for moving the building.
- Religious liberty claims could complicate a lawsuit.

It's now up to the AG's office to determine next steps. If the case goes to trial, the AG would ask PCT to join the suit.

In discussion, MJ Agostini offered to discuss the matter with the developer Avner Krohn, who might be helpful in reaching a resolution.

Written reports. In addition to the written reports, Jane said that she and Caroline attended the Historic New England summit in Worcester. Caroline has suggested that the summit be held in Hartford in 2024. Jane also reported that Jordan and Kristen have been busy with the year-end appeal and Giving Tuesday. There is now a direct link for giving on the website home page; the goal for the year-end appeal is \$50,000; to date \$6,000 has come in. Caroline urged all Trustees to give to the appeal.

Financial reports. Garry Leonard noted that expenses are on track for the fiscal year; cash flow was a bit of an issue in the fall, but we received one State payment and expect another soon. The reserve account has about \$600,000, and the endowment fund about \$1.12 million. The audit has not yet been completed.

Other business.

- Caroline announced that Jordan Sorensen is expecting a child in late December; Jane is looking for a gift for 4-year-old Brody.
- MJ reported that she and Jane attended the Ruth Wyllys chapter DAR event in Hartford, where Sara Bronin received a preservation award, and they had a long conversation with Governor Lamont, who showed a high degree of interest in history, and particularly the Lebanon Green.
- Caroline announced that the next board meeting will be March 2 at 2:00, via Zoom.

On a motion by MJ, seconded by Edith Pestana, the meeting was adjourned at 3:34 p.m.

Respectfully submitted,

Jonathan Wharton
Secretary

JW/cw

Preservation Connecticut
Board of Trustees
8 December 2022
Virtual meeting
Executive session

On a motion by Garry Leonard, seconded by Jonathan Wharton, the board went into executive session at 2.55 p.m. to discuss pending legal matters.

After discussion, the board agreed to authorize a settlement in the Bristol Enterprises lawsuit not to exceed \$1.2 million.

Executive session ended at 3.10 p.m.