

MARYLAND HISTORICAL TRUST
BOARD OF TRUSTEES' MEETING
Thursday, March 23, 2023 at 10:00 AM

Pursuant to notice, the regular meeting of the Board of Trustees of the Maryland Historical Trust was held in the MHT Board Room on the third floor of 100 Community Place, Crownsville, MD.

Trustees present: Sheila Bashiri, Albert L. Feldstein, Sarah Kunkel Filkins, J. Rodney Little, Laura Davis Mears, Samuel J. Parker, Jr., and Franklin A. Robinson, Jr.

Trustees participating virtually: Joshua D. Brown, Jeffrey Buchheit, Barbara Paca

Area Representatives present: W. Dickerson Charlton, Douglass C. Reed, Lisa Sasser, Harry T. Spikes, II, and Charles A. Stek.

Area Representatives participating virtually: Dean Camlin, Sakinah Linder, and Kirsti Uunila.

Office of the Attorney General: Rieyn DeLony, Adam Snyder.

Maryland Department of Planning: Secretary Rebecca Flora

MHT Staff: Elizabeth Hughes, Anne Raines, Collin Ingraham, Kate Jaffe, Kathy Monday, Rod Cofield, Dana Halpert, Nell Ziehl, Brenna Spray, Carolyn Fifer.

Guests: Terry Klima, James Dunbar, John Zebelean, Joseph M. Coale

AGENDA

G1 CALL TO ORDER

Chair Laura Mears called the meeting to order at 10:04 AM. Ms. Hughes called roll and found that a quorum of members was present at the meeting.

Chair Mears welcomed Secretary Rebecca Flora. Secretary Flora provided remarks regarding her background and experience, expressed support for the work of MHT, and provided a brief overview of her goals for the future.

G2 APPROVAL OF MINUTES

Mr. Feldstein noted that the minutes should include a correction to his first name. Mr. Reed made a motion, seconded by Mr. Feldstein, to approve the January 26th meeting minutes with corrections. The Board voted unanimously to approve the minutes.

G3 PUBLIC COMMENT

Mr. Klima read aloud Mr. Dunbar's February 22, 2023 letter to the Maryland Historical Trust

Board of Trustees which offered to accept the Baltimore City Confederate monuments and put them on display at the Confederate Memorial Park located in St. Mary's County where they would be protected and publicly accessible. He expressed concern about what impact the delay of the LAXART exhibit would have on the future of the monuments. He stated that advocates for this history are being left behind.

Mr. Zebelean expressed concern about the damage to the monuments that was described in a recent Baltimore Sun article and his frustration that a police report had yet to be filed by Baltimore City government.

Mr. Dunbar asked the Board to favorably consider the proposal from the Confederate Memorial Park, Inc., which offered to accept the Baltimore City monuments and place them on display in a safe and secure location that is publicly accessible. He invited Board members to visit the park which is located in St. Mary's County.

Mr. Coale spoke enthusiastically about Marty Azola's statewide contributions in the field of historic preservation and advocated for his nomination for the MHT Board Calvert Prize. He noted that Mr. Azola's work was critical to our understanding of the power of historic preservation as a tool for adaptive reuse and economic development. He also expressed concern that the Calvert Prize criteria is unnecessarily restrictive and fails to recognize that all preservation is local.

G4 COMMITTEE REPORTS

G100 Capital Programs Committee

G101R MHT Capital Loan Program – Loan to Peerless Rockville Historic Preservation, Ltd.

Ms. Raines reported that Peerless Rockville Historic Preservation, Ltd., a Maryland non-profit corporation, owns the Structure but does not own the Real Property on which the Structure is located. SHA has been leasing this one-acre parcel of land to the Borrower under a ground lease. SHA is excessing the Real Property and has agreed to sell the Real Property to the Borrower. The disposition of this State-owned real property was approved by the Board of Public Works at its October 12, 2022 meeting.

The Loan will be secured by a first lien deed of trust on the Structure and the Real Property. The Loan will be for a term of 20 years with a 2.46% annual interest rate.

The Structure is subject to an existing Deed of Easement from Peerless Rockville Historic Preservation, Ltd. to MHT dated October 22, 1980 and recorded in the land records of Montgomery County on December 1, 1980 at Book 5619, Page 649. As a condition of the Loan, MHT will require the Easement to be modified to extend the encumbrance of the Easement to the Real Property. The Easement modification will be recorded at settlement at the time SHA conveys the Real Property to the Borrower.

From 1997 to 2019, the Borrower leased the Structure to a tenant who operated the building as an early childcare center. During the early months of the Covid-19 public emergency, the childcare center closed, and the tenant was unable to return. The Structure has remained vacant since March of 2020. The divided ownership of the Real Property and the Structure, along with the terms of Borrower's ground lease with SHA, have impeded Borrower's ability to obtain a conventional bank loan for the necessary repairs.

The proposed Loan will enable the purchase of the land, and fund rehabilitation of the Property necessary to conform to Montgomery County permitting and building codes, as well as current State licensing requirements for education centers. The required repairs include the complete renovation of two bathrooms and the kitchen; plumbing and HVAC system updates and repairs; repairs to / installation of finishes; painting; roof repairs; accessibility improvements; and repaving of the parking lot. Additional funding for the project will come from a \$10,000 grant from Preservation Maryland and a \$100,000 grant from Montgomery County.

Regulatory authority for approval of the Loan is set forth at COMAR 34.04.02.05A(1) and (2) for acquisition and rehabilitation of historic property. The regulatory requirement for conveyance of an easement on historic property assisted by the Loan is set forth at COMAR 34.04.02.08C(5). The Loan will be made in compliance with the Act and the Regulations.

Secretary Flora inquired if MHT staff felt confident that the Borrower would be able to pay back the loan, whether the loan is subordinate to any other financial commitments, and if MHT reviews properties for code compliance. Ms. Raines indicated that underwriters at DHCD have reviewed the loan and expressed confidence in the borrower's ability to pay it back. She noted that there are no subordinations and MHT does not review properties for code compliance.

Mr. Spikes inquired if the interest rate was fixed and Ms. Raines responded in the affirmative.

Mr. Charlton remarked that it seemed odd that SHA was not gifting the property to the Borrower.

The following motion was made by Mr. Reed, seconded by Ms. Filkins, and approved unanimously.

PROJECT: Maryland Historical Trust (MHT) Loan of up to \$240,000 to Peerless Rockville Historic Preservation, Ltd. for acquisition of real property located at 5721 Josiah Henson Parkway, Rockville, MD 20852 in Montgomery County (the "**Real Property**"), and rehabilitation of improvements thereon known as the Montrose Schoolhouse (the "**Structure**")

RESOLVED, that the Maryland Historical Trust Board of Trustees recommends to the Secretary of Planning the approval of a loan from MHT of up to Two Hundred Forty Thousand and 00/100 Dollars (\$240,000) (the "**Loan**") to fund (i) a portion of the \$223,800 acquisition cost of the approximately one-acre Real Property from the Maryland State Highway Administration of the Maryland Department of Transportation (SHA) in the amount of \$125,000, and (ii) the exterior and interior rehabilitation of the Structure in the amount of \$115,000, for continued use as a childcare or educational facility.

G102R MHT Historic Preservation Easement Program: Amendment of Resolution L106R and Restatement of the Historic Preservation Easement and Preservation Agreement

Ms. Jaffe explained that in accordance with the 2018 JCR Report and the Board’s goal of reducing MHT’s easement portfolio as a sustainable strategy for the long-term administration of the MHT historic preservation easement program, the Board’s Executive Committee approved Resolution L106R on May 21, 2019, delegating authority to the Director to terminate or modify certain historic preservation easements currently within the Trust’s easement portfolio, subject to four conditions and restrictions set forth in the Resolution. These four termination conditions were modified by Resolution P101R approved by the Board on May 14, 2020, and further modified by Resolution Z101R approved by Board on January 27, 2022. The fourth termination condition states that the Director “shall not terminate or allow for a termination of an easement until such time as any and all breaches of the easement have been mitigated, cured, or resolved to the Director’s satisfaction” (the “**Termination Condition**”).

Since Resolution L106R was passed in 2019, MHT has terminated only 13 easements out of approximately 75 currently eligible for termination. The easement termination process has proven to be cumbersome, as it involves verifying current property owner information, inspecting each property for new breaches, resolving all new or outstanding breaches of easement, drafting the easement termination document, obtaining owner consent and signatures on the documents, and ensuring the termination is recorded in the land records. MHT staff continue to look for ways to streamline and accelerate the planned reduction of MHT’s easement portfolio, as limited staff time can be better applied supporting easement properties that remain in the easement portfolio.

Therefore, staff recommend eliminating the Termination Condition requiring MHT to inspect a property and resolve all breaches prior to terminating an easement, by amending the “Restatement of the Historic Preservation Easement and Preservation Agreement Acceptance, Modification, and Termination Policy” adopted by the Board as Resolution E101R at its December 8, 2022 meeting (the “**Policy**”). Specifically, staff recommend amending Section I. G (copied below) to make the highlighted deletions. Approval of the staff recommendation also necessitates amending MHT’s templates for the term easements and preservation agreements to make parallel revisions to remove the Termination Condition.

I. G. **Extensions of Easement or Preservation Agreement Term for Pending Law Suit or Outstanding Notice of Breach.** The Board-approved term easement and preservation agreement templates provide for an automatic extension of the term of an easement or preservation agreement, if, at the expiration of the easement or preservation agreement term, there is either: (i) a pending suit instituted by MHT to enforce the easement or preservation agreement, or (ii) an outstanding breach of easement or preservation agreement, in which case the easement or preservation agreement remains in force and effect, and is fully enforceable by MHT until such time as the suit is terminated, or MHT provides written notice that the breach has been cured to MHT’s satisfaction.

As amended, Section I. G. would read as follows:

I. G. **Extensions of Easement or Preservation Agreement Term for Pending Law Suit.**

The Board-approved term easement and preservation agreement templates provide for an automatic extension of the term of an easement or preservation agreement, if, at the expiration of the easement or preservation agreement term, there is a pending suit instituted by MHT to enforce the easement or preservation agreement, in which case the easement or preservation agreement remains in force and effect, and is fully enforceable by MHT until such time as the suit is terminated.

The following motion was made by Mr. Feldstein seconded by Mr. Reed and approved unanimously.

RESOLVED, that the Maryland Historical Trust Board of Trustees (the “**Board**”) revises the delegation granted to the Director on May 21, 2019, by Resolution L106R, as amended (the “**Resolution**”), to provide that term easements or preservation agreements approved for termination by the Director pursuant to the Resolution may be terminated without inspection for, or resolution of, breaches of the easements.

FURTHER RESOLVED, that the Board approves amending the Restatement of the Historic Preservation Easement and Preservation Agreement Acceptance, Modification, and Termination Policy, and MHT’s templates for term easements and preservation agreements, to remove references to the Termination Condition, as defined and described in the Background section below.

G103 Monument Relocation Working Group Report

Mr. Robinson reported that the Monument Relocation Working Group met on March 20th. Eric Holcomb, Executive Director of CHAP, attended this meeting. The Working Group discussed the following items:

- Conservator treatment of hacksaw and drilling damage to monuments: Mr. Holcomb indicated that he will seek the assistance of conservator Dianne Fullock in the appropriate treatment of the damage to the statues in advance of crating and relocating them.
- Police report: Mr. Holcomb indicated that the DPW yard manager is seeking a police report now.
- Installation of motion cameras: Mr. Holcomb indicated that motion sensor cameras would be installed on March 21st. Mr. Spikes confirmed that those cameras had been installed.
- Installation of fencing over the top of the monuments: Mr. Holcomb reported that chain link fencing has been installed so that the statues are now fully enclosed by chain link fencing.

- Methods and Materials March 14th site visit: Mr. Holcomb reported that he and Mr. Spikes met with the Methods and Materials representatives who measured the statues in order to prepare them for crating in advance of the move for the LAXART exhibit.
- LAXART Loan Agreement: Mr. Holcomb reported that the City has not yet received the Loan Agreement for review but expects to receive it at some point in the spring, at which point it will be shared with MHT for review and comment before it is executed.
- Lee Jackson Monument Base: Mr. Holcomb indicated that, while some cleaning of paint on the base had occurred, he will be working with Johns Hopkins University this spring to discuss further work on the base.

Mr. Robinson also reported that the group discussed communication from LAXART which indicated that the MONUMENTS Exhibition had been rescheduled to open in the fall of 2025. Despite this delay, LAXART still plans to move forward with crating and storage of the monuments on the previous timetable.

Mr. Robinson reported that the proposal received from the Confederate Memorial Park, Inc., to accept the monuments for display was also discussed at the meeting.

Mr. Charlton reiterated that he is in favor of the monuments being sent to the Confederate Memorial Park in St. Mary's County and is opposed to them being moved to California for the LAXART Exhibit.

Secretary Flora inquired about the period of the loan of the monuments to LAXART. Mr. Robinson indicated that the loan term had not been finalized but was expected to be approximately one year.

G200 Survey, Registration, Community Education & Museums Committee

G201R Preservation Awards

Ms. Spray reported that the Survey, Registration, Community Education, and Museums Committee met in-person at MHT's offices on March 2, 2023, to review 26 nominations received for the 2023 Maryland Preservation Awards. Seven members participated in the meeting; five in-person and two over the phone. Based on the strength of the nominations and the category criteria, the Committee selected 11 nominations for recommendation to the Board. Please note that the Committee recommended changing the categories for three nominations based on the award criteria: Martin Azola and C. Sylvia & Eddie C. Brown, as well as the City of Gaithersburg. The full slate of nominations is attached.

The following motion was made by Mr. Robinson seconded by Mr. Spikes and approved unanimously.

RESOLVED, that the Maryland Historical Trust Board of Trustees approves the 2023 Maryland Preservation Awards recommendations of its Survey, Registration, Community Education, and Museums Committee. The recommendations are as follows:

CALVERT PRIZE

-Dr. Cheryl LaRoche, PhD (Prince George’s County)

LEADERSHIP AND SERVICE

Outstanding Individual Leadership at the Local Level

- Martin P. Azola (Baltimore City)
- C. Sylvia & Eddie C. Brown (Baltimore City)

Outstanding Organizational Leadership at the Local Level

- Water's Edge, Bellevue Passage, and UNESCO Middle Passage Marker (Talbot County)

EDUCATION AND COMMUNITY ENGAGEMENT

Excellence in Community Engagement

- Michael Hunter Thompson for “Fade to Blue” (Allegany County)

STEWARDSHIP

Outstanding Stewardship of an MHT Easement Property

- City of Hagerstown for Hagerstown Fairgrounds Entrance Building and Keeper's Residence (Washington County)

Outstanding Stewardship by a Government Agency

- City of Gaithersburg for Crown Farm Corn Crib (Montgomery County)

PROJECT EXCELLENCE

Excellence in Commercial Rehabilitation

- Howard House (Howard County)

Excellence in Institutional Rehabilitation

- The Peale Center for Baltimore History and Architecture (Baltimore City)

Excellence in Historic Preservation & Sustainable Design

- Chesapeake and Ohio Canal National Historical Park (Washington County)

Preservation Partnerships

- The County Commissioners of Carroll County, Maryland for the Flume at Shriver Grist Mill (Carroll County)

Mr. Parker remarked that this year’s slate of awards demonstrates the broad reach of preservation and what MHT is all about – it isn’t just about buildings, it is about partnerships and what people see as important in their lives.

Mr. Feldstein stated that he was pleased to see such broad geographic distribution.

Ms. Ziehl noted that the awards presentation would take place in communities around the state and will be live streamed.

G202 JPPM Update

Mr. Cofield, Executive Director of Jefferson Patterson Park and Museum, provided an overview of upcoming programming and events as well as an update on capital projects at JPPM. He asked that Board members make note of Friday, September 29th on their calendar for a JPPM 40th Anniversary event.

Mr. Feldstein expressed an interest in finding a way to exhibit artifacts from county collections which are being cared for at the MAC Lab on long term loan in their home county. Ms. Uunila recommended that Mr. Feldstein speak with Becky Morehouse at the MAC Lab who could assist him with that process.

G300 Management & Planning Committee

G301R Election of Area Representative

Ms. Filkins, Chair of the MHT Board Nominating Committee, reported that the MHT Board bylaws provide for the election of persons to serve as Area Representatives to the Trust with up to ten Area Representatives eligible to serve at one time. There are currently two vacant Area Representative slots on the Board.

The MHT Board Nominating Committee is recommending the election of Tom Vitanza to fill one of these seats. Mr. Vitanza, a senior historical architect with the National Park Service, has a long history of hands-on preservation experience. Mr. Reed and Ms. Sasser both spoke strongly in favor of his nomination.

The following motion was made by Ms. Sasser, seconded by Mr. Reed and approved unanimously.

RESOLVED, that the Maryland Historical Trust Board of Trustees elects Tom Vitanza to fill a vacant Area Representative seat for a term ending on August 1, 2024.

Ms. Filkins and Mr. Parker encouraged Board members to consider candidates for the remaining vacancy that would bring diversity to the Board both in terms of ethnicity as well as skill sets that are not represented currently.

G302 Equity Working Group Report

Mr. Parker reported that MHT are continuing to coordinate with Reginald F. Lewis Museum staff to begin planning for the facilitated discussion series with MHT Board and staff members on JEDI issues in the spring of 2023.

Mr. Parker noted that the new positions being created at JPPM present an opportunity to recruit diverse candidates to support the work of MHT.

G303 Budget & Legislation

Ms. Hughes reported that the House and Senate Budget Committee reports include no reductions to the MHT budget. The Senate report does include budget language which requires MHT to develop an electronic historic tax credit application.

Ms. Hughes noted that MHT is tracking three bills of particular interest:

- SB425/HB674 Maryland Historic Trust – Historic Preservation Partnership Program and Fund - This bill will allow MHT to make expenditures of loan fund to a qualified non profit organization for use in the creation of their own loan program or for expenditure on the acquisition and rehabilitation of historic properties.
- SB783 Historic Properties Disposition and Preservation Team – This bill will task the Smart Growth Subcabinet with developing recommendations regarding how to encourage the preservation and reuse of historic state complexes that are to be deaccessioned.
- SB952 Historic Revitalization Tax Credit – Credit Amounts – This bill would increase the annual appropriation of the competitive commercial component of the program to \$50M annually and the small commercial component of the program to \$20M annually as well as raise per project caps in each program.

G304 Litigation & Legal Issues

Mr. Snyder reported that no appeal has been filed in the Confederate Monuments case and there is no active litigation at this time.

Announcements

Meeting adjourned at 12:32 PM.