

MARYLAND HISTORICAL TRUST
BOARD OF TRUSTEES' MEETING
Thursday, January 27, 2022 at 10:00 AM
Teleconference

Pursuant to notice, the regular meeting of the Board of Trustees of the Maryland Historical Trust was held by teleconference.

Trustees present: Mmes. Bashiri, Earnstein, Filkins, Mears, and Paca; Messrs. Brown, Buchheit, Delgado, Feldstein, Little, Parker, and Robinson

Area Representatives present: Mmes. Linder, Sasser and Uunila; Messrs. Azola, Camlin, Charlton, Reed, and Spikes.

Maryland Department of Planning: Robert S. McCord, Secretary.

Office of the Attorney General: Paul Cucuzzella, Rieyn DeLony.

MHT Staff: Andrew Arvizu, Bonnie Baden, Collin Ingraham, Kate Jaffe, Elizabeth Hughes, Kathy Monday, Greg Pierce, Anne Raines, and Ivy Wells.

AGENDA

Chair Laura Mears welcomed Ivy Weeks to the Maryland Historical Trust. Ms. Weeks is a new staff member who will serve as the Capital Programs Administrator in the Office of Preservation Services.

PUBLIC COMMENT

Ms. Hughes reported that no one had signed up to provide public comment.

Z1 CALL TO ORDER

Chair Laura Mears called the meeting to order at 10:04 AM.

Z2 APPROVAL OF MINUTES

Mr. Reed made a motion, seconded by Ms. Filkins, that the December 9, 2021 open meeting minutes be approved. The Board voted unanimously to approve the minutes.

Mr. Robinson made a motion, seconded by Mr. Reed, that the December 9, 2021 closed meeting minutes be approved. The Board voted unanimously to approve the minutes.

Z100 Capital Programs Committee

Z101R Delegation of Authority for Termination or Modification of Certain Easements

Ms. Raines reported that at its May 16, 2019 meeting, the Board passed a resolution delegating to the Director of the Maryland Historical Trust the authority to terminate or modify historic preservation easements currently within the Trust's easement portfolio, subject to certain conditions and restrictions. A revised resolution was passed at the May 14, 2020 meeting to address situations specific to the MHT historic preservation loan program.

Ms. Raines noted that MHT staff continue to consider the easement portfolio and review other categories of easements which may be eligible for termination. Staff have recently analyzed easements which were placed on properties when they were transferred out of State ownership, an action subject to MHT review under the Maryland Historical Trust Act, as referenced in statute.

§ 5A-326. Protection and use of historic properties.

(b) Transfer of historic properties.- If it is prudent, practicable, and in the State's best interest to do so, a State unit that transfers a surplus property listed in or eligible to be listed in the Historic Register shall ensure that the transfer provides for the preservation or enhancement of the property.

Through this analysis, staff have identified approximately 9 properties on which MHT holds easements triggered by the MHT Act, but which do not meet the current standard for easement acceptance, which is that the historic property being transferred out of state or federal ownership is individually listed, or individually eligible for listing, in the National Register (reference MHT Board meeting materials from the October 18, 2018 meeting). Of these properties, five are located within local historic districts and will continue to be subject to local protection after the easement is terminated. Four easements (two of which are also locally protected) contained positive work requirements which were fulfilled. The remaining easements have already been in place for between 18 and 36 years. In all cases we maintain that the preservation intent of the MHT Act has been fulfilled, that it is no longer prudent, practicable, or in the State's best interest to retain and maintain these easements, and the easements should be terminated.

The language proposed below (changes are italicized and underlined) will allow the Director to terminate easements on properties which are not individually listed, or individually eligible for listing, in the National Register, if the easement resulted from the property being transferred out of State ownership.

The following motion was made by Dr. Delgado, seconded by Mr. Reed and approved unanimously.

RESOLVED, that the Maryland Historical Trust Board of Trustees delegates to the Director of the Maryland Historical Trust the authority to terminate or modify historic preservation

easements currently within the Trust's easement portfolio, subject to the following conditions and restrictions:

1. Without the approval of the Board, the Director may not terminate an easement:
 - a. That the Trust obtained by gift;
 - b. That the Trust obtained through review under either Section 106 of the National Historic Preservation Act or comparable State law, unless the property qualifies for termination under 2.d. below;
 - c. On property that has benefited from a grant funded under the Maryland Historical Trust Preservation Grant Program;
 - d. On property that has benefited from a grant funded by the Maryland Heritage Areas Authority;
 - e. On property that has benefited from a grant funded under the African American Heritage Preservation Program;
 - f. On property that (i) has benefited from funding authorized under the annual Maryland Consolidated Capital Bond Loan (the "Bond Bill") and (ii) is individually listed in or individually eligible for listing in the National Register of Historic Places; or
 - g. On property that (i) has benefited from a grant funded by or through the National Park Service and (ii) is individually listed in or individually eligible for listing in the National Register of Historic Places.
2. Provided that the Director does not determine that the property is of a type not adequately represented in the Trust's easement portfolio, the Director may terminate an easement on property:
 - a. That (i) has benefited from funding authorized under the Bond Bill and (ii) is **not** individually listed in or individually eligible for listing in the National Register of Historic Places;
 - b. That (i) has benefited from a grant funded by or through the National Park Service and (ii) is **not** individually listed in or individually eligible for listing in the National Register of Historic Places, and if the easement has existed for a period of time that exceeds the term that the National Park Service required at the time the easement was executed; or
 - c. That has benefited from a loan funded under the Maryland Historical Trust Preservation Loan Program if the later of:
 - (i) five years have passed from the date that (a) the loan was paid off, (b) the loan was forgiven by the Maryland Board of Public Works, or (c) the mortgage securing the loan was extinguished by operation of law; or
 - (ii) fifteen years have passed from the date that the easement was recorded.

d. That (i) was conveyed as a result of the property's transfer out of State ownership and (ii) is **not** individually listed in or individually eligible for listing in the National Register of Historic Places.
3. If an easement described in either 2.b or 2.c above has not yet reached the date upon which the Director may terminate the easement, the Director may modify the easement such that it will terminate on that date.

4. 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.

Z102R Proposed Changes to Preservation Agreement Conveyance Requirements

Ms. Raines recounted for the Board those actions taken at its October 18, 2018 meeting when the Board of Trustees approved changes to the easement conveyance requirements of the MHT Historic Preservation Easement Program, which included a change in some instances from the requirement that an easement be perpetual to a requirement an easement be for a term of years. This change was for properties assisted by MHT Capital Grants, African American Heritage Preservation Program (AAHPP) Grants, Maryland Heritage Areas Authority (MHAA) Grants (collectively, the "Grants"), and State Capital Budget Grants, and established easement terms tied to the amount of funding received: each \$5,000, or portion thereof, in funding results in one year of easement term, with a minimum term of 15 years. The Board's October 18, 2018 action was memorialized in the "Historic Preservation Easement Acceptance Policy of the Maryland Historical Trust," as adopted by the Director. At that time, the Board did not establish a maximum easement term.

At its meeting of October 21, 2021, the Board further amended the Historic Preservation Easement Acceptance Policy of the Maryland Historical Trust by resolution X102R to provide that no term easement shall have a term greater than 50 years from the date that the easement is either conveyed for extended."

Ms. Raines asked that the Board clarify its intention to apply the same term calculation method and the same maximum 50-year term limit requirement to Preservation Agreements, in addition to the easements. Preservation Agreements are accepted in lieu of easements for historic properties assisted by Grants that do not involve real property and are not recorded in the land records.

Ms. Raines explained that MHT Capital Grants and African American Heritage Preservation Program (AAHPP) Grants regulations provide that grantees "shall enter into an agreement with the Trust to preserve and maintain the historic property in such manner and duration as is acceptable to the Trust" so Preservation Agreements are not required to be perpetual.

Mr. Parker asked for examples of situations which MHT would take a preservation agreement rather than an easement. Ms. Raines responded that MHT takes a preservation agreement when the assisted property is not real property and we cannot record a Deed of Easement in the land records. For example, we have taken preservation agreements on bridges, locomotives, and occasionally on moved buildings where it is not necessary to protect the land itself. About 3% of our "easement" portfolio is actually preservation agreements.

The following motion was made by Ms. Uunila, seconded by Mr. Buchheit, and approved unanimously.

RESOLVED, that the Maryland Historical Trust Board of Trustees approves amending the Historic Preservation Easement Acceptance Policy of the Maryland Historical Trust to provide, in the event a Preservation Agreement is required for a historic property (not real property) assisted by MHT Capital Grants, African American Heritage Preservation Program (AAHPP) Grants, Maryland Heritage Areas Authority (MHAA) Grants, and State Capital Budget Grants, that:

- (i) each \$5,000, or portion thereof, in funding results in one year of Preservation Agreement term, with a minimum term of 15 years; and
- (ii) there shall be a maximum 50-year term for the Preservation Agreements, with the intention that no term Preservation Agreement shall have a term greater than 50 years from the date that the Preservation Agreement is either executed or extended.

Y103 Monument Relocation Working Group - Report

Mr. Robinson reported that subsequent to the MHT Board meeting on December 9th, MHT was copied on a letter from the City of Baltimore to LAXART rejecting the LAXART offer to display the City's Confederate monuments as part of its MONUMENTS exhibition. MHT sent a letter to the City of Baltimore requesting clarification as to the reasons why the City rejected the LAXART offer. At this time, talks with the City of Baltimore are continuing.

Z200 Survey, Registration, Community Education & Museums Committee

No reports.

Z300 Management & Planning Committee

Z301 Interim Actions of the Executive Committee

Maryland Historical Trust
Executive Committee Teleconference
Tuesday, January 11, 2022 at 9 AM

Present: Joshua Brown, Laura Mears, Samuel Parker, and Franklin Robinson, MHT Board; Elizabeth Hughes, Anne Raines, MHT Staff; Rieyn DeLony, OAG.

I. Call to Order

Laura Mears called the meeting to order at 9:00 AM.

II. Brown Advisory Signatories

Ms. Hughes reported that Brown Advisory Incorporated, the manager of the Maryland Historical Trust's Heritage Preservation Fund, is updating its records and requires that the Maryland Historical Trust Board of Trustees provide a current resolution confirming the "authority

holders” authorized to act on behalf of the Maryland Historical Trust to open brokerage accounts, give instructions or place orders on the accounts, and execute other necessary or useful documents to manage the accounts, as directed by the Board of Trustees.

The resolution drafted for this purpose by MHT’s legal counsel does the following: (i) designates four positions as “authority holders” with the authority to instruct Brown Advisory Incorporated; and (ii) requires the signatures of any two of the four people currently in an authority holder position on documentation requested by Brown Advisory Incorporated. The four positions designated as “authority holders” are: the MHT Director, the MHT Deputy Director, the MHT Board Chair and the MHT Board Treasurer.

Mr. Parker, Chair of the MHT Board Investment Committee, reported that the resolution before the Executive Committee today was submitted to the Investment Committee for its review and consideration on January 7th. The Investment Committee voted unanimously to recommend that the Executive Committee approve the resolution.

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

RESOLVED, that the Executive Committee of the Maryland Historical Trust (MHT) Board of Trustees designates the following four “authority holder” positions authorized to establish an investment advisory relationship with Brown Advisory Incorporated; sell, assign, transfer and deliver stocks, bonds, cash, cash equivalents and all other securities now or hereafter held by MHT; and to instruct Brown Advisory Incorporated on the management of assets invested by MHT with Brown Advisory Incorporated:

- 1) The MHT Director;
- 2) The MHT Deputy Director;
- 3) The MHT Board Chair; and
- 4) The MHT Board Treasurer

RESOLVED, that signatures of people currently holding any two of the four authority holder positions are required to execute all instruments necessary, proper or desirable to instruct or order Brown Advisory Incorporated to take actions approved by the Board of Trustees with respect MHT’s assets invested with Brown Advisory Incorporated;

RESOLVED, that all past actions taken by Brown Advisory Incorporated in reliance on MHT’s previous authorizing resolutions to Brown Advisory Incorporated are hereby ratified and confirmed; and

IT IS FURTHER RESOLVED, that the Vice Chair of the MHT Board of Trustees is authorized to certify this Resolution to Brown Advisory Incorporated.

III. Adjourn

Meeting adjourned at 9:15 AM.

Z302 Investment Committee Report

Mr. Parker, Chair of the Investment Committee and Treasurer of the MHT Board, reported that the Investment Committee is meeting more frequently in order to monitor the Board's holdings during this volatile investment climate. The performance of the MHT investment portfolio last year was very good as investments increased in value by 13.4%. The MHT Board Investment Policy is continuing to effectively manage risk as the Board's holdings are spread out over different asset classes.

Z303 Equity Working Group Report

Mr. Parker, Chair of the Equity Working Group, reported that the group continues to meet and is working on a racial equity assessment tool to be shared with MHT Board and staff members in the coming months.

Z304 Budget & Legislation

Ms. Hughes reported that the Maryland General Assembly convened on January 12 and the Governor introduced the FY2023 operating and capital budget on January 19th. The budget includes full funding for MHT's various grant programs and an increase in the appropriation for the competitive commercial side of the Maryland Revitalization Tax Credit Program from \$9 million in FY2022 to \$12 million in FY2023. Funding for capital projects at Jefferson Patterson Park and Museum includes \$3.5 million for the expansion of the MAC Lab and \$124,000 for the Patterson Center renovation. When considering prior and future year funding for these capital projects, they total \$13 million for the MAC Lab expansion and \$11.6 million for the Patterson Center project respectively.

Ms. Hughes reported on three bills of interest, each of which would make changes to the Maryland Historic Revitalization Tax Credit Program. HB27 would: 1.) extend the program for seven years to FY2031; 2.) required increased appropriations to the competitive commercial side of the program of \$12M in FY23 and FY24, \$24M in FY25 and FY26, \$36M in FY27 through FY31; and, 3.) would require that the small commercial component of the program be funded with a \$4M appropriation each year from FY24 through FY31. HB202 would reduce the amount of the required threshold expenditure for low-income applicants to the owner-occupied, residential component of the program from \$5,000 to \$2,500 and HB539 would increase the amount of the tax credit percentage from 20% to 25% for all applicants to the owner-occupied, residential component of the program.

Z305 Litigation & Legal Issues

Ms. DeLony reported that the hearing on the Motion for Summary Judgement in the case of the Maryland Division of the Sons of the Confederate Veterans, Inc., v. MHT in the Circuit Court for Anne Arundel County is scheduled to take place on May 2.

Announcements

MHAA Grants: Intent to Apply forms are due on January 28, 2022.

MHT Historic Preservation Awards: Nominations are being accepted until February 4, 2022.

MHT Summer Internship in Archeology: Applications accepted until February 11, 2022.

MHT Capital Grants: Applications are due on March 15, 2022.

Historic African American Cemetery Survey: The online survey can be found here
– <https://bit.ly/3ECnmmV>

The next meeting of the MHT Board is scheduled for Thursday, March 10, 2022.

Meeting adjourned at 10:36 am.