

Trustees of the New Castle Common
Meeting Minutes
January 4, 2022

Present: T. Episcopo (*Vice President*)
M. Alfree (*Secretary*)
B. Antonio (*Asst. Treasurer*)
D. Baldini
C. DeAscanis
A. Taylor, Esquire

Attending via

Telephone: P. Toner (*President*)
G. Yacucci
F. Gallagher (*Treasurer*)
M. Martinelli, Property Manager

Absent: T. Clayton
T. Wilson

Also present: K. Weirich, Stenographer
M. Alexander, The Weekly

The monthly meeting of the Trustees was held on Tuesday, January , 2021, in the Trustees Room of Old Town Hall. Mr. Episcopo called the meeting to order at 7:20 p.m. Roll call followed and a quorum as required by the Modern Rules of Order was declared.

President's Communications

Mr. Toner had no communications to report.

Monthly Calendar

- Outreach Committee – 1/17/22, 7 p.m.
- Finance Committee – 1/27/22, 4 p.m.
- Land Management Committee – 1/27/22, 5:30 p.m.
- Property Maintenance Committee – 1/26/22, 4 p.m.
- Ad Hoc Bylaws Committee – 1/24/22, 4 p.m.
- TNCC Board Meeting – 2/1/22, 7 p.m.

Minutes

12/7/21 TNCC Meeting Minutes – Board members did not have sufficient time to review the December meeting Minutes and the decision was made to postpone review and vote on the December 7, 2021, Minutes until the February 2022 TNCC meeting.

Treasurer's Report – Mr. Gallagher reporting.

Treasurer's Report for 12/31/21 was sent out prior to the meeting.

Mr. Gallagher explained that the Cash Ledger Balance is high because Nolan did not work the last week of November. Payment to Nolan will be made on January 5, 2022, which will reduce the funds available for 2022 to \$261,000.

Mr. Alfree made a motion to approve the Treasurer's Report dated 12/31/21. Mr. Episcopo seconded the motion. The motion was approved.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Alfree reporting.

The Land Management Committee did not meet this month. Every system in place has either been approved by the Board or the Board is waiting for the entity to do it.

OUTREACH COMMITTEE REPORT – Ms. Antonio reporting.

The Committee has received approximately 14 applications and will review them on 1/17/22. A summary report will be prepared and distributed to Board members, and packets will be distributed by Ms. Fontinha.

PROPERTY MAINTENANCE COMMITTEE – Mr. Episcopo reporting.

(Property Maintenance Update provided to the Board.)

- Penn Farm – A tree came down at Penn Farm. The tree in the front is a flowering magnolia. Bartlett Tree inspected the magnolia tree and determined that it needs some trimming and fertilizer and can be saved.
- Little League Field – We are waiting for the survey to be scheduled.
- Hermitage Nature Area (Hermitage) – A meeting was held with Jim Sidlowski to discuss his expertise and the Plan he submitted to the Committee. Because Mr. Sidlowski is not a volunteer, a Board decision is needed to hire him. After discussion it was agreed that the Committee will extend an offer to Mr. Sidlowski to begin work April 1, 2022, with remuneration not to exceed \$12,000 over the course of six months. A line item for the Hermitage will be added to the 2022-23 PMC budget.

Mr. Episcopo made a motion to approve the Property Management Committee to negotiate an offer to James Sidlowski for six months to begin April 1, 2022, with remuneration not to exceed \$12,000. Mr. Toner seconded the motion. A roll call vote was taken.

Mr. DeAscanis – yes

Mr. Episcopo – yes

Mr. Baldini – yes

Mr. Gallagher – yes

Mr. Alfree – yes

Mrs. Antonio – yes

Mr. Toner – yes

Mr. Yacucci – yes

The motion was approved by unanimous vote.

FINANCE COMMITTEE REPORT – Mr. Gallagher reporting.

The operating budget, capital budget, and revenue sheets were distributed to the Board.

Mr. Gallagher reviewed the documents. Outreach will have everything to the Finance Committee by February 4th. Mr. Gallagher reminded PMC that the other component of the budget needs to be prepared and submitted by February 4th in order to complete the draft

budget. Key dates: February 4th – all submissions due; February 18th – full draft budget review; March 15th – Special TNCC Budget Meeting to finalize the budget.

OTHER COMMITTEES

Bylaws Committee – Mr. Gallagher reporting.

Mr. Gallagher stated the committee met to discuss proposed changes to Article XI. This is considered the first reading with voting to come next month.

Article XI, Section 5, The Board Secretary – The committee proposes adding the language (in quotes).

The Board secretary shall ensure that all the proceedings at the Board meetings are recorded. Tape recordings may be used to assist in keeping minutes of the Board's proceedings. Once the minutes have been approved by the Board, the tapes shall be erased or reused for the next meeting. He shall perform like duties for the standing committees when required. He shall cause notice of all meetings of members of the Board to be given, "shall act as the liaison to the independent Scholarship Committee," and shall perform such other duties as may be prescribed by the Board. He shall have custody of the Corporation seal and authority to affix the same to any instrument requiring it; when so affixed, it must be attested to by his signature.

Mr. Gallagher stated the committee met to discuss proposed changes to Procedure IV. This is considered the first reading with voting to come next month.

Procedure IV, Officers – The committee proposes adding the language (in quotes).

D. The new officers will begin their term on April 1. "As their first official duty they shall work with the Treasurer to update Signature information for appropriate financial accounts." Any officer elected by the Board may be removed at any time by the affirmative vote of a majority of the Board; if a vacancy occurs in any office of the corporation, it shall be filled by a vote of the Board.

Mr. Gallagher stated the first reading of proposed changes to the By-Laws took place last month.

Article XII, Trustee Committees, Section 1, Committee Formation – The committee proposed adding the language (in quotes).

Committee meetings are open to all Trustees, but only committee members may vote. Each committee will set a routine time to meet each month so any Trustee interested in attending the meeting can plan accordingly. "If a meeting is canceled or rescheduled, the chair is responsible for contacting all Trustees to make them aware of the change."

Mr. Gallagher made a motion to change Article XII, Trustee Committees, Section 1, and Committee Formation, as presented. Mr. Alfree seconded the motion. A roll call vote was taken.

Mr. DeAscanis – yes

Mr. Episcopo – yes

Mr. Baldini – yes

Mr. Gallagher – yes

Mr. Alfree – yes

Mrs. Antonio – yes

Mr. Toner – yes

The motion was approved by unanimous vote.

Article III, Financial Accounts – The committee proposed adding the language (in quotes).

All funds which are the property of the Corporation shall be deposited in financial accounts as may be authorized and maintained by the Corporation. All checks shall be signed by two (2) officers of the Board. “For this purpose, officers will be defined as President, Vice-President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer.”

Mr. Gallagher made a motion to change Article III, Financial Accounts, as presented. Mr. Alfree seconded the motion. A roll call vote was taken.

Mr. DeAscanis – yes

Mr. Episcopo – yes

Mr. Baldini – yes

Mr. Gallagher – yes

Mr. Alfree – yes

Mrs. Antonio – yes

Mr. Toner – yes

The motion was approved by unanimous vote.

Mr. Baldini explained that the committee will look into updating language in the By-Laws and Procedures and Policies to ensure all direction in both documents are synchronized. The updates will be simple edits and not substantive changes.

Battery Park Committee – Mr. Episcopo reporting.

Mr. Episcopo stated that a request was received asking if permission is needed to go fishing at Battery Park, and asked if the Trustees or the City had purview. The signage does not address fishing. Mr. Toner stated that fishing is only allowed south of Dobbinsville. Mr. Toner will respond to the inquiry.

Election Committee – Mr. Episcopo reporting.

There are currently three candidates: Sheila Shannon, Christine Masiello and Angelo Rispoli. The last date for a candidate to file is February 3, 2022.

Sports Complex Planning Committee (Messrs. DeAscanis, Wilson, Toner, Mrs. Antonio) –

Mr. DeAscanis reporting.

Mr. DeAscanis stated the contractor is done with the field survey and will submit the survey results later this week.

COMMUNICATIONS – Mr. Alfree reporting.

- Board members will receive their ballot in January for Officers assuming office April 1, 2022. Those Board members who did not already receive their ballot can pick it up in

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their mail slot in the Trust Office. All ballots are due back on January 18, 2022. For record keeping purposes, Mr. Alfree requested that all ballots be returned, regardless of whether you wish to run for office or not. Officers will be identified before the March 2022 meeting.

- Mr. Alfree stated that tonight is Debbie Turner's last official day with the TNCC. On behalf of all Board members, Mr. Alfree expressed his deep appreciation for Ms. Turner's work with the TNCC and wished her the best in her retirement.
- Penn Farm is moving along. The outside is mostly done, with a second coat of paint and some work on the roof still to be completed. Insulation will be installed in the new building starting January 5th and installation of drywall will begin on January 7th. A meeting with all contractors will be held to ensure that all wiring is correctly positioned so the drywall can be properly installed. The heating duct was installed today. It will be set at 60° during the day and 50° at night to ensure the building is adequately heated for drywall installation.
- Mr. Alfree stated that a time capsule will be placed in the Penn Farm farmhouse and he encouraged everyone to make a paper submission no larger than 8-1/2"x11" placed in a business size envelope. The deadline for submissions is March 15, 2022. Mr. Alfree noted that Ms. Fontinha will prepare a lineage of the TNCC to be placed in the time capsule and offered a few suggestions of the type of submissions they are looking for, including photos, remembrances, etc. The time capsule will be opened on the TNCC's 275th anniversary.

MISCELLANEOUS

- Mr. Taylor noted that he has one item to report for Executive Session that does not require a vote.
- Mr. Toner stated a Dobbinsville resident reported that someone who is renovating a house on Clymer Street is taking construction materials and throwing them on Trust property. He will forward an email with pictures to the Board. Mr. Episcopo asked if the City Police should be notified and Mr. Toner stated that the resident reported the issue to the Police.

With no further business to address, Mr. Alfree made a motion to move to Executive Session at 8:13 p.m. Mr. Episcopo seconded the motion. The motion was approved.

The Board returned to Regular Session at 8:23 p.m.

With no further business to address, the meeting was adjourned at 8:24 p.m.

Kathleen R. Weirich
Stenographer

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T. Episcopo (*Vice President*)
M. Alfree (*Secretary*)
B. Antonio (*Asst. Treasurer*)
D. Baldini
C. DeAscanis
G. Yacucci
F. Gallagher (*Treasurer*)
M. Marinelli, Property Manager
T. Clayton
T. Wilson
A. Taylor, Esquire

Also present: K. Weirich, Stenographer
M. Alexander, The Weekly

The monthly meeting of the Trustees was held on Tuesday, February 1, 2022, in the Trustees Room of Old Town Hall. Mr. Toner called the meeting to order at 7:05 p.m. Roll call followed and a quorum as required by the Modern Rules of Order was declared.

President's Communications

The Hermitage – Mr. Toner noted that former Trustee Meek recommended that the Board hire Jim Sidlowski to perform specific functions at The Hermitage. Messrs. Toner and Episcopo met with Mr. Greg Gagliano, owner of Red Tail Restoration & Land Management, LLC (Red Tail) and the decision was made for Red Tail to hire Mr. Sidlowski as a Special Project Manager. An Addendum to the Contract Agreement was accepted.

Mr. Toner made a motion that the Trustees approve the Agreement.

Mr. Gallagher asked for clarification of the number of hours Mr. Sidlowski would work. Mr. Toner stated that Mr. Sidlowski would be approved to work up to 40 hours per month as approved by the Trustees.

Mr. Gallagher seconded the motion. On vote, the motion was unanimously carried.

Sea Level Rise Task Force – Councilperson Day has requested Trust representation on the Sea Level Task Force. A similar request was made by Ms. Gail Seitz, Planning Commission Chair, who noted that a group of riverfront property owners are interested in a berm extending from the existing berm on the east side of the City. As the two topics are related, Mr. Toner asked that all relevant interests work with Council on the formation of the Task Force.

Trustee Email Addresses – Mr. Toner noted that Trustee email addresses will be changed to a First Initial/Last Name format @TheTrusteesNCC.org. The change should take place in April

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2022 after the Trust offices are relocated to the Penn Farmhouse. All communications through email will be saved to the Cloud on a webserver that can be backed up to PCs as necessary.

Penn Farm Open House – The open house will be held on June 4, 2022.

Mr. Toner made a motion to approve \$20,000 for the Open House on Saturday, June 4, 2022.

Mr. Toner noted that June 4th is the week before Separation Day and the Saturday before the June Trustee Board meeting. Mr. Yacucci will coordinate the event and all suggestions/communications regarding the event should be directed to him. Volunteers and ideas are welcome to ensure an outstanding event. A flyer is being crafted based on historic flyers.

Mr. Gallagher stated that the expense needs to be added to the next fiscal budget.

On The Same Page: Your City and You – Mr. Baldini noted that the NCCP will be holding three events in New Castle to introduce all agencies and non-profits available in the City to the general community. The events will be held on February 24th, March 10th, and March 31st at the New Castle Library. Participants include the Mayor, City Council, Goodwill Fire Company, the Police Department, the Historical Society, MSC, Libraries, Arasapha, the Arts Council, the Jaycees, The Lions Club, The Arts Council, and the Sailing Club. The organizers are requesting participation from the Trust in the form of a short presentation at one of the events.

Mr. Alfree read the communication that was received from Cindy Snyder and will email the communication to all Trustees.

Monthly Calendar

- Outreach Committee – 2/21/22, 7 p.m.
- Finance Committee – 2/23/22, 5 p.m.
- Land Management Committee – 2.24/22, 5 p.m.
- Property Maintenance Committee – 2/23/22, 4 p.m.
- Ad Hoc Bylaws Committee – 2/21/22, 4 p.m.
- TNCC Board Meeting – 3/1/22, 7 p.m.

Mr. Gallagher reminded the Board that Budgets are due to him by Friday, 2/4/22. A consolidated Budget will be distributed on 2/18/22.

Additions to the Calendar:

- In Person Voting – 3/3/22 and 3/4/22, 10 a.m. to 3 p.m.
- Budgets Due – 2/4/22
- Consolidated Budget Distributed – 2/18/22
- Delete PMC – 2/25/22

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Minutes

12/7/21 TNCC Meeting Minutes – **Mr. Clayton made a motion to approve the 12/7/21 TNCC Meeting minutes as distributed. Mr. Yacucci seconded the motion. The motion was approved.**

1/4/22 TNCC Meeting Minutes – **Mr. Clayton made a motion to approve the 1/4/22 TNCC Meeting minutes as distributed. Mr. DeAscanis seconded the motion. The motion was approved.**

Treasurer's Report – Mr. Gallagher reporting.

Treasurer's Report for 1/31/22 was sent out prior to the meeting.

Mr. Gallagher asked the PMC when invoicing for landscaping and grass cutting would stop for the winter. Mr. Wilson will obtain a schedule from the Antonios and ask when billing will end for the winter. Mr. Toner asked that Mr. Wilson also ask what the difference is between "landscaping" and "grass cutting". It was recommended that the invoices be itemized to ensure the bill accurately reflects the work done in order for expenses to be properly categorized.

In response to a question from Mr. Episcopo, Mr. Gallagher explained the process from invoice receipt to payment. Mr. Episcopo noted that the PMC has found that some payments have been added to "Miscellaneous" in error. During discussion it was noted that the invoice should clearly designate the property and the work done. Going forward the PMC will verify that invoices are properly categorized on the approval sheets.

Further discussion included when committees would change and Mr. Alfree explained that Trustees will receive their committee requests in March/April and new committees will start in September.

Mr. Gallagher noted that the Operating Budget Contingency-Commercial Properties incorrectly reflects a \$10,000 overdraft. \$12,750 of that goes against Capital. He explained how the error occurred and stated that it would be corrected in next month's Budget.

Mr. Gallagher made a motion to approve the Treasurer's Report dated 1/31/22. Mr. Episcopo seconded the motion. The motion was approved.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Alfree reporting.

Twin Spans – Mr. Alfree explained that Twin Spans is refinancing. Rent will increase with the CPI. Memorandum of Lease and Recognition Agreement documents are required by the bank and both will require the President's signature.

Mr. Taylor explained that the Memorandum of Lease states that a lease is in effect and gives the dates. The Recognition Agreement states that if Twin Spans defaults on the mortgage and the Bank takes over the balance of the lease the Trust will recognize the Bank as the tenant under the same lease terms.

Mr. Alfree made a motion to approve the Memorandum of Lease as it relates to Twin Spans Maintenance Company LLC. Mr. Baldini seconded the motion. The motion was approved.

Mr. Alfree made a motion to approve the Recognition Agreement as it relates to Twin Spans Maintenance Company LLC. Mr. Gallagher seconded the motion. The motion was approved.

Gordy Management – The lease is up and will be corrected by CPI method. This is the next-to-last 5-year lease extension for the property. Gordy Management would like to add three additional 5-year options under the same process (CPI / Appraisal / CPI).

Mr. Alfree made a motion to approve three additional 5-year leases for Gordy Management based on the standard terms that the Trust uses. This comes with a unanimous recommendation from the Land Management Committee. Mr. Gallagher seconded the motion. The motion was approved.

Dialysis Center - Fresenius Kidney Care First State is a national company with dialysis centers throughout the United States. They recently contracted with a firm to review all leases, including the lease with TNCC. Mr. Alfree recommended that this item be discussed in Executive Session for a matter of real estate.

The Garrison / Ferrara – The committee is still working on these donations and there is nothing to report at this time.

Dog Park – Mr. Toner stated that a request has been submitted to the Outreach Committee for a dog park. Mr. Sidlowski recommended an area 120' x 135', approximately 16,200 square feet, starting 130' from the NW corner of the Ice House. The area has been staked with red flags. He noted that there has been some criticism for placement of a dog park at The Hermitage; but asked the Trustees consider several factors:

- City Council has requested the dog park.
- The Hermitage is centrally located among the 13 New Castle neighborhoods.
- A dog park has been recommended over two decades through two consecutive Comprehensive Plans and dozens of members of the Planning Commission and resident surveys.
- It is an added amenity for the City.
- There are more Trustee dog owners than not.

Mr. Toner added that:

- There will be a 50 year licensing agreement between the Trust and the City at a rate of \$1 per year.
- On approval, Mr. Taylor can begin discussions with City Solicitor Dan Losco on the particulars.
- In addition to coverage provided under the Licensing Agreement, the Agreement will also spell out that the City is responsible for signage, insurance and maintenance.

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- Any potential lapses in insurance or maintenance would have the land immediately revert to the Trust with as little as 30 days' notice to the City of the Trust's intent.
- The City has a request for funding to Outreach.
- The two issues are mutually exclusive: whether or not funding is approved and whether or not use of the land is approved.

Mr. Toner made a motion to allow the City use the land as specified for a dog park.

In response to a question from Mr. Clayton Mr. Toner stated there is no cost to the Trust, noting it is an Outreach.

Mr. Baldini seconded the motion.

Mr. Wilson opined that the Outreach request is a totally different subject and Mr. Toner concurred; however, he added that he did not wish to stand in the way of the dog park.

A roll call vote was taken:

Mr. DeAscanis – yes

Mr. Yacucci – yes

Mr. Baldini – yes

Mr. Gallagher – yes

Mr. Clayton – yes

Mr. Alfree – yes

Ms. Antonio – yes*

Mr. Wilson – yes**

Mr. Episcopo – yes***

Mr. Toner – yes

The motion carried.

*Ms. Antonio noted that it would be nice to know more details, i.e., how will it be maintained and funded. Mr. Toner stated that how the project is funded and maintained is up to the City. Mr. Taylor will prepare a licensing agreement. Ms. Antonio noted that residents were surveyed by the Planning Commission and people said they wanted a dog park, but not everyone in the City voted to have a dog park. Mr. Toner reiterated that a dog park has been in two consecutive Comprehensive Plans and many people own dogs. He added that the Trustees would not put a dog park in Battery Park.

**Mr. Wilson protested the fact that the “cart was put in front of the horse” because of the article in The Weekly.

***Mr. Episcopo restated that the motion was for the land only and Mr. Toner stated that was correct.

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Penn Farmhouse – Mr. Alfree noted that a document from Nowland Associates reflecting landscaping at the Farmhouse was distributed to the Trustees. The landscaping was part of the original bid, but was an expense that was delayed. Mr. Alfree noted that plantings will be low-maintenance/no-maintenance native plants. Mr. DeAscanis asked if the Trust was required to go through Nowland and after discussion it was agreed that as landscaping was part of the original package, Nowland should do the work. Bids will be obtained for roadwork. In response to a question from Mr. Baldini, Mr. Alfree noted that the cost of \$16,143 includes the standard 3% add-on for overhead.

Mr. Clayton made a motion to approve the landscaping plan as submitted. Mr. Alfree seconded the motion. Ms. Antonio recused herself from voting and the motion was unanimously carried with a vote of 9 in favor and one recused.

OUTREACH COMMITTEE REPORT – Mr. Wilson reporting.

Mr. Wilson reported that grants have been reviewed and submitted to the Finance Committee.

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.

(Property Maintenance Update provided to the Board.)

Tennis Court – Mr. Clayton reported that he and Mr. DeAscanis met with the tennis group. The base of the tennis court is totally shot. A quote to replace the tickets on the ticket booth is being sought.

Penn Farm – the committee is getting quotes for the main road at Penn Farm.

The Hermitage – One contractor is giving the committee a quote to rebuild the Ice House. After the quote comes in the committee will determine if the project should move forward. Mr. Yacucci asked if that could be an Eagle Scout project. Mr. Toner asked if the committee had discussed water with MSC. Mr. Clayton noted that there is no water in the Ice House and that Mr. Guyer at MSC informed him that MSC has a water pit ready to go if needed.

Frenchtown Trail – Mr. Episcopo noted that he and Mr. Baldini will meet with the City Administrator and Foresite Assoc. via Zoom at 11 a.m. on Wednesday, 2/2/22 regarding grant funding that must be used no later than June 2022. More information will be available at the February meeting. Mr. Episcopo will forward the Zoom login to the Trustees.

Little League Field – **Mr. DeAscanis made a motion to approve a capital project to work with MSC to install a 2" water line at the Little League Field from Rt. 273 to the clubhouse at a cost of \$26,000. Mr. Gallagher seconded the motion.**

During discussion it was noted that the project was completed; however, a motion was never made to approve the project.

The motion was carried.

FINANCE COMMITTEE REPORT – Mr. Gallagher reporting.

The operating budget, capital budget, and revenue sheets were distributed to the Board.

Mr. Gallagher noted that the Contingency – Property Maintenance line item shows \$13,500; however \$12,200 for paving needs to be re-allocated and that will be reflected on the next budget.

Mr. Alfree asked for clarification of the Penn Farm Shade Roof Repairs under Construction on page 3 of the capital budget. Mr. Gallagher noted that was for the farm stand at Penn Farm. Mr. Clayton added that instead of putting on a new roof, the area was cleaned up.

Drainage at Tremont Property – Mr. Episcopo asked about the drainage at Tremont, noting that the work was done. Mr. Gallagher will check to see if an invoice was received.

Lions Club Driveway – Mr. Episcopo asked about the Lions Club driveway. Mr. Gallagher noted that the project was reviewed and approved, and the check will go out shortly.

City Loan – Mr. Toner asked about the \$2M backstop loan to the City. The Finance Committee will investigate and report back to the Board.

OTHER COMMITTEES

Bylaws Committee – Mr. Gallagher reporting.

Mr. Baldini distributed a matrix of Bylaws/Policies/Procedures and made recommendations to the Bylaws.

Article III, Financial Accounts, Policy I, Financial Accounts – The committee proposes changing the language:

Current Language:

The Trustees may maintain a safe deposit box or boxes at a bank or trust company approved by the Board. Access to the box or boxes shall be available to any two (2) officers of the Board.

Recommended:

All funds which are the property of the Corporation shall be deposited in financial accounts as may be authorized and maintained by the Corporation. The treasurer shall have custody of the corporate funds and securities. All checks shall be signed by two (2) officers of the Board. For this purpose, officers will be defined as President, Vice-President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.

Mr. Wilson opined that a motion is not required to change the language

Ms. Antonio recommended using “will” instead of “shall”, and “will be” instead of “may be”. After discussion it was noted that “shall” is used throughout the bylaws.

Article IV, Annual Statements, Section 1, Policy III, Annual Financial Statements, Paragraph 1 – The committee proposes changing the language (in quotes)

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“At least once a year,” a balance sheet, “a full and complete statement of income and disbursements,” and a statement of the business and condition of the Corporation are to be prepared. “These statements are to be in the form and detail prescribed by the Board.” The preparation of these reports is to be supervised by the treasurer and assistant treasurer.

Article IV, Annual Statements, Section 3, Policy III, Annual Financial Statements, Paragraph 2 –
The committee proposes changing the language (in quotes)

“For the annual audit,” all books, records, accounts, and minutes of the Corporation shall be made available to the “certified public accountant selected by the Trustees” for the time necessary to conduct the audit.

Article IV, Annual Statements, Section 3, Policy III, Procedure I, Annual Statements, Paragraph 2
- The committee proposes changing the language (in quotes)

“For the annual audit,” all books, records, accounts, and minutes of the Corporation shall be made available to the accountant for the time necessary to conduct the audit.

Mr. Gallagher stated the first reading of proposed changes to the By-Laws took place last month.

Article XI, Section 5, The Board Secretary – The committee proposes adding the language (in quotes).

The Board secretary shall ensure that all the proceedings at the Board meetings are recorded. Tape recordings may be used to assist in keeping minutes of the Board’s proceedings. Once the minutes have been approved by the Board, the tapes shall be erased or reused for the next meeting. He shall perform like duties for the standing committees when required. He shall cause notice of all meetings of members of the Board to be given, “shall act as the liaison to the independent Scholarship Committee,” and shall perform such other duties as may be prescribed by the Board. He shall have custody of the Corporation seal and authority to affix the same to any instrument requiring it; when so affixed, it must be attested to by his signature.

Mr. Gallagher made a motion to change Article XI, Section 5, The Board Secretary, as presented. Mr. Alfree seconded the motion.

Mr. Wilson read an email that he sent to all Trustees into the record asking that a vote on Article XI, Section 5, The Board Secretary be tabled and not voted on until the Board can be assured of its legality. Mr. Wilson stated that most decisions have been based on the actions of the Scholarship Committee based on the falsehood that the IRS has issued some type of law that says we cannot manage or participate in actions created by this group and they must remain independent. Mr. Wilson requested that the Trust attorney and the auditing group jointly either confirm or dismiss the interpretation of the law that has been perceived by us. Further, Mr. Wilson noted his belief that it is wrong for any committee to operate without oversight involvement in management of the Board. Mr. Wilson stated that (1) the Trustees of the New Castle Common is a committee-based organization, and (2) he does not believe it is

legal based on our Charter that we designate other citizens to execute our policies and procedures. Further, Mr. Wilson stated he does not believe that the Scholarship Committee must be independent based on the IRS rules.

Mr. Wilson made a motion to table discussion until an official response is received from the Trust attorney and auditing organization.

Mr. Gallagher responded to Mr. Wilson's note, stating that the Trust has been using an independent committee to award scholarships for some time because the Trust did not want to be put in the position of denying members of the Board from taking advantage of the scholarship funds. By utilizing an independent committee, members of the Board can take advantage of those funds; however, if the committee is a Board Committee, Board members would be disqualified.

Mr. Gallagher referenced Nos. 6, 7, and Note Below of Schedule H of Form 1023, noting that the IRS requires answers to questions relative to an organization providing scholarships, fellowships, educational loans and other educational grants to individuals / private foundations requesting advanced approval of individual grant procedures:

- No. 6 – asks who is on the selection committee for the award made under the program, including names of current committee members, criteria for the committee membership and methods of replacing committee members.
- No. 7 – asks if relatives of members of the selection committee or officers, directors, or substantial contributors are eligible for awards made under your program. If the answer is yes, what measures are taken to ensure unbiased selection.
- Note Below – If you are a private foundation, you are not permitted to provide educational grants to disqualified persons. Disqualified persons include your substantial contributors, foundation managers and certain family members of disqualified persons.

Mr. Gallagher stated that at the last audit the IRS agent stated that the Scholarship Committee needed to be independent. Also the auditor stated that the Trust did not want to be in a position where the Trust is giving funds to a family member of a Board member. Mr. Gallagher explained that the Trust gives funds to the fire company and the library and they disseminate those funds into the community. The scholarship grants are awarded to individuals who meet the qualifications, and not the community.

Mr. Gallagher concluded by stating his opinion that it is best practice to have the Scholarship Committee remain independent.

Mr. Toner asked Mr. Taylor for his opinion. Mr. Taylor stated that for tax purposes only the Trust is not considered a private foundation. That does not mean the Trust is not a private organization. The Trust is covered by Section 1 of Schedule H, which describes the procedures and what measures are taken to ensure unbiased selection. The Board has chosen to use an independent committee to ensure unbiased selection; however that may not be the only way to satisfy that requirement.

Mr. Wilson stated that the Board never approved a motion. The Scholarship Committee was assigned by Mr. Gambacorta and the Board never voted to approve that action. Mr. Wilson stated that the Trust should be making the rules and not an independent committee. He noted that Board members sit on the committees of the fire department and the library; however, no Board member sits on the Scholarship Committee. He opined that the Trust should award scholarships by committee process, and the way scholarships are awarded now is illegal.

Mr. Toner asked Mr. Taylor to speak to the legality of how scholarships are currently awarded. Mr. Taylor stated he would not say it is illegal. Mr. Wilson rephrased his statement to say that the way scholarships are awarded now is in dispute of the Trust's charge. Mr. Toner agreed that it is contrary to the way the fire department and library grants are awarded, but not that the process is illegal.

Mr. Baldini referenced Statute IRC 4945, which is the discussion relative to grants for individuals, noting that the Board directing the Scholarship Committee as to who can or cannot receive the award is a critical issue. Statute 4946 discusses disqualified persons. Mr. Baldini opined that if the Board chooses to change the way things are done it will require IRS approval.

It was noted that the IRS approved the procedure being used by the Board during the 2013 audit. Ms. Antonio stated that the Board is a committee-based organization and its integrity is based on those committees; and expressed her feeling that if liaison positions are created in the bylaws the Board is moving away from the Trust's structure. Mr. Gallagher stated the Scholarship Committee was set up as an independent committee to give it some distance from the Board in order to continue to award scholarships to members of the Board. He added that the liaison position provides the required oversight; which is what Mr. Alfree has been doing for a number of years.

Mr. Wilson reiterated that the issue should be tabled until the Trust attorney comes back with the results of his research. Mr. Taylor noted that he has not looked into the detail of what measures are being taken to ensure unbiased selection, and he is not certain that the only way to ensure unbiased selection is the utilization of an independent committee. Mr. Wilson opined that to stay within the Trust rules and regulations the Scholarship Committee should be made up of Board members and citizens.

Mr. Taylor noted that if the motion is approved, the bylaws can be changed at any time. Mr. Baldini noted that the requested change reflects how the Board currently handles scholarship awards. Mr. Gallagher added that the current procedure was acceptable under the IRS audit.

Mr. Yacucci seconded the motion.

Mr. Toner noted that there are two motions on the floor: (1) a motion to table and if that does not pass (2) a motion to approve.

Vote on the motion to table discussion until an official response is received from the Trust attorney and auditing organization:

Mr. DeAscanis – yes

Mr. Yacucci – yes

Mr. Baldini – no

Mr. Gallagher – no

Mr. Clayton – yes

Mr. Alfree – no

Ms. Antonio – yes

Mr. Wilson – yes

Mr. Episcopo – no

Mr. Toner – no

The motion failed with five votes in favor and five votes opposed.

Mr. Baldini qualified his vote by stating that the language change reflects what the Board is currently doing.

Mr. Wilson asked if any Board member should recuse themselves from voting.

Mr. Wilson raised a question on the vote, asking if it is legal if what the Board is currently doing was never approved by the Board. Mr. Toner stated that Mr. Wilson is bringing up a historic fact stating that when Mr. Gambacorta was President he enacted this policy and it was never voted on, and asked Mr. Taylor to opine. Mr. Wilson added that Mr. Toner met with the Board and made a separate agreement, read it to the Board and never brought it to a motion or vote. Mr. Toner stated that was after meeting with the Outreach Committee. Mr. Wilson reiterated that changes were made to grant amounts that were never approved by the Board.

Mr. Taylor stated that in the past the President made an appointment and what the Board voted on today formalized it and put it into the bylaws. Mr. Taylor stated that whatever was done relative to funding amounts is not relative to the discussion, which is the language change to the bylaws. He added that the bylaws can be changed at any time.

Vote on the motion to change Article XI, Section 5, The Board Secretary, as presented:

Mr. DeAscanis – yes

Mr. Yacucci – yes

Mr. Baldini – yes

Mr. Gallagher – yes

Mr. Clayton – yes

Mr. Alfree – yes

Ms. Antonio – no

Mr. Wilson – no

Mr. Episcopo – yes

Mr. Toner – yes

The motion passed with eight votes in favor and two votes opposed.

Article XI, Procedure IV, Officers – The committee proposes adding the language (in quotes).

D. The new officers will begin their term on April 1. “As their first official duty they shall work with the Treasurer to update Signature information for appropriate financial accounts. Any officer elected by the Board may be removed at any time by the affirmative vote of a majority of the Board; if a vacancy occurs in any office of the Corporation, it shall be filled by a vote of the Board.

Mr. Gallagher made a motion to approve changes to Article XI, Procedure IV, Officers, D., as presented. Mr. Alfree seconded the motion. On vote the motion passed.

Battery Park Committee – Mr. Clayton reporting

One group requested a Water Lantern Festival that was turned down by the Committee.

Election Committee – Mr. Episcopo reporting

The deadline for anyone to announce their candidacy for a seat on the Board is Thursday, February 3, 2022, at 3 p.m. There are currently three candidates. Volunteers are still needed. The next meeting is March 1, 2022.

A complaint was received regarding campaign signage; however, the Trust does not have purview of signage content. Signs should not have been put up before February 3, 2022. Mr. Toner noted that the bylaws do not say “private properties”. Mr. Baldini noted that signs can be put out 30 days prior to the election date.

Mr. Wilson reminded the Board that relative to the content of previous signage Mr. Taylor gave his legal opinion that the Trust had no right to tell people what could be printed on signs.

Encroachment Committee – Mr. Wilson reporting.

No report.

Planning Committee Sports Complex – Mr. DeAscanis reporting

The contractor finished the survey and presented Mr. DeAscanis with a plan. Messrs. DeAscanis and Episcopo met with the contractor and a more detailed plan will be presented. The contractor suggested that an 8” pipe from 273 in the parking lot across to one of the catch basins will handle the majority of the water.

Next Meeting

The next Board meeting will be Tuesday, 3/1/22.

COMMUNICATIONS – Mr. Alfree reporting.

Mr. Alfree will respond to a communication from Mr. Phil Gross relative to campaign signage. Mr. Toner noted that the Board does not have domain over candidates until they become Trustees, and they can put up signs wherever and whenever they want. He added that the

Trustees of the New Castle Common
Minutes of February 1, 2022

subject signs are on City property. Mr. Baldini opined that it is problematic if a candidate sets up signs prior to 30 days before the election date.

Mr. Alfree asked that all Board members obtain their envelopes for officer voting before leaving the meeting. He explained how to return the ballot utilizing the two envelopes. The Board members responsible for counting will be Messrs. Wilson, Gallagher, Clayton and Alfree.

With no further business to address, Mr. Alfree made a motion to adjourn to Executive Session for a matter of real estate at 8:54 p.m. Mr. Gallagher seconded the motion. The motion was unanimously approved.

The Board returned to Regular Session at 9:04 p.m.

A motion to authorize the payment of a Broker Fee concerning the Fresenius Kidney Care First State lease was made, seconded and unanimously carried.

A motion to approve the negotiated lease terms for Fresenius Kidney Care First State for the next five (5) periods was made, seconded and unanimously carried.

With no further business to address, the Board voted to adjourn the meeting at 9:06 p.m.

Kathleen R. Weirich
Stenographer

Trustees of the New Castle Common
Meeting Minutes
March 1, 2022

Present: P. Toner (*President*)
T. Episcopo (*Vice President*)
M. Alfree (*Secretary*)
B. Antonio (*Asst. Treasurer*)
D. Baldini
C. DeAscanis
G. Yacucci
F. Gallagher (*Treasurer*)
M. Marinelli, Property Manager
T. Clayton
T. Wilson
A. Taylor, Esquire

Also present: K. Weirich, Stenographer
M. Alexander, The Weekly

The monthly meeting of the Trustees was held on Tuesday, March 1, 2022, in the Trustees Room of Old Town Hall. Mr. Toner called the meeting to order at 7:05 p.m. Roll call followed and a quorum as required by the Modern Rules of Order was declared.

President's Communications

There were no communications from the President.

Monthly Calendar

- Budget Meeting – 3/15/22, 7 p.m.
- Land Management Committee – 3/31/22, 5 p.m.
- Property Maintenance Committee – 3/30/22, 5 p.m.
- Ad Hoc Bylaws Committee – 3/9/22, 5 p.m.
- TNCC Board Meeting – 4/5/22, 7 p.m.

Additions to the Calendar:

- Delete "(6:30 Presentation)" – 3/1/22

Minutes

2/1/21 TNCC Meeting Minutes – **Mr. Clayton made a motion to approve the 2/1/21 TNCC Meeting minutes as amended. Mr. Gallagher seconded the motion. The motion was approved.**

Treasurer's Report – Mr. Gallagher reporting.

Treasurer's Report for 1/31/22 was sent out prior to the meeting.

Under *Professional Services* the vendor name "Cooch Taylor Harpell, LLC" was corrected to read "Copeland Taylor, LLC".

Mr. Gallagher made a motion to approve the Treasurer's Report dated 1/31/22. Mr. Clayton seconded the motion. The motion was unanimously approved.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Alfree reporting.

Penn Mart – the Penn Mart law suit is still ongoing.

Staples – the Trustees have been informed of an incident regarding a slip-and-fall at Staples. Mr. Taylor noted that a law suit has not yet been filed but an introductory letter was received.

Bull Hill Meadows – The Bull Hill Meadows vs Lunt property line adjustment is still ongoing.

Land Donation – The Trustees are still waiting for a final document regarding the donation of 75 acres at Army Creek. LMC has reminded the donee of their donation to the Scholarship Fund.

Delaware River and Bay Authority – Standing by for DRBA ownership response for the small little field behind Avis.

Fresenius Kidney Care First State – The dialysis center is complete.

Dunkin Donuts/Shell – The venture is anticipated to be operational in approximately two months.

Asian Market – The target date is October 2022.

Solar Power –

- Mr. Marinelli received a letter from a company requesting permission to place solar panels on vacant land owned by the Trust. Mr. Marinelli will ask them to meet to discuss options.
- MSC has requested permission to install additional solar panels on Penn Farm. MSC is working on grant funding. In return, LMC will request that MSC do some work at the Farm.

Marsh Lands – In response to a question from Mr. Wilson, Mr. Gallagher stated that if the two donations are secured Mr. Taylor has a contact with 40+ years' experience who can speak to the Trustees about marshlands.

Chestnut Street Parking Lot – Mr. Toner asked for an update of the Chestnut Street Parking Lot. Mr. Clayton noted that would be discussed under PMC.

OUTREACH COMMITTEE REPORT – Mr. Wilson reporting.

Mr. Wilson noted that PMC made adjustments on phragmites for the PMC Budget submittal.

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.

Trustees of the New Castle Common
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(Property Maintenance Update provided to the Board.)

Good-Will Fire Company – The weather vane and copper base of the cupola have been installed. When grounding materials are received the project can be completed.

Bulkhead/Living Shoreline – Mr. Gallagher asked for an update on the project. Mr. Clayton noted that because the original bid is two years old, a new bid must be resubmitted by Cirillo Brothers.

Little League/Sports Complex – Mr. Marinelli reported that the topical survey is complete and he will obtain a copy for the Trustee files.

FINANCE COMMITTEE REPORT – Mr. Gallagher reporting.

The operating budget, capital budget, and revenue sheets were distributed to the Board.

Mr. Alfree asked for clarification of the Good Will Fire Company Grant contribution. Mr. Clayton explained that the sewer bill was paid by the Trustees and that amount was deducted from the next contribution. It appeared that the sewer bill payment was exceptionally large and Mr. Gallagher will investigate and report at the March meeting.

Mr. Alfree asked for an explanation of “Leasing Commissions”. Mr. Gallagher explained that line item appears in the event broker fees are paid. It was suggested that the line item title be changed to “Broker Fees”.

Mr. Gallagher clarified several items from the February Minutes:

- Drainage at Tremont Property – Mr. Gallagher reported that an invoice for that work has not yet been received.
- City Loan – Mr. Gallagher noted that this is a grant and not a loan. He stated that the City has been fully paid. He added that the \$150,000 is a loan the Trust has and only interest is being paid on it at this time. Mr. Gallagher noted they must distinguish between Debt Service and Government Grants.

OTHER COMMITTEES

Bylaws Committee – Mr. Gallagher reporting.

Mr. Gallagher noted that the February Minutes stated a motion and vote was not required to change the language in Article III, Financial Accounts, Policy I, Financial Accounts of the Bylaws. The members concurred and the language change was approved.

Mr. Baldini recommended a number of editorial changes to the third paragraph of the Introduction to the Bylaws:

- Delete “and sluice gates, and on occasion assist the City Council with items like the purchase of police cars and garbage trucks.” and replace with “and other major infrastructure projects.”.
- Change “... these are restricted funds, to be used ...” to “... these are funds to be used ...”.

Trustees of the New Castle Common
Minutes of March 1, 2022

Mr. Taylor recommended the following change:

- Change "... income for town projects such as the Library ..." to "... income for projects to benefit residents such as the Library ..."

A motion to approve all changes recommended by Messrs. Baldini and Taylor as presented was made, seconded and unanimously carried.

Battery Park Committee – Mr. Clayton reporting

Bank of America will do a clean-up from the Wharf to the Sailing Club on April 22nd.

The Sailing Club has scheduled a clean-up on April 23rd. Mr. Clayton opined that date may need to be changed.

Election Committee – Mr. Episcopo reporting

Mr. Episcopo reported that voting began on Monday, 2/28, and thanked everyone for assisting with the election so far. There will be road closures in town due to the 5K race on Saturday, 3/5, between 8:00 am – 10:00 am. Anyone wishing to vote should inform Police Officers on duty and they will be allowed to come into town to vote. Ms. Fontinha will send a communication to all candidates notifying them of these arrangements.

Mr. Episcopo stated five people will be required to count ballots under the supervision of the Secretary on Saturday March 5th. Mr. Alexander will be present to take pictures.

One person will be needed to ensure candidates do not stand in front of the door.

Encroachment Committee – Mr. Wilson reporting.

Messrs. Toner and Wilson discussed the encroachment in Dobbinsville. Mr. Marinelli will craft a communication to Dobbinsville residents and all equipment will be removed from the playground.

Planning Committee Sports Complex – Mr. DeAscanis reporting

There was no report from the Planning Committee.

COMMUNICATIONS – Mr. Alfree reporting.

Mr. Alfree reported that the election for Officers was conducted and the following Officers will take office effective 4/1/22:

President:	Peter J. Toner
Vice President:	Christopher DeAscanis
Treasurer:	Fred G. Gallagher, Jr.
Assistant Treasurer:	Thomas H. Wilson, Jr.
Secretary:	Michael J. Alfree, Sr.
Assistant Secretary:	Thomas A. Episcopo

Trustees of the New Castle Common
Minutes of March 1, 2022

Officer Signatures – Newly elected Officer’s signatures will be obtained on 4/1/22.

Time Capsule – The deadline for submissions is Monday, 3/7/22 at close of business.

The Trustees received the following thank-you letters:

- From the New Castle Hundred Lions Club for the new driveway and entrance to the Blue Room Storage facility.
- From the Arasapha Garden Club for the grant of \$1,500 for the Arasapha 2021 Holiday Greening project.

Penn Farm – It is anticipated that the job will be complete by 3/15/22. Three or four Trustees will be needed to train on the electronics in the new building. The gate and building will both operate with the Trustees’ current access code.

Next Communications Meeting – Wednesday, 3/2/22.

Committee Assignments – Forms will be delivered at the April Board meeting. After the Assignment Forms are returned, Officers will meet to make Committee assignments for the next two years.

With no further business to address, Mr. Alfree made a motion to adjourn to Executive Session for a matter of personnel at 7:45 p.m. Mr. Gallagher seconded the motion. The motion was unanimously approved.

The Board returned to Regular Session at 8:15 p.m.

A motion was made to approve the Executive Committee to make a job offer for an Administrative Assistant when an acceptable candidate is found. The motion passed unanimously.

A motion was made to approve allowing public attendance at the monthly Board on a quarterly basis beginning June 7, 2023. There will be a re-evaluation of the schedule in January 2024. The motion was approved with a 9 to 1 vote, with Ms. Antonio voting No.

The Board voted unanimously to adjourn the meeting at 8:24 p.m.

Kathleen R. Weirich
Stenographer

Trustees of the New Castle Common
Budget Meeting Minutes
March 15, 2022

Present: P. Toner (*President*)
T. Episcopo (*Vice President*)
M. Alfree (*Secretary*)
F. Gallagher (*Treasurer*)
B. Antonio (*Asst. Treasurer*)
D. Baldini
C. DeAscanis
G. Yacucci
T. Clayton
T. Wilson
C. Masiello

Also present: K. Weirich, Stenographer

The purpose of the meeting is to review and discuss the operating budget for the 2022-2023 fiscal year (4/1/2022-3/31/2023). Mr. Toner called the meeting to order at 7:05 p.m. A quorum was present.

Operating Budget – Mr. Gallagher Reporting
(*See attached budget worksheet.*)

Mr. Gallagher provided a financial summary of the Trust to the Board. Thereafter the draft budget was reviewed by line item.

Mr. Gallagher made a motion to award a one-time Bonus to the Trust Bookkeeper for extraordinary efforts during the year. The motion was seconded and unanimously carried.

Mr. Alfree made a motion to approve the draft Personnel Budget Worksheet as amended. The motion was seconded by Mr. Episcopo and unanimously carried.

Mr. Clayton made a motion to approve the draft Administration Budget Worksheet as amended. The motion was seconded by Mr. Alfree and unanimously carried.

Mr. Alfree made a motion to approve the draft Debt Service Budget Worksheet as submitted. The motion was seconded by Mr. Wilson and unanimously carried.

Mr. Gallagher made a motion to approve the draft Government Grants Budget Worksheet as submitted. The motion was seconded by Mr. Clayton and unanimously carried.

Ms. Antonio noted for the Record that she recused herself from the vote on the draft Community Grant Contributions Budget Worksheet for Community Tree Planting, Beautification, Lulu, College Tuition Support and College Scholarship Bonus due to the potential for a conflict of interest.

Trustees of the New Castle Common
Minutes of March 15, 2022

Mr. Toner made a motion to amend Line 1 of the draft Budget Worksheet (*Arasapha Garden Club*). The motion was seconded and was carried with a vote of 10 to 1, with Ms. Antonio voting No.

Mr. Gallagher made a motion to approve the draft Community Grant Contributions Budget Worksheet as amended. The motion was seconded by Mr. Baldini and was unanimously carried.

Mr. Gallagher made a motion to approve the draft Property Maintenance Budget Worksheet as amended. The motion was seconded by Mr. DeAscanis. Ms. Antonio recused herself from the vote, and the motion was unanimously carried.

Mr. Gallagher made a motion to approve the draft Revenue Budget Worksheet as submitted. The motion was seconded by Mr. Clayton and was unanimously carried.

Mr. Gallagher will edit the Budget Worksheet as noted and forward a copy to each of the Board members.

With no further business to address, Mr. Gallagher made a motion to adjourn. Mr. Episcopo seconded the motion. The motion was unanimously approved and the meeting was adjourned at 8:35 p.m.

Kathleen R. Weirich
Stenographer

Trustees of the New Castle Common
Meeting Minutes
April 5, 2022

Present: P. Toner (*President*)
T. Episcopo (*Asst. Secretary*)
M. Alfree (*Secretary*)
D. Baldini
C. DeAscanis (*Vice President*)
G. Yacucci
F. Gallagher (*Treasurer*)
T. Clayton
T. Wilson (*Asst. Treasurer*)
C. Masiello

Absent: B. Antonio

Also present: M. Marinelli, Property Manager
A. Taylor, Esquire (*Trust Attorney*)
K. Weirich, Stenographer
J. Panzarealla, Administrative Assistant
J. Rago, DOJ Special Investigator
M. Quirk, DOJ Director, Consumer Protection Unit

The monthly meeting of the Trustees was held on Tuesday, April 5, 2022, in the Trustees Board Room at Penn Farm. Mr. Toner called the meeting to order at 7:00 p.m. Roll call followed and a quorum as required by the Modern Rules of Order was declared.

President's Communications

Mr. Toner read a statement he made at the soft opening of the newly renovated Penn Farm House thanking everyone who was instrumental in the renovation, and in which he declared that the Farm House "will stand as a monument to the work of the 167 Trustees".

Mr. Toner reported that updates to the website should be completed in the next few days.

Mr. Alfree noted that at the March meeting the Board approved in Executive Session hiring an Administrative Coordinator for the Trust. He introduced Ms. Judy Panzarella, Trust Administrative Coordinator, noting that she and Mr. Marinelli were a great help in moving the Trust office to Penn Farm. Mr. Toner thanked Mr. Alfree for his shepherding of the renovation project, noting that he attended every construction meeting and was in constant contact with Nowland Associates.

Monthly Calendar

- Land Management Committee – 4/28/22, 5 p.m.
- Property Maintenance Committee – 4/27/22, 5 p.m.
- Ad Hoc Bylaws Committee – 4/13/22, 5 p.m.
- Quarterly Finance Meeting – 4/14/22, 4:00 p.m.

Trustees of the New Castle Common
Minutes of April 5, 2022

(Property Maintenance Update provided to the Board.)

- Bulkhead/Living Shoreline – The permit has been received and the Committee is waiting for contractor scheduling.
- Ticket Booth – The Committee is still waiting for quotes.
- Cupola Repairs – The weather vane and copper base were installed and the Committee is waiting for grounding materials.
- Access Keys – Mr. Clayton stated that the access keys issued for 201 Delaware Street will work at Penn Farm and explained the entry alarm system. The access key will also operate the Penn Farm Gate, and Mr. Clayton explained the gate operation. Mr. Alfree noted that the gate will be open on Mondays, Tuesdays, Wednesdays and Thursdays from 9 a.m. until 4 p.m. to allow public access to the Trust office. Mr. Clayton asked that Board members notify him if there is anyone else who should be given an access key.

FINANCE COMMITTEE REPORT – Mr. Gallagher reporting.

The operating budget, capital budget, and revenue sheets were distributed to the Board.

Mr. Gallagher noted that because the Budget Meeting was held in March, the Finance Committee did not have a March meeting. The next meeting will be the Quarterly Investment Review.

Mr. Gallagher stated that all Officers must sign an M&T signature form and asked that the Officers remain after the meeting to execute the document.

The Finance Committee will be meeting with PNC Investment Partners and the Committee will meet the new Account Manager on the 14th.

In response to a question from Mr. Alfree, Mr. Wilson explained the NCHS Christmas Carol, Garden Support and Visitors Center Ops items under Grant Contributions.

OTHER COMMITTEES

Bylaws Committee – Mr. Gallagher reporting.

No report.

Battery Park Committee – Mr. Clayton reporting

Mr. Clayton stated that clean-ups in Battery Park are scheduled.

Election Committee – Mr. Episcopo reporting

Mr. Episcopo thanked Board members who assisted during election week. He noted that there are 27 new registered voters in the City.

Election Results: Mr. A. Rispoli – 11 Votes
 Ms. S. Shannon – 126 Votes
 Ms. C. Masiello – 284 Votes

Trustees of the New Castle Common
Minutes of April 5, 2022

The Board returned to Regular Session at 8:10 p.m.

After a brief discussion about the purchase of additional bees and the sealing and striping of the parking lot at Bellanca, the Board voted to adjourn at 8:20 p.m.

Kathleen R. Weirich
Stenographer

Trustees of the New Castle Common
Meeting Minutes
May 3, 2022

Present: P. Toner (*President*)
T. Episcopo (*Asst. Secretary*)
M. Alfree (*Secretary*)
D. Baldini
C. DeAscanis (*Vice President*)
G. Yacucci
F. Gallagher (*Treasurer*)
T. Wilson (*Asst. Treasurer*)
C. Masiello
B. Antonio

Absent: T. Clayton

Also present: A. Taylor, Esquire (*Trust Attorney*)
J. Panzarella, Administrative Coordinator
K. Weirich, Stenographer
D. Anderson, DOJ Paralegal, Fraud & consumer Protection Unit

The monthly meeting of the Trustees was held on Tuesday, May 3, 2022, in the Trustees Board Room at Penn Farm. Mr. Toner called the meeting to order at 7:00 p.m. Roll call followed and a quorum as required by the Modern Rules of Order was declared.

President's Communications

- Mr. Toner attended the Earth Day event at The Hermitage.
- The Penn Farm Open House is scheduled for June 4th.

Monthly Calendar

- Bylaws Committee – 5/17/22, 5 p.m.
- Finance Committee – 5/18/22, 5:30 p.m.
- Property Maintenance Committee – 5/25/22 – 4 p.m.
- Land Management Committee – 5/26/22, 5 p.m.
- Penn Farm Open House – 6/4/22 – 12-3 p.m.
- TNCC Board Meeting – 6/7/22, 7:00 p.m.
- A Day in Old New Castle – 5/21/22
- May Market / Arasapha Plant Sale – 5/6/22-5/7/22

Minutes

4/5/22 TNCC Meeting Minutes – **Mr. Gallagher made a motion to approve the 4/5/22 TNCC Meeting minutes as presented. The motion was seconded by Mr. DeAscanis and was unanimously carried.**

Treasurer's Report – Mr. Gallagher reporting.

Treasurer's Report for 4/30/22 was sent out prior to the meeting.

Trustees of the New Castle Common
Minutes of May 3, 2022

In response to a question from Mr. Baldini, Mr. Gallagher stated that he would review the \$6,500 drawdown under Appraisals & Consulting.

A motion was made to approve the Treasurer's Report dated 5/1/22. The motion was seconded by Mr. Yacucci and unanimously carried.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Alfree reporting.

- The draft Agreement of Sale is back with Parkway Gravel. The committee approved changes that were made to the draft Agreement and is satisfied with the way it is written.
- There was nothing to report on the land behind Avis.
- Mr. Marinelli is working on The Garrison documentation.
- The final documentation regarding the 2nd and Chestnut Street property the State wanted to give to the Trust has been reviewed and will be sent back to the State for execution. Mr. Taylor will follow up, and it is anticipated that it will be completed by the end of the month.
- There is a matter of real estate to discuss in Executive Session.

OUTREACH COMMITTEE REPORT – Mr. Wilson reporting.

- The committee will establish a new Chair in June.
- The committee considered a special request from Mr. Dennis Young of NC Paint History to receive the Grant funds up front in order to facilitate distribution of awards during the one-day NC Paint History event. During discussion Ms. Panzarella explained that she informed Mr. Young, to his satisfaction, that as soon as all receipts relevant to the Grant were submitted and approved by the Board, payment would be made.

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.

(Property Maintenance Update provided to the Board.)

- At the request of the Finance Committee PMC evaluated outstanding projects and identified two that could be put on hold until the next calendar year: Blacktop of the Bellanca parking lot and drainage at the Little League Field.

FINANCE COMMITTEE REPORT – Mr. Gallagher reporting.

The operating budget, capital budget, and revenue sheets were distributed to the Board.

- Based on the numbers at year end the Trust did very well.
- Some construction projects that were completed have been removed from the Report.
- Landscaping at Penn Farm will come in under budget.

At the request of Mr. Wilson, Mr. Gallagher will review the Dobbinsville Area/Tennis Court item under Capital Projects Completed and report back to the Board.

During discussion Mr. Gallagher expressed the importance of utilizing the correct project name on all project documentation to insure reporting is accurate.

Trustees of the New Castle Common
Minutes of May 3, 2022

It was suggested that the Report date reflect a five-year history.

The committee met with the Trust Financial Advisors. Mr. Gallagher noted that the Stock Market has been down and as a result Trust investments went down approximately 7%. Mr. Gallagher reiterated the suggestion that any Capital Projects that do not need to be done now postponed.

Ms. Antonio noted two reporting discrepancies:

- “CDA Engineering, Topographic and Drainage Survey at Bellanca” listed under Professional Services was requested to improve the drainage at the Little League Fields. This was also the same service logged on the Monthly Drawdown Report under Professional Fees (appraisals & consulting).
- “NC Paint History” is listed under Property Maintenance and it should be listed under Grant Contributions.

In response to a question from Mr. Gallagher, Mr. Taylor confirmed that the Report reflects the correct name of his law firm.

OTHER COMMITTEES

Open House – Mr. Yacucci reporting.

- The Penn Farm Open House is scheduled for June 4th from 12-3 p.m.
- The event will be set up in the Barn and will be held rain or shine.
- Mr. Yacucci stated that they anticipate approximately 100-150 attendees.
- The William Penn Bistro has been contracted to supply food and beverages for the event.
- Invitations have been sent to the Governor and the Lt. Governor, as well as City, Federal, State and County officials. A general invitation to the public will be included in the MSC Newsletter and published in The Weekly three weeks prior to the event.
- Goodwill Fire Company will have a presence at the event.
- Signage will be placed along Rt. 273 directing traffic to the event.
- A DJ has been hired to provide background music.

Ms. Panzarella stated that she is working on the Brochure and is still waiting for some information.

Bellanca and the Little League will be contacted regarding increased traffic on Rt. 273 during the event.

Bylaws Committee – Mr. Gallagher reporting.

The committee met to discuss proposed changes to Article XI. This is considered the first reading with voting to come next month

Article XI, Section 4, The Vice President – The committee proposes changing the language (in quotes).

Trustees of the New Castle Common
Minutes of May 3, 2022

The vice-president – or, if there be more than one, the vice-presidents – shall, in the absence or disability of the president and in the order determined by the Board, perform the duties and exercise the powers of the president, together with such other duties and powers as the Board may prescribe. No person shall be eligible to serve as vice-president for more than ~~one (1)~~ “three (3)” years; however, after a year’s hiatus, he may serve again.

Article XI, Section 7, Paragraph 4, The Treasurer – The committee proposes adding the language (in quotes).

No person shall be eligible to serve as treasurer for more than three (3) successive terms; “however, after a year’s hiatus, he may serve again.”

Mr. Taylor recommended that the language in Section 4 be edited to: “three (3) *consecutive* years; however after a year’s hiatus, he may serve again.”; and that the language in Section 7 be edited to: “three (3) *consecutive* terms; however after a year’s hiatus, he may serve again.”

Next Board Meeting

The next meeting will be 6/7/22 at 7:00 p.m. The public will be in attendance.

COMMUNICATIONS – Mr. Alfree reporting.

A thank you note was received from the New Castle Lions Club for the Trust’s help with Art on the Green.

A thank you note was received from Goodwill Fire Company for the Trust’s annual support.

The Bylaws require that the President, Vice President, Treasurer, Secretary and Mr. Wilson (*as the longest serving Board member*) meet in the next few weeks to finalize Committees.

Mr. Alfree explained the correct usage of the new microphones and noted that Mr. Marinelli will be trained in the microphone operation.

Mr. Toner congratulated Mr. Wilson on his being the current and longest serving member of the Board.

A motion to move to Executive Session to discuss a matter of real estate was made by Mr. Alfree.

Ms. Panzarella noted that due to postal delays some Board meeting packets are not received in a timely manner and suggested that procedural changes may facilitate the process. The use of Outlook to schedule Committee meetings was discussed, and Mr. Wilson will meet with Ms. Panzarella to review that process.

Ms. Panzarella noted that Trust mail is being delivered to the P.O. Box and 201 Delaware Street. During discussion it was suggested that a mail box be installed at the Penn Farm Stand that is

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owned by the Trust. PMC will provide details to Mr. Gallagher and he will coordinate the change of address with the Post Office.

Mr. Gallagher seconded the motion on the floor. The motion was approved and the meeting moved to Executive Session at 7:50 p.m.

The Board returned to regular session and the meeting adjourned at 8:30 p.m.

Respectfully Submitted,

Kathleen R. Weirich
Stenographer