

Trustees of the New Castle Common
Meeting Minutes
January 3, 2017

Present: Messrs. Gambacorta (*President*), Clayton (*Vice President*), Alfree (*Secretary*), Castagno (*Treasurer*), Yacucci (*Asst. Treasurer*), DeAscanis, Episcopo, Gallagher, Meek, Viola, Wilson Ms. Fiske, Mrs. Ross and Mr. Taylor, Esq. Also present: Michael Marinelli, Property Manager, Deborah Turner, Stenographer

The monthly meeting of the Trustees was held on Tuesday, January 3, 2017, in the Trustees Room of Old Town Hall. Mr. Gambacorta called the meeting to order at 7 p.m. He followed with a moment of silence.

Public Input: D. Dusty Blakey, Colonial School District Superintendent, addressed the Board. He asked the Board to consider granting permission for the school district to purchase the Family Foundations property. The school district has presented an offer that he hopes will be discussed at this meeting. (*Land Management Committee Report*)

Monthly Calendar -- Finance-1/18/17, 3 p.m.; Outreach Committee-1/10/17, 7 p.m.; Property Maintenance Committee-2/3/17, 8 a.m.; Open Space Committee-1/16/17, 12 p.m.; Land Management Committee-2/2/17, 5 p.m.; Nonprofit Support Committee-1/18/17, 7 p.m.

Mr. Wilson requested that committee meeting dates be published on the calendar prior to Board meetings. Mr. Alfree indicated a schedule would be provided to Ms. Fontinha on a monthly basis.

Minutes – Amendments were noted. **Ms. Fiske made a motion to approve the 12/6/16 minutes as amended. Mr. Episcopo seconded the motion. Motion approved.**

Property Manager's Report – Mr. Marinelli

Mr. Marinelli reported that rents will increase \$21,000 this calendar year. All but \$2,000 of that will be in the fiscal year that begins on 4/1/17. We received a payment of \$2,000 from Reybold Construction for an easement in Dobbinsville.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 12/31/16 was sent out electronically prior to the meeting.

Mr. Castagno reported that the easement revenue is reflected in Receipts. We are starting to pay off invoices associated with the Battery Park drainage project. He recognized Mr. Marinelli for staying on top of collecting rents noting it is important for our cash flow.

Mr. Meek made a motion to approve the Treasurer's Report dated 12/31/16. Mr. Yacucci seconded the motion. Motion approved.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Gallagher

- As previously reported we have received compensation in the amount of \$2,000 from Reybold Construction for an easement in Dobbinsville.
- Fresenius Medical Care has asked that any member of the Board or their family having an association with Fresenius Medical Care sign a letter verifying we have no connections with them other than the lease agreement.

Trustees of the New Castle Common
Minutes of January 3, 2017

- Christopher Dixon owns the new pizza shop in Dobbinsville. He is seeking permission to lease an adjacent lot (across the street, Clymer and Center Streets, approximately 8 parking spots) for additional parking for the pizza shop. The Trustees own the lot. Mr. Dixon will pay for modifications to the vacant lot, i.e., upgrades and maintenance. The Land Management Committee asked Mr. Dixon to inquire about obtaining a permit from the City and report back to the committee. Update -- The City is willing to grant Mr. Dixon a permit, but there may be issues with the state that need to be addressed. Mr. Dixon will report back to the committee.
- Colonial School District wishes to purchase the Family Foundations property. Mr. Gallagher said the school district has met the (2015) appraisal figure on the property and have offered to change some of the traffic issues. They would consolidate the entrances and exits making one in and one out. They would provide more parking in such a way that vehicles would not be lined up on the street. The property is comprised of three acres. Mr. Gallagher reported the Land Management Committee vote was not unanimous. The committee is recommending that we not sell the property because the Trust is a land trust and by selling this property we would no longer be able to generate income from that property. We lease property; we do not sell property.

(Comments from Board members.) Mr. Meek is a member of the committee and thinks the Trust should consider selling the land. In general he is not in favor of selling Trust property; however, this property is not of a historical origin and our charter states that the Board is charged with being supportive of doing things for the benefit of the citizens of New Castle. Mr. Meek said the pre-K school being proposed is for the children in the City which is why he supports selling the land. The Trust can sell the property to the school district with conditions that if it ever ceases to be a school that the Trustees would have the first right to take it back. He added that there are already three schools on the same road; adding a fourth school is an appropriate thing to do. After speaking with Mr. Taylor, Mr. Meek understands that the building is not the Trust's to buy, sell, or to lease. Rather, it is the value of the land. Mr. Meek believes it is consistent with Trust values to be able to use the property for the good of the citizens.

Mr. Gallagher said that the City of New Castle is a small part of the Colonial School District. It is his position that the Trust does not sell land. He is concerned with losing the money the property will generate being leased.

Mr. Wilson informed it is not the Trust's position not to sell the property. In 1941 we did sell land (airport) and the William Penn High School and New Castle Middle School were bought with the condition that if the school district ever wants to sell the school we have the first right of refusal. We could do the same thing with this property. This property was bought for an investment. He would be in favor of selling the property if we can realize a profit.

Mr. Castagno echoed Mr. Wilson's comments. He thinks there is precedence in the Trust selling land and he does not believe the school district would be requesting to purchase the property if they weren't bound by State law in order to service district students only. Mr. Castagno agreed that the Trust is not in the business of buying land to sell it, but the proposal should be considered in the context presented tonight. He further stated that if we were given easements for access to the back portion of the property, if there were a covenant included that allowed for a resale back to the Board exclusively as a first right of refusal, and if there

Trustees of the New Castle Common
Minutes of January 3, 2017

was reconstruction of entrances/exits that would better traffic flow that would solve traffic problems, then it would benefit our community. If Family Foundations cannot sell the building or find a use that would meet with our approval the Trust would ultimately take over the building.

Mr. Gallagher said we would be getting a fair value for the property. We would have access to the back of the property.

Ms. Fiske noted that we do not know if the school district will abandon their plan if they cannot purchase the land.

Mr. Episcopo asked if the purchase of the land is based on the referendum passing from the Colonial School District. Mr. Blakey confirmed they cannot purchase the land if the referendum does not pass.

Mr. Alfree appreciates the work the Land Management Committee has done on this subject. His concern is that the Board is hearing about this matter for the first time tonight. He added that this is a rare occasion and having a roll call vote without the benefit of Board members getting more information and asking their questions is not good. Mr. Alfree suggested having a vote at next month's meeting.

Mr. Taylor reported that the school district has a timeline in place for getting approvals and meeting the schedule they have with the State in order to schedule a referendum.

Colonial School District's Chief Financial Officer, Emily Falcon, informed that in order for the district to have the referendum on the date approved by their board, they need all the details finalized before their next board meeting on 1/10/17. They would need to know the Trustee's decision tonight on whether the parcel would be sold to the school district in order to get everything finalized in time for their board meeting next Tuesday, 1/10/17, in order to go to the referendum on the schedule proposed. She said that the contingency presented to their board is the purchase of the land is contingent on the passage of the referendum.

Mr. Alfree still believes this is an important decision that warrants further study. His position at this time is that we do not sell land.

Mr. Wilson made a motion that we further discuss the matter in executive session tonight; give the Trustees' Board 1/4/17 to 1/8/17 to contact the committee for further discussion and particulars and that we hold a special meeting on Sunday, 1/8/17, at 7 p.m. only to vote on this matter. Mr. Clayton seconded the motion. The motion was passed by unanimous vote.

Mr. Gambacorta said the district cannot lease the property because there are certain restrictions on it, so they must purchase the land. He asked Ms. Falcon to provide the restrictions involved. Ms. Falcon said the restrictions are that they would operate under the 'choice law' of Delaware that indicates there are very few parameters that we can put in place to limit the students we would have to accept. We would have to set up a lottery system that would allow any student in the state interested in attending the school to enter that lottery. State law would not allow us to prohibit this. They prefer to service the students exclusively in

Trustees of the New Castle Common
Minutes of January 3, 2017

the Colonial School District. Mr. Blakey said they currently have a waiting list that includes students from outside the district.

Ms. Fiske asked school district officials if they were not able to buy the land what would they do. Mr. Blakey said they would continue to look at ways to service the community, but the district has limited space in their current buildings. They do not believe they have enough space to accommodate the waiting list along with the number of students in the community.

Mr. Castagno asked the committee what proposals have come in or what might happen with Family Foundations. Mr. Gallagher said the current lease is good for another three years and we will continue to get payments during that time. In that time Family Foundations will be searching for another use since they are getting no income from the property. Mr. Gallagher said the committee is optimistic that something will present itself during that time.

Ms. Fiske asked them to define the Colonial School District's boundaries. Mr. Blakey said they go north to Rogers Road on Route 9, south to Hyetts Corner Road (south of the C&D Canal), west to the Christiana Mall area and east to the river.

OUTREACH COMMITTEE REPORT – Mr. Meek reporting.

Hermitage Natural Area – Mr. Meek previously sent to the Board. He revisited the possibility of using land the Trust owns at the Hermitage Natural Area with local elementary schools for the purpose of outdoor education and exercise. In order to do this we need to identify locations that would not interfere with any wetland delineation. Mr. Meek nor the Army Corps of Engineers was aware of any such delineation. Mr. Gambacorta signed off on a payment to have a wetland delineation done in 2005 and a file exists. Mr. Castagno put Mr. Meek in touch with the survey team who performed the work. Their wetlands delineation expert provided Mr. Meek with a complete guide of where the wetlands are located in 2005. There is a substantial amount of land near the fence of Carrie Downie Elementary School that can be used for outdoor classrooms. Mr. McCulley (the expert) is willing to meet with Mr. Meek to learn what we can and cannot do in other areas including the area where we plan to put in a wildlife observation platform (next to the marsh). The next step concerning Carrie Downie Elementary School is to meet with the principal and teachers to find out what they want to do. And, he asked that Mr. Taylor provide assistance with developing a letter of agreement outlining responsibilities for all parties. Mr. Meek will proceed with meeting with Mr. McCulley to look at the eastern portion of the property.

Once the outdoor classrooms have been set up, Mr. Wilson wanted confirmation that the area will not restrict access for public use. Mr. Meek said it would not and envisions the area will be accessible from the industrial track bike path since that area has been cleared. There are two gates to be opened in the chain link fence between Carrie Downie Elementary School and the nature area and high school students could cross Basin Road and enter from the back of the property and have a cross country trail for about two miles. There will be gates in the fence that can be closed should the school determine there is a problem with vandalism.

Trustees of the New Castle Common
Minutes of January 3, 2017

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.

(Property Maintenance Update provided to the Board.)

- Leak at the library – One of the seams came apart on the roof; a more permanent repair will be done in the spring.
- In December there was an accident along Second Street (at Dewey Park) that damaged a couple of sections of the railing. Mr. Viola has been in contact with a contractor for repairs.
- Mrs. Ross asked if ‘free parking’ signage will be posted once the coating of the parking lot behind the post office is done. The work is planned for the spring. Mr. Clayton said that signage can be put in when the work is done.
- Referencing phragmites removal at the Ferry Lots it is Mr. Meek’s understanding that DNREC does not recommend removal of phragmites, rather spraying in the fall. Mr. Wilson said they will be meeting with DNREC and the Army Corps of Engineer to see how the phragmites can be removed and possibly replace it with a wild rice. There is nothing to report to the Board at this time.
- Mr. Wilson informed that Antonio’s re-cut the trail at the Bull Hill meadow because some sturdy weeds were growing along the paths that could cause harm to pedestrians and pets. They will continue to monitor the trail to ensure it is kept safe.

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.

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

Mr. Castagno reported an increase in revenue based on lease renewal work that was done. The operating budget is good; about half of the budgeted amount has been spent to date.

LIBRARY COMMITTEE REPORT – Mr. Clayton reporting.

Mr. Castagno asked if there is a way to know how many local patrons (zip code 19720) use the library. Mr. Clayton said the library gets counts on the total amount of users, but he is unsure if the total could be broken down further. He thinks the new library will draw people to the north of the City and that local patrons will continue using the City library.

Old Library – Ms. Fiske said that no letter has been received to date from the Architectural Accessibility Board. She spoke with Joan Larabee who will follow up. Mr. Marinelli informed that he was made aware today that our letter was not received. He will resend the letter.

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

- Bicentennial Park – Ms. Fiske distributed a plan listing the plantings put in by Irwin Landscaping. She further reported that several residents have given positive feedback with what is being done in the park.

As part of her Open Space Committee Report, Ms. Fiske had a question for all of the Board members in the interest of managing the Trust with integrity. She is not asking for a vote. This is information gathering. She would like the responses to be individual, for each name to be called out separately to give an answer.

Trustees of the New Castle Common
Minutes of January 3, 2017

"Should our Bylaws/Policies/Procedures be followed as written? Please say 'yes' if you agree.
Please say 'no' if you disagree."

Ms. Fiske said we have not been following our bylaws. She is sure it is inadvertent. Mr. Wilson stated she is out of order and refused to answer. Mr. Wilson stated he has never intentionally violated the bylaws and asked who Ms. Fiske is representing. Ms. Fiske said she is representing herself and has been working on the bylaws. Mr. Wilson noted there has been no Bylaws Committee meeting. Ms. Fiske said if Mr. Wilson does not wish to respond she will take his lack of response as a 'no.' Mr. Wilson does not have the authority to interpret his response as a 'no.' Ms. Fiske further stated the bylaws are the governing instrument of the Trust and if we do not follow them we are breaking our bylaws.

Mr. Gambacorta asked if the Bylaw Committee has met to discuss this issue. No meeting has taken place. Mr. Gambacorta asked for a recommendation from the Bylaws Committee (Meek, Castagno, Fiske, Ross). Ms. Fiske was in agreement. Mr. Wilson reiterated that Ms. Fiske is out of order recognizing it is an Open Space Committee report. Ms. Fiske said it is appropriate because the Open Space Committee was not consulted about the parking lot. Mr. Meek agreed saying it does relate to the Open Space Committee since the committee was not consulted about the parking lot. The Open Space Committee deals with issues like the parking lot. He thinks we should make sure we operate within the bylaws. Mr. Wilson stated the committees are a consulting tool for the whole Board; they do not direct what the Board does. We had an open discussion about the parking lot with the full Board, including Open Space Committee members. Mr. Wilson believes the bylaws were followed.

Ms. Fiske said this is about following the bylaws and not just a singular issue. There have been other instances where the Land Management Committee and Open Space Committee should have discussed an issue first and provided recommendations to the Board. She quoted Article VIII, Section 7 of the Bylaw Policies which states that "if a project involving Trust property is proposed by another committee, the Open Space Committee must be informed so that it may assess the effect on open space."

Mrs. Ross asked Ms. Fiske what is the issue she is referring to from the December meeting. Ms. Fiske said when we voted on the parking lot on West Third Street the Open Space Committee had not had an opportunity to discuss the issue. This is contrary with the bylaws. Further, Ms. Fiske said there are other matters that were not shared with the Open Space Committee and the Land Management Committee.

Mr. Gambacorta directed the Bylaws Committee to convene and discuss (specifically) what bylaws have been violated and report back to the Board. The chairperson of the Bylaws Committee will present the report.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.
Nothing to report.

Trustees of the New Castle Common
Minutes of January 3, 2017

OTHER COMMITTEES

Nonprofit Support Committee – Mr. Clayton reported the committee would be meeting on 1/11/17. They are working on getting credentials from all nonprofits.

COMMUNICATIONS – Mr. Alfree reporting.

- ‘Thank you’ note from Support Specialist Mary Fontinha for her Christmas bonus.
- ‘Thank you’ letter from the Good Will Fire Company and the City of New Castle Police for the Trustees’ generous financial support of the annual holiday party for the children of the City. A certificate of appreciation was included. Mr. Clayton added his appreciation on behalf of the fire company. He said the event went well and was well attended.
- Mr. Meek informed that blue binders were assembled by Ms. Fontinha for all members of the Outreach Committee. The requests are about 15% more than last year. Two new applications were received this year from Delaware Greenways and St. Peter’s School for scholarship support. Mr. Meek is concerned that nothing has been received from the City. Mr. Gambacorta informed he spoke with City Council President Linda Ratchford late today saying the City is submitting a request.
- Mr. Wilson apologized for not being able to attend last month’s meeting. He was disappointed that the Board had approved an additional contribution to the New Castle Historical Society for \$8,500. He thinks this leads the Trust down a slippery slope when the City does not put up money and organizations can solicit private monies to match funding from the Trust. At a minimum Mr. Wilson thinks we should have had some knowledge or support from the City government on whether they want a visitor’s center or they do not. This could lead to conflicts of interest later.

At 8:12 p.m. Mr. Gallagher made a motion to go into executive session to discuss matters of real estate.

The Board returned to Regular Session at 8:34 p.m.

There being no further business to address, the Board adjourned at 8:35 p.m.

Deborah P. Turner
Stenographer

Trustees of the New Castle Common
Meeting Minutes
February 7, 2017

Present: Messrs. Gambacorta (*President*), Alfree (*Secretary*), Castagno (*Treasurer*), Episcopo, Gallagher, Meek, Viola, Wilson, Ms. Fiske, and Mr. Taylor, Esq. Also present: Deborah Turner, Stenographer

Absent: Messrs. Clayton (*Vice President*), DeAscanis, Yacucci (*Asst. Treasurer*), Mrs. Ross

The monthly meeting of the Trustees was held on Tuesday, February 7, 2017, in the Trustees Room of Old Town Hall. Mr. Gambacorta called the meeting to order at 7 p.m. He called for a moment of silence.

Public Input: None.

Monthly Calendar – Finance-2/21/17, 2:30 p.m.; Outreach Committee-meets as needed; Property Maintenance-3/3/17, 8 a.m.; Open Space-2/20/17, 12 p.m.; Land Management-3/2/17, 5 p.m.; Bylaws Committee-TBD

Mr. Wilson questioned the need for a Bylaws Committee meeting since the committee is an ad hoc committee and the purpose was addressed. Ms. Fiske said that Mr. Gambacorta asked for an ad hoc Bylaws Committee in April 2016. The committee has not yet met. She said the ad hoc committee's charge was not simply to address possible bylaws violations. Ms. Fiske further stated the Bylaws Committee has been working to improve the bylaws, which has taken longer than expected to complete.

Ms. Fiske reminded that some Board members requested having an ad hoc Bylaws Committee. Additionally, Ms. Fiske said that such a committee has been in place for years to review and make revisions to the bylaws. There are still some revisions that need to be addressed. She said a Bylaws Committee Report had been presented at monthly Board meetings for many years, except during Mr. Wilson's term as president (2015-2016).

As a matter of process and procedure Mr. Taylor pointed out that when an ad hoc committee is established it is important that the purpose for the committee is clear. Once that purpose is achieved then the ad hoc committee is finished. Mr. Taylor does not know what the ad hoc Bylaws Committee was charged with doing. The Board needs to decide what the charge is to the committee.

Ms. Fiske stated the charge was to refine and clarify the bylaws in general and see where improvements can be made, noting the bylaws were confusing and complicated. She added that the committee's work is not yet complete. Mr. Gallagher said the charge is not specific. The ad hoc committee could go on for a long time.

Ms. Fiske thinks it would be a good idea to have a permanent Bylaws Committee.

It was decided that further discussion on the matter is deferred to Other Committees.

Minutes – Corrections were noted. **Mr. Gallagher made a motion to approve the 1/3/17 minutes as amended. Ms. Fiske seconded the motion. Motion approved.**

Trustees of the New Castle Common
Minutes of 2/7/2017

Mr. Gallagher made a motion to accept the minutes of the 1/8/17 Special Meeting as submitted. The motion was seconded and approved.

PROPERTY MANAGER'S REPORT

No report.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 1/31/17 was sent out electronically prior to the meeting.

Mr. Castagno reported that all obligations to date have been met without needing the line of credit.

Mr. Alfree made a motion to approve the Treasurer's Report dated 1/31/17 as submitted.

Mr. Gallagher seconded the motion. Motion approved by unanimous vote.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Gallagher reporting.

All lease payments and taxes (including sewer) are up to date.

OUTREACH COMMITTEE REPORT – Mr. Meek reporting.

(All Board members received detailed of the report.)

Grant requests – Mr. Meek reported on two opinions from Trustees on how to handle grant requests. First, since grant requests go to the Finance Committee for review, and some items are not yet final, the committee should delay discussion until requests have been reviewed by the Finance Committee. The other opinion suggests we should make the grant requests available now for discussion. Mr. Meek favors waiting until next month after the Finance Committee has reviewed the grant requests. He is requesting an executive session to discuss two items raised by other Board members. He will delay discussion about grant summaries until the March 2017 meeting.

Hermitage Nature Area – (*Report distributed to the Board.*) Mr. Meek thinks it would be good to have a public record of his reports. He suggested having all committee reports go to the Trustee Office. There is no need to post the reports on the website. Mr. Gallagher said there are project files in the office that are appropriate for committee reports. Mr. Wilson added there are also committee files in the office. Mr. Alfree informed him of a Grant Request file that is also in the office. It was agreed that any committee report should be sent to the Trustee Office and will be filed accordingly.

Hermitage Natural Area – East Side (behind the current New Castle Middle School) – Mr. Meek reported that soon we will begin clearing the area of invasive weeds. The cost will be approximately \$3,000 to \$18,000 depending on the contractor and methods used. Depending on how much money is spent we can begin to work on the deck overlooking the wetlands. The original allocation is \$25,000; to date we have spent less than \$5,000. The cost of the clearing will be much less. Mr. Meek has met with a wetlands specialist who said the area where the deck would be situated is a “Type 404 freshwater wetland” and pilings can be set directly in concrete. There is no problem in terms of construction. He suggested getting a qualified deck

Trustees of the New Castle Common
Minutes of 2/7/2017

designer to design something safe for the public, is low maintenance, and can accommodate the public on the waterfront.

There is no progress to date in terms of a price for Mr. DiMondi's property. Mr. Meek has spoken with Mr. DiMondi.

West Side (behind Carrie Downie Elementary School) – There are two areas adjacent to the fence that would be suitable for outdoor classrooms. Mr. Meek will meet with the principal and teachers later this month. He invited other Board members to join him. Mr. Meek is waiting for a letter of agreement from Mr. Taylor to begin discussions with the school district. He said that someone is needed to split some trees to make logs. We could employ the services of Mr. Burke, Antonio's or himself if the Trust will purchase a chain saw. The soil is moderately acidic and is fertile. Mr. Meek is looking into easements that might be in place on the property. The owner is sure he has access to the street and believes he got City Council approval to change zoning from open space/recreation to single family zoning thus giving him adequate access to the street. Ms. Fiske said the Planning Commission voted in favor to recommend rezoning the property, but City Council did not rezone it. At that time the Trustees bought the property. Ms. Fiske reported that Ms. Burgmuller in the City Office is researching past minutes to learn more about the circumstances involved with the rezoning.

Mr. Alfree thanked Mr. Meek for offering to remove trees with a chainsaw. He expressed concern with Mr. Meek working with equipment/tools (chainsaw, Bobcat) citing insurance and personal reasons. Mr. Alfree believes the Board should get bids and pay to have the work done.

PROPERTY MAINTENANCE COMMITTEE – Mr. Castagno reporting.

(Property Maintenance Update provided to the Board.)

Mr. Castagna talked about activity at the sports complex/baseball fields. The underground drainage should be done before the season begins. Grading is complete and seeding was done today.

Monitoring of the Old Town Hall – Mr. Viola reviewed the report. He said the building does move but is not in jeopardy as far as the consultants are concerned. Mr. Castagno reminded we wanted to make sure the building was sound enough before moving on with pointing and work on the cupola. Mr. Viola said one copy of the report will be forwarded to the Trust Office.

Third Street Library – ADA issues have been resolved and there is a plan of action in place. The New Castle Historical Society (NCHS) will be making accommodations for their exhibit at The Arsenal. The Board does not need to do anything extra involving ADA. Mr. Meek asked if the Board needs to support the NCHS by paying for the video. Mr. Castagno is unclear whether the Board agreed to pay for the video. Ms. Fiske said the Board has not voted on paying for the video. She asked Dan Citron, NCHS Executive Director, to submit a request to the Trust for funding of the video. Mr. Meek said the Outreach Committee did not receive a proposal for a video. The video being shown in The Arsenal was paid for by a donation from Bob Appleby. Mr. Castagno suggested learning what the NCHS Board's requirements are and revisit in March.

Trustees of the New Castle Common
Minutes of 2/7/2017

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.

The operating budget, capital budget, and revenue sheets were distributed to the Board. Mr. Castagno reported we are 83% into the fiscal year; revenue collections are 82.9%. He attributes the high revenue collections to collecting rents on time and being on top of our income. Expenditures are running well given the time of year. This indicates we will likely have some budget surpluses. Mr. Castagno expects that Grants will be fully used. Maintenance is on target at 83%. Mr. Wilson noted there is still \$23,600 shown in Scholarships and the second semester has already been approved. He asked if that is the amount we will come in under budget. Mr. Castagno said we will have at least \$15,000 to \$20,000 that will not be spent based on their forecast. Mr. Meek noted that scholarship payments are not until after the school year, which will be in the next fiscal year. It is Mr. Alfree's position that the funds should carry over; the Scholarship Committee was given \$80,000 and less people are asking for funds. The Scholarship Committee was not sure if they were allowed to increase the amount to students to use up the money. Messrs. Alfree and Gambacorta met with the Scholarship Committee to clear up any confusion, noting that the Trust's budget cycle is different from the school year. For this particular budget year we will likely have a surplus. Mr. Alfree has encouraged the Scholarship Committee to increase their funding per semester (ex.-\$1,500 to \$2,000). He will act as the Board's liaison to the Scholarship Committee. Mr. Wilson would like to continue discussion about scholarships in executive session.

A special meeting will be held in March to review the budget by line item. Grant requests will be reviewed at that time.

Capital Budget Completed – Professional Center Property -- Ms. Fiske asked if the item was for pad engineering. Mr. Castagno will look into the description for the entry and inform all Board members.

LIBRARY COMMITTEE REPORT – Mr. Viola reporting.

Mr. Viola reported that the yearly program presented by the Friends of the Library broke attendance records. The program was about the Broadway show 'Hamilton'.

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

Hermitage Nature Area – Presented earlier in the meeting.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.

The website calendar is up to date. Applications have been received for the BBQ event, summer concerts, and a wedding. A beach cleanup is planned for April with the Bank of America.

OTHER COMMITTEES

Nonprofit Support Committee – Mr. Wilson reminded that this Board gave the Nonprofit Support Committee six months to determine if it should be a legitimate committee. That six-month deadline is tonight. The committee has met with the New Castle Little League, Bellanca,

Trustees of the New Castle Common
Minutes of 2/7/2017

and Mr. Clayton, who represented Good Will Fire Company. The committee has met twice; at one meeting we established different wording for a proposal. Mr. Wilson requested that a vote on the committee's fate be tabled until the March meeting. He will supply the Board with minutes and the proposal in preparation for a vote. Mr. Meek asked for a summary report from the committee concerning their meeting with Bellanca. He did not request a summary report about the Little League since there was coverage in the *New Castle Weekly*. Mr. Wilson said most of the meeting dealt with maintenance around the Bellanca building that will be addressed by the Property Maintenance Committee. Mr. Wilson reported the committee was able to compare nonprofit schedules and identified a conflict between the Bellanca Open House and car show and opening day for the Little League, both scheduled for 4/8/17. The Bellanca Open House and car show moved its date to 4/22/17.

Further discussion on this matter will take place during executive session.

Bylaws Committee Report – Ms. Fiske reported the committee met on 1/16/17. Attending were Ms. Fiske, Mrs. Ross, Messrs. Castagno, Meek and Wilson. Mr. Taylor attended in his role of counsel. At the beginning of the meeting Ms. Fiske was selected chair by three votes; Mr. Wilson received two votes. Ms. Fiske read the committee report into the record as follows:

"The Trustee president, Mr. Gambacorta, had requested that the committee address Ms. Fiske's motion at the 12/6/16 Board meeting, which stated that the Board vote of 3/1/16 approving \$175,000 for the installation of a parking lot on West Third Street was held in violation of the bylaws. She claimed that in contravention to the bylaws, the Land Management and Open Space Committees had not been consulted by the Finance Committee which brought up the 3/1/16 motion.

At the Bylaws Committee meeting Mr. Taylor advised the committee that the procedure for reversing the vote, if the committee determined that should be the course of action, would consist of a motion to rescind, but that an individual member may also do so.

Ms. Fiske was the only member of the committee to advocate pursuing a motion to rescind the 3/1/16 motion. She was told by Mr. Taylor that it was her prerogative individually to make a motion if she chose.

Two other members, Mr. Meek and Mrs. Ross, joined Ms. Fiske in agreeing that they have concerns about the way the bylaws have sometimes been ignored: Trust projects have been brought to a Board vote without consulting those committees which the bylaws require."

Ms. Fiske then spoke individually, for herself alone. "Though, according to our counsel, I have the right to make a motion to rescind the vote on the West Third Street parking lot, I have decided not to do so for two reasons. The first is that it would probably not pass. However, the far more important reason has nothing to do with the content of my motion, but the process and I wish to place my emphasis on that rather than on the parking lot. Our bylaws require that

Trustees of the New Castle Common
Minutes of 2/7/2017

several committees be consulted in an advisory capacity before a vote by the full Board is taken. This is not the first time such a thing has happened, and it sets a very dangerous precedent for the Trust. When reading the bylaws about the advisory requirement of certain committees, some Trustees are resorting to sophistry – manipulating words, interpreting them to suit themselves rather than reading their actual meaning. If the bylaws had not intended to require a recommendation from another committee on a project, that would not have been written in the bylaws and it would have been made clear that a vote from the full Board to send it to a committee is necessary.”

Mr. Wilson made a motion that Ms. Fiske’s statement be stricken from the record. It is an opinion saying that our bylaws have been violated in the past have been misconstrued is totally out of order. No one on this Board has ever tried to manipulate the bylaws illegally or purposely. There may have been mistakes in the past; however, an opinion like this suggests that we do this routinely and he will have no part in it. He reiterated his request that the statement be stricken from the minutes.

Ms. Fiske stated that Mr. Wilson does not have the right to have her statement stricken. She disagreed with his comment that she said violations are ‘routine.’ Her individual report says that ‘it has happened before.’

Mr. Gambacorta asked if Ms. Fiske’s statement was discussed at the Bylaws meeting. Ms. Fiske said she provided the Bylaws Committee report to Mr. Meek and Mrs. Ross to ensure she accurately reflected their concerns.

Mr. Wilson noted there are five committee members and Ms. Fiske spoke to two members about the report. Messrs. Wilson and Castagno had no knowledge of the report. Ms. Fiske sent the report to Messrs. Wilson and Castagno on 2/6/17. She expected if they had any concerns they would make their own report. In the Bylaws meeting Messrs. Wilson and Castagno did not agree that a bylaws violation took place and they do not agree with the contents of the committee report. Ms. Fiske said the committee did not recommend rescinding the 3/1/16 motion.

Ms. Fiske stressed that her individual opinion was clearly separate from the committee report. Mr. Wilson said Ms. Fiske’s personal message was not recorded at the Bylaws Meeting; they were added after the meeting.

From his perspective, Mr. Castagno stated there was no violation of the bylaws. Having another committee vet what the full Board wants to do implies there is an added value skill set that the Board would benefit from. In no way should this Board ever have to go through another committee to get to a full Board.

Mr. Gallagher pointed out the way the bylaws are written there is overlap in committees in many places. He would like to have what we do in writing.

Trustees of the New Castle Common
Minutes of 2/7/2017

COMMUNICATIONS – Mr. Alfree reporting.

Officer ballots will be distributed tonight. Ballots are due back in the Trustee Office by 2/21/17. Mr. Alfree explained the process. Each Board member will receive two envelopes; one has the Board member's name on the front and the other is unmarked. Put your ballot in the unmarked envelope and return it to the Trust Office. Before the March meeting the Chairmen of the Outreach, Finance, Land Management and Property Maintenance Committees will meet to open the sealed ballots. Results of the election will be reported at the March meeting. Ms. Fontinha will make sure that Board members who are absent tonight receive their ballots. Arrangements are being made to get a ballot to Mr. DeAscanis, who is out of state.

At 8:05 p.m. Mr. Meek made a motion to go into executive session to discuss matters of finance and scholarship. The motion was seconded by Ms. Fiske. Motion approved.

The Board returned to regular session at 8:50 p.m.

Mr. Wilson made a motion to approve a one-time scholarship payment to an applicant who had a GPA of 2.497 that did not meet the required minimum of 2.50 and thus the scholarship was denied by the Scholarship Committee. The motion was seconded by Mr. Gallagher. The motion was approved by a vote of 7 in favor to 2 not in favor (Gambacorta, Alfree).

The Board had a discussion about reviewing the current procedures used by the Scholarship Committee. The Board directed the Scholarship Committee Liaison to meet with the committee to review the procedures.

There being no further business to address, the Board adjourned at 8:52 p.m.

Deborah P. Turner
Stenographer

Trustees of the New Castle Common
Meeting Minutes
March 7, 2017

Present: Messrs. Gambacorta (*President*), Clayton (*Vice President*), Alfree (*Secretary*), Castagno (*Treasurer*), Yacucci (*Asst. Treasurer*), Episcopo, Gallagher, Meek, Viola, Wilson, Ms. Fiske, Mrs. Ross, and Mr. Taylor, Esq. Also present: Deborah Turner, Stenographer
Absent: Mr. DeAscanis

The monthly meeting of the Trustees was held on Tuesday, March 7, 2017, in the Trustees Room of Old Town Hall. Mr. Gambacorta called the meeting to order at 7 p.m. He called for a moment of silence.

Public Input: Binnie Beale, 26 The Strand, talked about dog feces being deposited in Battery Park and other Trustee properties. There are no trash cans at those locations. He asked the Board to consider placing dog feces containers and bags on Trust properties. Mrs. Sandy Beale added that some time ago there were dog feces bags and dispensers on Delaware Street (in front of Jessup's Tavern) and in Battery Park along with appropriate signage. She said having the dispensers and bags translates to civility and responsible visitors. The bags and dispensers represent the community's expectations of people using the areas and what we will tolerate. Mrs. Beale said that visitors are unaware of the carry-in/carry-out trash policy in Battery Park. She added there is an increase in people taking their dogs to relieve themselves in areas such as the Amstel House garden. She requested dispensers, bags and signage at the parking lot at Chestnut Street, the little children's park, the main entrance from Delaware Street to Battery Park, and the parking lot at the Sailing Club.

Mr. Gambacorta stated it is the Trustees' belief that this issue is a City issue. The subject will be discussed later in the meeting.

Mr. Beale talked about the ferry port saying it is not attractive from the river side. The remaining 10 pilings are in a state of disrepair and an eyesore. He thinks they should be cut down to the low water level and made to look uniform. Tourists coming to New Castle via the water and the Kalmar Nyckel will see the unsightly old pilings. Mrs. Beale suggested putting a historic marker in the ferry port area recognizing the City's early transportation history. The closest marker is near the parking lot where Fort Casimir once was located.

Monthly Calendar – Finance-3/21/17, 2:30 p.m.; Outreach Committee-meets as needed; Property Maintenance-3/3/17, 8 a.m.; Open Space-no meeting this month; Land Management-3/2/17, 5 p.m.; Budget Meeting-3/20/17, 6 p.m.

Bylaws Committee -- Ms. Fiske requested a short meeting on 3/20/17, 5 p.m. Ms. Fiske has a matter to discuss with the committee. Ms. Fiske said the committee was appointed by Mr. Gambacorta in April 2016 and they have met once or twice. The committee is in place until 4/1/17. Mr. Wilson's understanding was the committee would only meet when there was a reason to meet. He said they met one time and talked about the elimination/retraction of a motion put forth regarding the legality of the process used to address the parking lot. He said Mr. Gambacorta has not assigned the committee to meet on anything new. As an ad hoc committee, Mr. Castagno said their task has a beginning, an end, and a purpose. He asked Mr. Gambacorta if he has defined the purpose of the meeting since the purpose identified by Mr. Gambacorta previously has been satisfied. Mr. Castagno added that unless there is a purpose

Trustees of the New Castle Common
Minutes of 3/7/2017

defined for the Bylaws Ad Hoc Committee to meet, there is no reason to have a meeting. Brief discussion followed about the difference between ad hoc committees and standing committees.

Mr. Taylor explained that the president or Board informs an ad hoc committee of a task to do and once that task has been completed the subject goes to the Board for action and the ad hoc committee dissolves. If the ad hoc committee is given another task they follow the same procedure to address the given task.

Ms. Fiske said we have had an ad hoc committee for several years and the standing long-term mission of the committee was to clean up the bylaws. The process has been a lengthy one and is not complete. She added that monthly reports from the Ad Hoc Bylaws Committee were routine from September 2011 thru to March 2015. There were no meetings during Mr. Wilson's term as president (April 2015-March 2016). The committee has been an ongoing committee that is trying to improve and correct the bylaws.

Mr. Gallagher noted that Mr. Wilson is aware of the mission of the ad hoc committee and what was to be accomplished. Mr. Wilson confirmed the mission was addressed (parking lot) and a decision was made. There is confusion when referring to the bylaws. Mr. Gallagher said the bylaws should be left alone. It is the Policies and Procedures that need to be addressed. Procedures are addressed at the committee level and reported back to the Board. Mr. Gallagher thinks that Policies are more ongoing and should be looked at continually.

Mr. Gambacorta directed there will be a Bylaws Committee meeting to discuss any issues that may need to be addressed. The committee should meet a couple of times each year.

Minutes – Corrections were noted. Mr. Gallagher made a motion to approve the 2/7/17 minutes as amended. Ms. Fiske seconded the motion. Motion approved.

PROPERTY MANAGER'S REPORT

No report.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 2/28/17 was sent out electronically prior to the meeting.

Mr. Alfree made a motion to approve the Treasurer's Report dated 2/28/17 as submitted. Mr. Gallagher seconded the motion. Motion approved.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Gallagher reporting.

One tenant is behind in their rent; Mr. Marinelli is working with the tenant to satisfy the outstanding balance. Mr. Marinelli continues to work with New Castle County on tax-exempt properties. He hopes to have an answer in the couple of months.

Delaware Street Property – Mr. Gallagher informed there has been correspondence back and forth with Bill DiMondi. The latest correspondence requested some documentation from

Trustees of the New Castle Common
Minutes of 3/7/2017

Mr. DiMondi. It has been two months since the correspondence was sent to Mr. DiMondi and we have not heard from him.

OUTREACH COMMITTEE REPORT – Mr. Meek reporting.

(All Board members received the report.)

Hermitage Natural Area – East Side (behind the current New Castle Middle School) – Mr. Meek reported the property was cleared by Tree, Inc. They now have a large, clear area that is barren. The multi-year plan addresses elimination of the weeds this year and, if successful in controlling the weeds, next year we plan on planting native grasses and wildflowers. This is in the area behind elementary school. Several logs were discovered during clearing. Mr. Meek will meet with the principal of the elementary school to see if the logs are suitable for an outdoor classroom or if they prefer simple benches.

A volunteer from the Arasapha Club has inquired about assisting with the weeding. Mr. Meek said the weeding will not occur for at least a year or two. Mr. Wilson asked if a waiver was needed for individuals working in the area. Mr. Taylor said parents could sign a release form for students using the area. It may be a situation where the school district indemnifies the Trustees from accidents, etc. He assured the Board they would be covered.

Hermitage Nature Area – West Side (behind Carrie Downie School) -- Mr. Meek will meet with teachers on the property in a couple of weeks to discuss what they would like to do and what is present that they can use for their science classes. He said there are plans to cut holes in the fence and install two gates for the children to use to enter a natural classroom area. An agreement is being developed that the Board and the Colonial School Board can sign off on. Currently there is a gate to the property and that he anticipates they will begin using.

Dog Parks – Mr. Meek reported there are two areas behind the elementary school that could be used for dog parks. A plan suggested in a previous meeting by resident Alice Jarvis indicated the SPCA would participate in and possibly oversee the dog parks. We need to confirm this. The Board would then need to know whether the Trustees or the SPCA would control the property. Further discussion will follow with the SPCA.

Mr. Meek mentioned the City election in April. In the past the Trustees have set up a registration/information table to inform people about the Trustees and gather new registrations. It was totally separate from the political process. He asked what the Board would like to do this April. Mr. Alfree commented that having a table caused confusion for the City on behalf of the people coming to vote in the City election. The Trustees abandoned having a table at the last election. Mrs. Ross disagreed that having the table was confusing. She helped to man the table and said they got many new registrations that day and it proved to be very informational. Mr. Alfree suggested speaking with the City before deciding on having a table this year. Mr. Gambacorta called for a hand vote. By a show of hands Mr. Gambacorta determined that a majority of the Board supports manning a table at the April City election. Going forward, Mr. Yacucci suggested having several ‘registration’ dates every year to inform residents that there are two registration lists (City and Trustees) in the City. Dates could be posted on the Trust website and the *New Castle Weekly*.

Trustees of the New Castle Common
Minutes of 3/7/2017

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.

(Property Maintenance Updated provided to the Board.)

Drainage Engineering – Phase 2 work in Battery Park will begin on 3/27/17.

Medical Center -- Recently the lights at the medical center were replaced with LED lights resulting in significant electric savings.

Signage – Mrs. Ross inquired about the status of signage in Trust-owned parking lots. Mr. Clayton said signs will be ordered and installed, likely in April.

Old Wharf Pilings – During the Public Input portion of this meeting a request was made to do something about the pilings at the Old Wharf. Mr. Wilson informed the Army Corps of Engineers are responsible for the shoreline out into the water. Therefore, any such request would have to go through them. It was noted that cutting the pilings to the water level will be dangerous for boaters. This information will be provided to the Beales.

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.

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

Mr. Castagno referenced an email about the PNC Investment Policy Statement. *(The Board received the email prior to the meeting.)*

PNC Investment Policy Statement for Restricted and Unrestricted Funds – **Mr. Castagno made a motion that the Board authorizes the president and treasurer to sign the annual investment policy statement giving PNC targets of asset allocation and targets for return. This puts the Trust in compliance with PNC.**

Mr. Meek asked about PNC's performance compared to benchmarks. Mr. Castagno said PNC meets benchmarks for equity and fixed income each quarter. The committee is pleased with their performance and does not want to make a change in asset manager.

Mrs. Ross asked about the Board having a review of financial information and the investment policy statement. It was suggested that Mrs. Ross attend a quarterly review with investment managers where they review the metrics our investment advisors use to compare their year-to-date results, monthly results, performance targets, etc. Mrs. Ross wants to familiarize herself with restricted and unrestricted funds. Mr. Castagno suggested she refer to the annual audit that outlines all restricted and unrestricted funds and would answer most of her questions. He was asked to give a definition of both funds.

Restricted Funds – Created in the 1940s when the Trust voted to sell the airport. State legislation was passed allowing the Board to sell property. When the Trust sells a land asset the proceeds are then placed in restricted funds for capital improvements (including re-investment in Trust properties) and other land acquisition.

Unrestricted Funds – These are funds from other earnings that can be used however the Board identifies.

Mr. Castagno informed that PNC has about 70% of our total holdings and another investment manager handles the remaining funds.

Trustees of the New Castle Common
Minutes of 3/7/2017

Ms. Fiske seconded the motion. The motion was approved.

LIBRARY COMMITTEE REPORT – Mr. Clayton reporting.

Nothing to report.

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

Hermitage Nature Area – Presented earlier in the meeting.

The Open Space Committee has decided on placing a lamp and post in Bicentennial Park when we have funds. The lamp chosen is similar to lights in the City and is a replica of lamps used by Philadelphia and Baltimore in the 19th century. The committee voted to make a request for \$5,000 in the 2017-2018 budget for a lamp and post.

Mr. Episcopo asked if neighbors will object to having a light in the park and if it is necessary. Ms. Fiske said the lighting could make the area safer and she does not believe it will cause a problem with neighbors. The location chosen should not be a detriment to neighbors. Mr. Wilson asked if the park will fall under the same rules as other parks (open at dawn/closed at dusk). He is concerned that a light could affect neighbors' privacy during the evening. It is his belief that Phase 1 is complete and came in under budget since there were monies left over.

Ms. Fiske reminded that she asked the Board about using leftover funds (\$3,680) for plantings in the park in October 2016 and the Board determined no action was needed since the monies had been allocated for the park. Mr. Wilson said the list of items identified as Phase 1 was finished and coming in under budget does not give the committee the right to extend Phase 1. Plantings were not a part of Phase 1 (putting a fence in, taking out some trees, grading the land).

Ms. Fiske acknowledged the committee should speak with the neighbors about the light and thinks an amber light would be a benefit. Mr. Episcopo asked if Bicentennial Park will fall under the Property Maintenance Committee for maintenance (grass cutting, plant watering, etc.). Mr. Wilson questioned having a water line installed in the park if Antonio is contracted to handle the watering of plants. Mr. Wilson reminded that this Board decided to work on Bicentennial Park in phases. Phase 1 is complete and there has been no Board approval for Phase 2. He questioned the need for the water line noting we do not have water lines for our other meadows and parks. He raised the question of management of the water line.

Mr. Gambacorta informed that he approved the water line and it was in the budget. The line will be installed this week. MSC has contributed labor and equipment to provide water to the park keeping the cost under \$500.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.

No new applications.

Mrs. Ross revisited the matter of dog bags and dispensers raised during Public Input. Mr. Gambacorta reiterated his position that this is an issue the City should address. Asked for his opinion, Mr. Castagno said the committee is content with the carry in/carry out policy and that

Trustees of the New Castle Common
Minutes of 3/7/2017

it is working well. He does not see the dog feces problem being an issue in Battery Park, but he cannot speak to other properties.

OTHER COMMITTEES

Penn Farm – Ms. Fiske reported that she, Messrs. Alfree and Episcopo met with Delaware Greenways Initiative (DGI) Executive Director Mary Roth, Gary Linarducci, Board President, Lynn Kielhorn, President Emerita, Peter Walsh, President Emeritus, and Carol Dandalos, Board Member. Ms. Fiske will send her notes to the Board. Ms. Roth said that DGI wants to be transparent and candid about problems it is facing at Penn Farm. Further, all parties agree that a workshop with the Board would be advantageous. Mr. Gambacorta agrees that a workshop for the Board would be beneficial.

The Penn Farm Committee is comprised of Messrs. Alfree, Episcopo and Ms. Fiske (former Capital Campaign Committee). Upon invitation by Mr. Gambacorta, Mrs. Ross volunteered to be added to the committee. Mr. Episcopo asked to be removed from the committee.

Mr. Alfree said that DGI will manage the workshop. He said the Penn Farm Committee thinks it is time to talk about path forward at the farm; what would the Board like to see happen at Penn Farm. We have made great strides over the last 7-10 years, but we see now that the farm is not a financial, viable farm that produces a sufficient income to run the farm. The workshop would be open to anyone wishing to attend.

Mr. Gambacorta referenced a DGI note indicating they do not currently employ someone with experience in capital campaign fundraising. Ms. Fiske has talked with Sonja Sloan, fundraiser for the New Castle City Library, suggesting we develop ideas for using the farm and farmhouse that might attract foundations and she would provide advice on a professional fundraiser. (Ms. Sloan is retired.)

Ms. Fiske believes that DGI is very concerned with money. They are not farmers nor do they have a background in agriculture. Mr. Episcopo said that DGI is set up for this year with the rental of the barn and Wm. Penn High School has been notified. This Board needs to discuss what to do going forward.

Mr. Castagno said we always envisioned that DGI would be a managing entity to steward and to work with a collection of different farmers with different results and it is up to DGI to manage the farm appropriately. DGI was never the farmer; they were only intended to manage farming operations. Mrs. Ross understands they have lost money each year and she questions letting DGI continue beyond the next year. Ms. Fiske noted that Ms. Roth spends most of her time managing the farm. In the meeting Ms. Kielhorn asked if DGI is the best entity to manage the farm since they are not an agricultural organization.

Ms. Fiske was asked to ensure that the correspondence between the Trust and Ms. Roth and Ms. Kielhorn be provided to all Board members. Ms. Fiske will include her report and notes from Ms. Sloan.

Trustees of the New Castle Common
Minutes of 3/7/2017

Scholarship Committee – (*Copy provided to Board members prior to meeting.*) Following up on discussion at the last Board meeting, Mr. Alfree asked the Scholarship Committee to rewrite the procedures they operate under. New wording: “If you are a student in good standing with the university or college you attend or are enrolled in you will receive the scholarship as long as you meet all the rules.” Mr. Alfree noted the procedures remove the minimum grade point average of 2.5. Therefore, as long as the student is in good standing within the university/college they would receive funding.

The Scholarship Committee felt strongly that a bonus should be maintained, but the GPA to receive the bonus was lowered from 3.5 to 3.2. The minimum amount a student can receive per semester was raised from \$1,200 to \$1,800 and the bonus is \$600 per semester.

Mr. Alfree announced the new chairperson of the Scholarship Committee is Judy Barthel.

Mr. Alfree said the \$1,800 per semester is a flat fee. The Board budgets a certain amount of money each year. If the Scholarship Committee is short money they will need to come back to this Board. Concerning students who drop out of school, the college will return unspent monies to the Trust. Mr. Gallagher asked if the Scholarship Committee has a better method to confirm an applicant is a resident of the City of New Castle before being awarded monies. Mr. Alfree confirmed they are moving in that direction. Mrs. Ross suggested that applicants be required to register with the Trustees. Mr. Alfree will forward her comment to the Scholarship Committee.

Mr. Alfree made a motion to approve the outline procedures in the memorandum dated 2017 submitted by the Scholarship Committee. Mr. Clayton seconded the motion. The motion was approved.

Mr. Gambacorta will send a proclamation from the Board to Ms. Mund acknowledging her service.

Election of Officers – Mr. Alfree reported that committee chairs for the Finance, Land Management, Outreach, and Property Maintenance Committees met on 3/24/17 to open and calculate the ballots. The officers for the term of 4/1/17 to 3/31/18 are as follows:

President – Thomas H. Wilson, Jr.
Vice President – Thomas A. Episcopo
Secretary – Michael J. Alfree, Sr.
Assistant Secretary – Thomas L. Clayton, Sr.
Treasurer – Christopher J. Castagno
Assistant Treasurer – Henry F. Gambacorta

Nonprofit Support Committee – Mr. Gambacorta decided to discontinue this ad hoc committee. Mrs. Ross thinks we should follow up with the nonprofit entities in six months, citing the good information the committee received from them this past year. In lieu of continuing the

Trustees of the New Castle Common
Minutes of 3/7/2017

committee, Mr. Wilson suggested the Land Management Committee could have a subcommittee that only deals with nonprofits.

COMMUNICATIONS – Mr. Alfree reporting.

Mr. Alfree read a letter aloud from Wynne Mund, Scholarship Committee Chair, informing she is leaving the City and thanked the Board for the opportunity to serve on the Scholarship Committee. Mr. Gambacorta is charged with replacing Ms. Mund on the committee.

A standard notification was received from Portofino's, 730 Ferry Cut-off, New Castle, DE informing they have applied with the State of Delaware Office of Alcohol, Beverage and Control Commission (ABC) for "an extension of the current restaurant by 400 ft., adding 424 guests at tables, there will be no bar or bar stools in the space. The total square footage will be 3,620. Anyone protesting the application needs to file with the ABC on or before 3/30/17."

This is Mr. Gambacorta's final meeting as president. He thanked everyone for their cooperation and respect. Mr. Wilson applauded Mr. Gambacorta for his work as president.

There being no further business to address, the Board adjourned at 8:30 p.m.

Deborah P. Turner
Stenographer

Trustees of the New Castle Common
Meeting Minutes
April 4, 2017

Present: Messrs. Wilson (*President*), Alfree (*Secretary*), Castagno (*Treasurer*), Yacucci (*Asst. Treasurer*), Gallagher, Gambacorta, Meek, Viola, Ms. Fiske, Mrs. Ross, and Mr. Taylor, Esq.

Also present: Deborah Turner, Stenographer

Absent: Messrs. Clayton and Episcopo (*Vice President*)

The monthly meeting of the Trustees was held on Tuesday, April 4, 2017, in the Trustees Room of Old Town Hall. Mr. Wilson called the meeting to order at 7 p.m. Tonight's meeting is taking place without Mr. DeAscanis. Mr. DeAscanis was our longest serving Trustee having served for 53 years. Mr. Wilson then called for a moment of silence.

Mr. Wilson begins his tenure as president at this meeting. He pledged to make the organization run as well as possible.

Mr. Wilson turned the meeting over to Mr. Alfree for the reading of a proclamation from the Board to Wynne Mund acknowledging her dedication and service to the Scholarship Committee. Ms. Mund served from 2010 to 2017, most recently as chairperson. A copy of the resolution will be recorded in the minutes of this meeting. Ms. Mund appreciated the acknowledgement saying she has enjoyed working on the Scholarship Committee and thanked the Board for allowing her to be a part of the committee.

Public Input: Mr. Wilson reminded everyone that public input is not for debating or questions and answers. Any comments or input needing a response will be given to the appropriate committee chairman or Board Secretary to respond in a timely manner.

David Baldini, resident of South Street, has attended many Board meetings. He respects the Trustees and the work it does. With respect to the passing of Mr. DeAscanis and his service to the Trustees, Mr. Baldini announced his intention to be a candidate for Mr. DeAscanis' seat once a vacancy has been declared.

Monthly Calendar – Finance-4/11/17, 2:30 p.m.; Outreach Committee-meets as needed; Property Maintenance-4/28/17, 8 a.m.; Open Space-TBD; Land Management-4/27/17, 5 p.m.; TNCC Board Meeting-5/2/17, 7 p.m.; Penn Farm Workshop-5/5/17, 9 a.m. (to be held at the New Castle Library)

Minutes – Two sets of minutes are being addressed -- the 3/7/17 Board Meeting and 3/20/17 Budget Meeting.

Minutes of 3/7/17 – Corrections were noted. Mr. Wilson questioned wording on page 3, “it was the consensus of the Board” to man a table at the City election. He noted there was disagreement earlier in that discussion about having a table. Mr. Wilson asked that the entire sentence be stricken. Mr. Gambacorta said there was a show of hands resulting in moving forward with manning a table at the April City election. Mr. Wilson did not recall a show of hands and said that he has canceled the table adding there was not a motion and the matter was not voted on. He wants to defer further discussion until later in the meeting under Other Committees.

Trustees of the New Castle Common
Minutes of 4/4/2017

Mrs. Ross stated it was a consensus of the Board. As the Election Committee Chair she has already cleared with the City to have the table and has people lined up to man the table. She feels since Mr. Wilson was not president at the time and there was a consensus that the decision should stand.

Mr. Meek does not agree with changing the wording to alter the meaning. Mrs. Turner will make a copy of that portion of the recording and provide to the President.

Mrs. Ross stressed there is even more reason to have the table since we will need to fill Mr. DeAscanis' seat on the Board. She hopes to arrange for an election in June so we can have a full Board seated in September.

Mr. Gambacorta reiterated there was a majority of affirmative votes from a show of hands thereby approving the table. He does not recall the count.

Mr. Gallagher made a motion to approve the Board minutes of 3/7/17 with the exception of the contested paragraph that will be resolved at a later date based on listening to the recording. The motion was seconded and approved.

The minutes of the 3/20/17 Budget Meeting were tabled until the 5/2/17 Board meeting to allow the Board more time to review.

PROPERTY MANAGER'S REPORT

No report.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 3/31/17 was sent out electronically prior to the meeting.

**Mr. Castagno made a motion to approve the Treasurer's Report dated 3/31/17 as submitted.
Mr. Gallagher seconded the motion. Motion approved.**

LAND MANAGEMENT COMMITTEE REPORT – Mr. Gallagher reporting.

Mr. Gallagher requested an executive session to discuss a matter of real estate. He deferred to Mr. Taylor to give the committee's update. Mr. Taylor informed that Mr. Marinelli reported that accounts are current except for one tenant who is behind with their sewer charge. Mr. Marinelli is working with the tenant to satisfy the outstanding balance. A couple of tenants have informed they are interested in renewing their leases when their terms expire. Other topics will be discussed during executive session.

OUTREACH COMMITTEE REPORT – Mr. Meek reporting.

(All Board members received the report.)

Hermitage Natural Area – West Side (behind Carrie Downie School) – Mr. Meek reported they are ready to move forward with opening the fence from Trust property to Carrie Downie School for two outdoor classrooms. He circulated a draft letter of agreement/hold harmless document

Trustees of the New Castle Common
Minutes of 4/4/2017

that Mr. Taylor created. It was modified to add who opens the fence. The fence is on the school district's property, but Mr. Meek offered to open the fence. He said the cost is minimal. He will arrange to have the area adjacent to the fence cut back and transform fallen trees into logs for benches. He asked the Board to review the draft and inform him of any changes. Once Mr. Taylor reviews the modified draft the school district will look at it and determine if they are in agreement with the document.

Mr. Meek made a motion that he and Mr. Taylor will create a letter of agreement/hold harmless document that will be forwarded to the school district for approval to open the fence to allow two outdoor classrooms to be created for the Carrie Downie School. Mr. Gallagher seconded the motion. The motion was approved.

Mr. Meek has one matter to discuss during executive session.

PROPERTY MAINTENANCE COMMITTEE – Mr. Castagno reporting.

(Property Maintenance Updated provided to the Board.)

New Castle Little League – Mr. Castagno said the Trust has done a lot of work at the park (~\$58,000) and it looks very good. Mr. Wilson agreed and encouraged Board members to attend Little League opening day activities on 4/8/17.

Signage – Mrs. Ross inquired about the status of signage in Trust-owned parking lots. Mr. Castagno confirmed the signs are in production.

Mr. Wilson alerted Mr. Castagno of a problem with one of the lights in the Board Room not working properly. He directed the committee to get repairs started as soon as possible.

Town Hall/Dewey Park – Mr. Castagno mentioned work being done to Old Town Hall and in Dewey Park before A Day in Old New Castle. The archway of Old Town Hall is being painted, the railing along Second Street will be painted, and an overall clean up of the area is planned. Mr. Viola thinks the obelisk in the park is made of railroad granite and is the responsibility of the management at the George Read House. He said it is starting to deteriorate and needs attention. Mr. Meek suggested looking to see if there is a plaque indicating who put the monument up.

Any questions about the Property Maintenance Report should be directed to Mr. Clayton.

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.

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

Mr. Castagno recognized Mark Zitz, accountant, Mary Fontinha, Support Specialist, and Mike Marinelli, Property Manager, for their work in the process to make recording and reporting of monies more efficient. The process was put in place about a year ago and recognizes every expense and makes sure they are captured in the forecast.

Trustees of the New Castle Common
Minutes of 4/4/2017

Mr. Castagno reported the operating budget is about 90%. There are a few invoices that are not reflected yet; therefore, a final operating budget for FY2017 (ending 3/31/17) will be provided at the May Board meeting.

Ms. Fiske questioned what the line for Town Hall/Dewey Park covers. Mr. Castagno said the list includes the cleaning of the Penn monument, grass cutting and landscaping for the park, and work on Old Town Hall. He noted the list was provided at the 3/20/17 Budget Meeting.

Mr. Castagno reminded that while we established and budgeted for principal interest payments (\$100,000) against our line of credit, we have not used them. We have been able to cover capital investments with operating monies to date.

Mr. Alfree made a motion to approve the Finance Report as submitted. Mr. Gambacorta seconded the motion. Motion was approved.

LIBRARY COMMITTEE REPORT – Mr. Viola reporting.

Nothing to report.

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

Hermitage Nature Area – Presented earlier in the meeting.

Bicentennial Park -- Ms. Fiske recognized and publicly thanked the Municipal Services Commission for the work they did on water service in Bicentennial Park. Their work was valued at \$2,000; the cost to the Trust was \$500.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.

Beach Cleanup – Bank of America will have a beach cleanup on 4/21/17, 3 p.m. We will pick up the bags. The cleanup will stretch from Delaware Street to the Sailing Club.

Beach Cleanup – The Sailing Club will conduct a beach cleanup on 4/22/17, 8 a.m. The cleanup will go from the Sailing Club down along the dike on both sides of the river walk. Again, we will pick up the bags. Anyone wanting to join one or both cleanups is welcome.

As a matter of information, Mr. Castagno said we are starting to see requests again from people wanting to donate monies to Battery Park in a memorializing way, i.e., buy a bench or paver. Up to now the Board has resisted doing this because of management issues. He thinks the Board should think about whether or not we might want to reconsider our position. No action is needed tonight.

Mr. Meek asked about the redesigned garden space area in Battery Park; if there is an area where people could buy a paving stone or brick and have a name inscribed. Mr. Castagno likes the idea and reiterated his request that the Board give the idea some thought over the next couple of months.

Trustees of the New Castle Common
Minutes of 4/4/2017

OTHER COMMITTEES

Committee Assignment Forms – Mr. Alfree said that interest forms for committee assignments for next year are usually distributed at this meeting. Recently there has been some discussion about a different way to make committee assignments. Mr. Alfree suggested leaving committees as they currently stand while we continue discussions and decide what procedure to use going forward.

Mr. Alfree made a motion to not distribute the letter of interest forms as it relates to committee assignments at this particular time until procedures on committee assignments can be worked on and possibly finalized. Ms. Fiske seconded the motion.

Mrs. Ross asked if we have timing on how to move forward with this issue. Mr. Alfree said as soon as possible adding he thinks it can be done by June. The President has to decide on who will do the work. Mr. Wilson will send out an email this week with ad hoc committee members and a timeline for completion. Ms. Fiske said the Bylaws Committee looked at Mr. Alfree's suggestion and checklist and agrees that we should wait. **The motion as approved.**

Penn Farm – Mr. Alfree received an email from Delaware Greenways Initiative (DGI) informing that they reposted the farm manager position and now have six candidates. Interviews will take place soon. He expects there will be a farm manager in place by the end of April.

Penn Farm Strategic Workshop – 5/5/17, 9 a.m. to 12 p.m.-12:30 p.m. at the New Castle Public Library. DGI is the facilitator and has asked for a list of people planning to attend. Board members were asked to inform Ms. Fontinha of their intentions. Mr. Alfree hopes the workshop gives the Board some direction on operations at the farm going forward.

Grant Letters – Mr. Alfree and Ms. Fontinha are working on grant notification letters for this year. They should be mailed this week. Mr. Alfree made the letters more specific as to the monies being awarded and what they can be used for.

Registration Table (at City election) -- Mr. Wilson asked Mrs. Ross if she would agree to the process of having the table if the minutes verify there was a show of hands; otherwise he will ask for an online motion and vote. Mrs. Ross agreed to the process. Ms. Fiske reminded that an online motion needs to be unanimous.

Mr. Gambacorta mentioned again that there was no count, but there was a majority. Ms. Fiske asked why it is desirable not to have a table. Mr. Wilson responded that the Trust is not involved in City government. We manage the Trust and he believes it is confusing to people with respect to the differences between the Trust and the City. He thinks that having a table at the City election tends to confuse people. Mr. Wilson believes having a separate registration day for the Trust would be better. There are people in the City who are not aware there is a separate Trustee voting registration list.

Mr. Meek believes there could be confusion having a Trustee table at the City election. On the other hand the Trust could conduct a registration day.

Trustees of the New Castle Common
Minutes of 4/4/2017

Mrs. Ross again noted that many citizens do not know there are two voter registration lists. She thinks it would be helpful to have a brief history of the Trust to hand out at the table. Mrs. Ross considers having the table as another form of outreach.

Mr. Gallagher thinks we should move on. We have had separate Trust registration days in the past and we have conducted registrations on City election days. Mr. Wilson does not agree with having a table the same day as the City election. Ms. Fiske considers it voter suppression if a table is not manned at the City election. Mr. Gambacorta reiterated there was a vote by show of hands and the consensus was to man a table. He did not break down the count, but he said there were more Trustees in favor than against manning a table.

Mrs. Ross welcomes further discussion on this matter at another time, but manning a table at this year's City election was decided on at the last meeting and she thinks we need to move forward.

Mrs. Ross read from the 3/7/17 minutes (p.3): "Mr. Meek mentioned the City election in April. In the past the Trustees have set up a registration/information table to inform people about the Trustees and gather new registrations. It was totally separate from the political process. He asked what the Board would like to do this April. Mr. Alfree commented that having a table caused confusion for the City on behalf of the people coming to vote in the City election. The Trustees abandoned having a table at the last election. Mrs. Ross disagreed that having the table was confusing. She helped to man the table and said they got many new registrations that day and it proved to be very informational. Mr. Alfree suggested speaking with the City before deciding on having a table this year. Mr. Gambacorta called for a hand vote. It was the consensus of the Board to pursue manning a table at the April City election. Going forward, Mr. Yacucci suggested having several 'registration' dates every year to inform residents that there are two registration lists (City and Trustees) in the City. Dates could be posted on the Trust website and the *New Castle Weekly*."

More discussion on the issue followed.

Mr. Alfree recommended the Board honor Mr. Gambacorta's recollection of what transpired and move on. He noted that Mr. Gambacorta was president at the time. We can have another discussion at a later time if we want to have this activity in the future. Mr. Wilson declared the Trust will have the table.

COMMUNICATIONS – Mr. Alfree reporting.

- A letter from Arasapha Club, dated 3/9/17, thanking the Trust for the \$1,500 grant they were awarded.
- A letter from the City of New Castle and signed by City Council President Linda Ratchford thanking the Trust for its grant for up to 40 ADA curb upgrades at a maximum cost of \$200,000. Mr. Alfree has spoken with City Administrator Barthel about following the City's procedure as it relates to bidding this project and the award process. The Trust's letter to the City states they are to follow City procedures as it relates to bidding this project and awarding of same. Mr. Barthel assured Mr. Alfree the process would be followed.

Trustees of the New Castle Common
Minutes of 4/4/2017

- *For Information Only* – Letters have been rewritten to reflect the changed procedures and wording of the former scholarship procedures and bonus program. The scholarship program is now being called tuition reimbursement. The letters were sent to the appropriate high schools and colleges.

During the budget meeting the Board requested notes be attached to certain groups. In addition to the City's letter (for ADA curb upgrades), Mr. Alfree said that four letters were tailored accordingly. They are:

- New Castle Historical Society – The Trust will not fund salaries, staffing, or visitor's center;
- Interpretive sign – The Trust is to approve wording and specific location of the sign;
- New Castle Italian Heritage -- Their letter has to relate to the capital improvement of the park; not for operating the park over time;
- Tuition support for St. Peter's School -- Changed to a one-time award for a new smart board in memory of Trustee Francis DeAscanis.

At 8:08 p.m. a motion was made by Mr. Gallagher to go into executive session to discuss matters of real estate. Mr. Gambacorta seconded the motion. Motion approved.

The Board returned to regular session at 8:51 p.m. In regular session Mr. Gallagher made a motion to approve proposing a 20% increase in rent for the McConnell Development (Amazon site) for the 5-year term of 1/2018 through 12/2022. **The motion was seconded by Mr. Gambacorta. The Board unanimously approved the motion.**

With no further business, the Board voted to adjourn at 8:52 p.m.

Deborah P. Turner
Stenographer

Trustees of the New Castle Common
Meeting Minutes
May 2, 2017

Present: Messrs. Episcopo (*Vice President*), Alfree (*Secretary*), Clayton (*Asst. Secretary*), Castagno (*Treasurer*), Gambacorta (*Asst. Treasurer*), Gallagher, Viola, Yacucci, Ms. Fiske, Mrs. Ross, and Mr. Taylor, Esq. Also present: Mike Marinelli, Property Manager, Deborah Turner, Stenographer

Absent: Messrs. Wilson (*President*) and Meek

The monthly meeting of the Trustees was held on Tuesday, May 2, 2017, in the Trustees Room of Old Town Hall. Mr. Episcopo called the meeting to order at 7 p.m. Mr. Episcopo remembered former Trustees Henry Herndon and Francis DeAscanis and Delaware State Police Cpl. Stephen Ballard who died in the line of duty last week. He then called for a moment of silence.

Public Input: Valerie Leary, 201 Harmony Street, gave an update on the summer concert series. Bands have been signed and all food services are in place. The series runs from 6/21/17 to 8/9/17; no concert on 7/5/17. A seventh concert will be added on 8/9/17. That concert is being funded wholly by a number of sponsors. Promotional materials will be posted soon. She thanked the Board for their financial support.

Monthly Calendar – Finance-none in May; Outreach Committee-meets as needed; Property Maintenance-6/2/17, 8 a.m.; Open Space-5/15/17, 12 noon; Land Management-6/1/17, 5 p.m.; TNCC Board Meeting-6/6/17, 7 p.m.

Minutes

Minutes of 3/20/17 Budget Meeting (*deferred at 4/4/17 meeting*) – **A motion was made by Mr. Alfree to approve the minutes of the 3/20/17 Budget Meeting as distributed. The motion was seconded by Ms. Fiske and approved.**

Minutes of 4/4/17 Board Meeting – Mr. Castagno noted one correction.

Mr. Castagno made a motion to approve the 4/4/17 minutes as amended. Mr. Yacucci seconded the motion. The motion was approved.

PROPERTY MANAGER'S REPORT

No report.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 4/30/17 was sent out electronically prior to the meeting.

Mr. Castagno noted there are a number of maintenance expenses for the prior year that are included in this budget. Several property maintenance issues are from the prior fiscal year, but recorded from a cash perspective this month. Prior year accounting will be reflected under the operating budget of the Finance Report that will be presented later in the meeting.

Mr. Alfree made a motion to approve the Treasurer's Report dated 4/30/17 as submitted.

Mr. Castagno seconded the motion. Motion approved.

Trustees of the New Castle Common
Minutes of 5/2/2017

LAND MANAGEMENT COMMITTEE REPORT – Mr. Gallagher reporting.
Mr. Gallagher requested an executive session to discuss matters of real estate.

OUTREACH COMMITTEE REPORT – Mr. Gallagher reporting.
Mr. Gallagher requested an executive session to discuss matters of real estate.

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.
(Property Maintenance Updated provided to the Board.)
Mr. Clayton said that more projects are ramping up now that the weather is better. He reported that in the past month safety railings have been installed across several windows adjacent to the stairwell in Old Town Hall. This was a safety issue in the event someone trips on the steps.

Signage – Mr. Clayton reported the signs have been received and will be posted (behind the post office on Fifth Street, at the tennis courts, ferry lots). Extra signs were purchased in the event a sign is damaged, etc.

Mr. Clayton said that signage indicating video surveillance will be used in the area of the garages and playground will be posted near the Battery Park restrooms.

Ms. Fiske asked when drainage projects will begin. Mr. Clayton cannot provide an answer at this time.

Ms. Fiske inquired about the children's playground in Battery Park. Mr. Clayton informed that when the drainage project and all other work are completed the playground will be addressed. It is part of the redesign of the park.

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.
The operating budget, capital budget, and revenue sheets were distributed to the Board.
Reports for fiscal year ending 3/31/17 were provided. Mr. Castagno commended Mr. Marinelli for collecting revenues that accounts for 102% of the budget.

Mr. Gallagher asked about the status of tax exemptions from New Castle County. Mr. Marinelli said the County told the Trust not to pay any taxes until decisions are rendered. We could owe back taxes, but no late fees or penalties will be charged. About half of the exemption requests have been decided to date.

Reports for the month ending 4/30/17 were provided. Mr. Castagno noted that the operating capital report shows drawdown and percentage of the drawdown based on our forecast, approved items (approved at the 3/20/17 budget meeting) and items in our budget.

There were no questions from the Board.

LIBRARY COMMITTEE REPORT – Mr. Viola reporting.
There are two new board members at the library.

Trustees of the New Castle Common
Minutes of 5/2/2017

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

Hermitage Nature Area – Mr. Meek submitted his report prior to the meeting.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.

Beach Cleanup – Mr. Castagno and the committee publicly thanked the members of the Sailing Club, members of Bank of America, and members of the community who contributed to beach cleanup activities on 4/21-22/17. ‘Thank you’ letters will be sent to appropriate parties.

OTHER COMMITTEES

Penn Farm Strategic Workshop – Mr. Alfree reminded the Board about the workshop that is scheduled for 5/5/17, 9 a.m. to 12 p.m.-12:30 p.m. at the New Castle Public Library. He distributed an agenda for the meeting. DGI is the facilitator and will be represented by a number of key personnel. Mr. Alfree anticipates a majority of the Board to participate. We hope the workshop produces fresh ideas on how to handle operations at the farm going forward.

Registration Table (at City election) -- Mrs. Ross reported the table was a success. They collected 86 new registrations.

COMMUNICATIONS – Mr. Alfree reporting.

- A plaque was presented to the Board from the New Castle Little League Board expressing their gratitude for grant monies they received that helped them with installation of lighting at the park.
- Elliott Smith, President, Friends of Bellanca thanked the Board for their grant award. They are currently promoting a new display, video presentations and educational programs related to early aviation history in Delaware and particularly Bellanca aircraft. In June they will celebrate the 90th anniversary of the first non-stop passenger flight across the Atlantic Ocean by the Miss Columbia, a Bellanca aircraft. It is also the 90th anniversary of the G.M. Bellanca agreement with H.B. DuPont to build an airport and factory in New Castle.
- An acknowledgement was received from Amy Bishop Ryan, Arasapha Club Chairman, thanking the Trust for the grant they were awarded. They will continue their mission of improving New Castle’s historic gardens, providing gardening education to the community, and improving the City of New Castle.

At 7:28 p.m. a motion was made to go into executive session to discuss matters of real estate. The motion was seconded and approved.

The Board returned to regular session at 7:44 p.m. With no further business, the Board voted to adjourn at 7:45 p.m.

Deborah P. Turner
Stenographer

Trustees of the New Castle Common
Meeting Minutes
June 6, 2017

Present: Messrs. Wilson (*President*), Episcopo (*Vice President*), Alfree (*Secretary*), Clayton (*Asst. Secretary*), Castagno (*Treasurer*), Gambacorta (*Asst. Treasurer*), Gallagher, Meek, Viola, Yacucci, Ms. Fiske, Mrs. Ross, and Mr. Taylor, Esq. Also present: Mike Marinelli, Property Manager, Deborah Turner, Stenographer

The monthly meeting of the Trustees was held on Tuesday, June 6, 2017, in the Trustees Room of Old Town Hall. Mr. Wilson called the meeting to order at 7 p.m. A moment of silence was called.

Mr. Wilson referenced emails concerning a proposal from Mr. Alfree about realignment of Trust committees and having a vote on the proposal. Mr. Wilson was under the impression the proposal had been distributed. It will be discussed later in tonight's meeting; however, the vote will be postponed until September.

Mr. Wilson noted there are no Board meetings in July and August. The next Board meeting will be 9/5/17. Committee meetings will continue through the summer and will be posted accordingly.

Public Input: None.

Monthly Calendar – Finance-TBD--quarterly review in July; Outreach Committee-meets as needed; Property Maintenance-6/30/17, 8 a.m.; Open Space-TBD; Land Management-*being rescheduled for: 6/27/17 or 7/5/17, 5 p.m.*; TNCC Board Meeting-9/5/17, 7 p.m.

Mr. Alfree informed that services for former Trustee Lawrence Koczak will be tomorrow, 6/7/17, at St. Peter's Church. A reception will follow at the Presbyterian Church.

Minutes

Mr. Gallagher made a motion to approve the 5/2/17 minutes as distributed. Mr. Episcopo seconded the motion. The motion was approved.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 5/31/17 was sent out electronically prior to the meeting.

Ms. Fiske questioned the line item "Floor coatings, floor sealing" under Penn Farm. Mr. Castagno informed it is for the bottom seal coating of the barn floor and rest room.

Mr. Castagno made a motion to approve the Treasurer's Report dated 5/31/17 as submitted. Mr. Gallagher seconded the motion. Motion approved.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Gallagher reporting.

The committee is following up on two sewer bills; everything else is current. Correspondence was received from Mr. Bill DiMondi regarding the Trust's interest in his property at the Hermitage. Mr. DiMondi is interested in starting negotiations. The committee has reviewed the correspondence and has called Mr. DiMondi twice to request documentation about his right of

Trustees of the New Castle Common
Minutes of 6/6/2017

way access to the property. Mr. Gallagher said to our knowledge he does not have the document; however, Mr. DiMondi has an understanding that we have not been able to substantiate yet that could impact the value of the property. He has been approached by a contractor and Mr. DiMondi would like to start the negotiation process. Mr. Meek will send him another letter telling Mr. DiMondi that we are interested in working with him, but we need some evidence of a right of way or access to the parcel in order to get an appraisal. The appraisal will be significantly higher if there is no access. Mr. Meek has drafted a letter and submitted to Messrs. Wilson, Gallagher, Gambacorta and Taylor for review. Mr. Gambacorta suggested we ask Mr. DiMondi for appraisals with and without a right of way. Mr. Meek looked at City Council's notes that show it was proposed that Mr. DiMondi would have right of way access apparently through City land, but there is no evidence that City Council voted on the matter. Access would not go through Trustee land. Mr. Gallagher noted it will cost money doing two appraisals.

Lease of adjacent lot – In the January 2017 Board meeting we discussed a request from Christopher Dixon to lease an adjacent lot (between Clymer and Center Streets) to his pizza shop in Dobbinsville for the purpose of parking. Mr. Dixon will pay for upgrades and maintenance to the vacant lot. There is room for approximately 8 parking spaces. The Board asked Mr. Dixon to look into getting a permit from the City and address any issues with the State beforehand. Mr. Dixon notified us after the committee meeting that he has gotten approval from the State providing the Trust writes a letter to them indicating we are considering leasing to him. He already secured approval from the City.

Mr. Gallagher reminded that during previous discussions the Board was in agreement to lease this property for use as a parking area. Mr. Dixon said he would put macadam down and maintain the lot.

Brief discussion followed on whether Mr. Dixon is a tenant or owns the pizza shop. Mr. Marinelli said that town records indicate Mr. Dixon is the owner. Mrs. Ross suggested speaking with Mr. Dixon about converting the area to grass if he ceases the business. Mr. Marinelli suggested speaking with the owner. Mr. Gallagher noted that having a parking area would be an attractive feature for another viable business. If no one is going to use the parking area then it should be turned back into a grassy area unless Mr. Dixon is willing to maintain the parking area.

Mr. Gallagher made a motion to give authority to the Land Management Committee to initiate a lease for this small parcel of Trust property with the Little Italy pizza shop on Route 9. If Mr. Dixon closes the business he is responsible for turning the lot back into a grassy area unless he is willing to maintain the parking lot going forward. Ms. Fiske seconded the motion. The motion was unanimously approved.

Mr. Wilson welcomed Board members to contact the Land Management Committee over the summer with any suggestions/comments.

Mr. Gallagher requested executive session to discuss matters of real estate.

Trustees of the New Castle Common
Minutes of 6/6/2017

OUTREACH COMMITTEE REPORT – Mr. Meek reporting.

A detailed email summary on the Heritage Nature Area was distributed prior to the meeting. Mr. Meek reported that of the 2.5 acres adjacent to the parking lot, one-half an acre has been cleared to the ground by volunteers and planted with wildflowers and grasses. Volunteers also helped remove spring time invasive plants. It will take several months to know how successful their efforts were.

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.

(Property Maintenance Updated provided to the Board.)

Mr. Clayton highlighted completed items.

- New doors were installed at the men's restroom and back portion of the building in Battery Park.
- Drainage at Bellanca – The Conservation District alerted us via letter about standing water in a couple locations. Ferry Cut-off – standing water addressed.
- French drain around Penn Farm is completed to address water in the barn and a standing puddle behind the barn.
- Signage – Mr. Clayton hopes to have the signs installed in the next week or so. Poor weather ultimately backed up the contractor. Mr. Meek asked if these items are planned and where can he learn the costs associated with projects. Mr. Clayton advised they are planned and costs are recorded by item on the monthly Treasurer's Report.

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.

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

The annual audit will begin the end of June. In July the committee will have the quarterly review of our financial advisors (PNC and Nicholson). Mr. Castagno informed that the two different firms we use to manage our financial holdings use the same capital allocation and get input from the Finance Committee to maximize return.

Further, Mr. Castagno reported that over the last year the committee has been looking at ways to improve the efficiency of the Trust's invested capital. We have identified another firm, Safe Investing Services, who specialize in high yield, low risk investments. They work with insurance policies/structured settlements, mortgages, etc. The committee is interested in working with advisor Dan Reisinger investing 4% of our total holdings in structured settlements and life settlements. PNC and Nicholson would hold the remaining 90% of our holdings. Information about Safe Investing Services is available in the office. The Board agreed the percentage is reasonable and offered no objections.

Mr. Castagno made a motion to authorize the Finance Committee to move forward on 4% of our total holdings. Mr. Clayton seconded the motion. Motion approved.

LIBRARY COMMITTEE REPORT – Mr. Viola reporting.

There are two new board members at the library. There will be an event coming to the library next week. At that time the library will be having book sales. It is a good opportunity for the Board to support the library.

Trustees of the New Castle Common
Minutes of 6/6/2017

Mr. Clayton reported a recent incident of vandalism (debarking one of the trees) in the children's garden. There was also damage to the bench. There is no camera in this area, which is being addressed. There was another incident of vandalism in the front of the library that was caught on camera. Police picked up the vandals who were identified as local juveniles.

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

Hermitage Nature Area – Mr. Meek submitted his report prior to the meeting.

Ms. Fiske said the committee is researching ground level solar lighting for Bicentennial Park and the committee will meet over the summer to further discuss.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.

There will be a lot of activity this weekend for Separation Day activities.

Mr. Meek asked for a timeline for the next phase of work (drainage, etc.) in the park. The Property Maintenance Report shows a punch list on drainage work. Phase 3 of the drainage work tying in Third Street still needs to be done. After the drainage is fixed, Mr. Castagno thinks the next strategic installation would be the Frenchtown Railroad Walking Trail giving ADA access to all the playground equipment and restrooms. Drew Hayes drew up a plan that has equipment realigned along the walking trail allowing those with physical challenges the ability to use the walking trail to access the amenities. His plan includes special needs equipment along the way. No planning or costing has been done yet.

OTHER COMMITTEES

Election Committee – Mrs. Ross, Chairperson, announced the vacancy replacing Mr. DeAscanis. The date of the election will be Saturday, 9/16/17. Pertinent dates leading up to the election will be announced in the *New Castle Weekly* and posted accordingly.

Mr. Wilson confirmed with Mary Fontinha that registration is up to date. He reiterated there will be dates that the Election Committee will be obligated to meet. Dates will be published in the *New Castle Weekly* next week.

Mr. Wilson plans to approach more Board members to serve on the Election Committee. He has spoken with Mrs. Ross about continuing to chair the committee. The Election Committee will disband on 9/30/17 provided there is no run-off election.

Bylaws Committee – Mr. Wilson has appointed an ad hoc committee to work on realignment of the committees for the Trust. (*Document distributed to the Board.*) They will meet through September. Mr. Wilson has also asked the committee to work on a code of conduct. The committee consists of Messrs. Alfree, Castagno and Clayton.

Mr. Meek said the bylaws currently call for the president to appoint the committees; Trustees can say what they want to be on committees, but the president does not. In order to maintain the possibility that anyone can serve on a committee, he suggested changing the number of

Trustees of the New Castle Common
Minutes of 6/6/2017

Trustees of the New Castle Common
Minutes of 6/6/2017

members on committees to be a minimum of at least five members and include anyone who wishes to be on a committee. He was told his suggestion could be considered. Ms. Fiske requested the Bylaws Committee announce their meetings. Mr. Wilson assured they will make their meeting dates known.

Penn Farm and Strategic Workshop – Mr. Alfree reported the workshop on 5/5/17 was a success. The final report is in final draft form and should be distributed soon. He asked Ms. Fontinha to send the presentation to everyone.

Mr. Alfree announced that Erin Kinley is the new farm manager for Delaware Greenways Initiative (DGI) and started on 6/5/17. DGI is putting together a ‘meet and greet’ the week of 6/26-29/17 at Penn Farm.

Further, Mr. Alfree reported the first wedding of the season over the Memorial Day weekend was very successful.

At this time DGI does not have an operator for the farm stand. They are diligently working to find the right person. Mr. Alfree welcomed any Board member’s input for prospects. The company that provided the vegetables last year (Fifer) will continue this year. He will check to see if DGI has posted anything on the roadway. Fifer’s business model calls for family members to run the stand. They are in Dover and logistics proved to be difficult.

COMMUNICATIONS – Mr. Alfree reporting.

- New Castle Senior Center – Letter from the Executive Director, Natalie Kaplan, thanking the Trustees for approving their community organization grant this year.
- New Castle Police Department – Letter from the City of New Castle on behalf of the New Castle Police Department, signed by Councilperson Valerie Leary. The City of New Castle will be participating in National Night Out on 8/1/17, 6-8 p.m. in Battery Park. Location approval is pending. This year’s theme will be “Drug Addiction and Prevention.” They will have music, kid’s games, K-9 and self-defense demonstrations, fire prevention activities, and food. They would like to offer child I.D. kits to families. Volunteers and the New Castle Police Department would distribute and assist as needed. They are asking the Trustees to sponsor the purchase of 250 child I.D. kits. Captain Donlon of the City of New Castle Police Department has recommended the kits for this event. The cost for the kits and shipping is \$726. The number of kits is based on the Children’s Christmas Party in 2016.

Mr. Alfree made a motion to authorize funds to purchase 250 I.D. kits for the City of New Castle’s National Night Out event on 8/1/17. Mr. Clayton seconded the motion. Mr. Alfree will handle notification to the appropriate party via letter.

At 7:44 p.m. Mr. Gallagher made a motion to go into executive session to discuss matters of real estate. The motion was seconded and approved.

Trustees of the New Castle Common
Minutes of 6/6/2017

The Board returned to regular session at 8:01 p.m. **With no further business, Mr. Castagno made a motion to adjourn the meeting. The motion was seconded by Mr. Gallagher.** The meeting was adjourned at 8:02 p.m.

Deborah P. Turner
Stenographer

Trustees of the New Castle Common
Meeting Minutes
September 5, 2017

Present: Messrs. Wilson (*President*), Episcopo (*Vice President*), Alfree (*Secretary*), Clayton (*Asst. Secretary*), Castagno (*Treasurer*), Gambacorta (*Asst. Treasurer*), Gallagher, Meek, Viola, Yacucci, Ms. Fiske, and Mrs. Ross. Also present: Mike Marinelli, Property Manager, Deborah Turner, Stenographer

Not present: Mr. Taylor, Esq.

The monthly meeting of the Trustees was held on Tuesday, September 5, 2017, in the Trustees Room of Old Town Hall. Mr. Wilson called the meeting to order at 7 p.m. A moment of silence was called.

Mr. Wilson announced the Election Committee is asking for volunteers to work the 9/16/17 Trustee election from 10 a.m. to 6 p.m. Trustees are needed to take registration from voters and answer questions.

Public Input: Mr. Wilson invited the newly-elected Mayor Jimmy Gambacorta to say a few words. Mayor Gambacorta thanked the Board for the invitation to speak. He has been meeting with City Administration and various City departments. He will do a tour of the City with Jeff Bergstrom, City Building Inspector, in the near future. Mayor Gambacorta is looking at a beautification program for the City noting many poles used to hold street signs, directional signs and the like are not standing straight and are in need of attention. He will give a more thorough report on another visit.

Candidates for the Trustee vacancy were each given five minutes to introduce themselves to those present. Candidates are David Baldini and Chris DeAscanis.

Monthly Calendar – Finance-9/21/17, 3 p.m.; Outreach Committee-meets as needed; Property Maintenance-9/29/17, 8 a.m.; Open Space-TBD; Land Management-9/28/17, 5 p.m.; Ad Hoc Bylaws Committee-9/20/17, 3 p.m.*; TNCC Board Meeting-10/3/17, 7 p.m.
Trustee Election-9/16/17, 10 a.m. to 6 p.m.

*On behalf of the Ad Hoc Bylaws Committee, Mr. Alfree distributed two documents to be voted on in October. Board members attending the 9/20/17 meeting were asked to submit their comments electronically to the committee. Those who cannot attend were invited to submit their comments electronically in advance of the meeting. The meeting will be held in the Trustee Board Room.

Minutes – One correction was made to page 2.

Mr. Gallagher made a motion to approve the 6/6/17 minutes as amended. Mr. Gambacorta seconded the motion. The motion was approved.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 6/30/17, 7/31/17, and 8/31/17 was sent out electronically prior to the meeting.

Mr. Gallagher made a motion to approve the Treasurer's Report dated 6/30/17 as submitted. Mr. Yacucci seconded the motion. Motion approved.

Trustees of the New Castle Common
Minutes of 9/5/2017

**Mr. Gallagher made a motion to approve the Treasurer's Report dated 7/31/17 as submitted.
Mr. Clayton seconded the motion. Motion approved.**

8/31/17 Treasurer's Report – To date we have not used our line of credit. We have managed both capital and operating expenses with operating income. Mr. Alfree commented that our tenants pay over \$262,000 in City taxes and close to \$700,000-\$800,000 to New Castle County. Mr. Castagno informed we pay taxes all at one time. He added that we made our payment in time to receive a 5% discount.

**Mr. Gallagher made a motion to accept the Treasurer's Report dated 8/31/17 as submitted.
Mr. Gambacorta seconded the motion. Motion approved.**

LAND MANAGEMENT COMMITTEE REPORT – Mr. Gallagher reporting.

The committee is recommending that we use a broker for the 3-acre property where the Tremont Hotel was located. In addition, Dunkin Donuts has given notice they have moved out making it about 3.5 acres. We have had limited interest in the property. The committee believes we should use a broker for several reasons. The property has been on Loop.Net for a year and a half with little interest. Based on how we have the property advertised any broker can market the property. When we spoke to brokers one common theme was voiced – they would actively market the property as opposed to having a sign posted on the site. However, they have indicated there is no reason for them to market the property unless we contract with them. The brokers talked about actively marketing the property, participating in trade shows, and they would pay for Costar which is a loop net that has a cost associated with it. It is estimated to take 2- 3 years from the time we get a tenant until we realize any revenue.

Mr. Wilson summarized that unless the broker does something for us it will not cost us anything until we enter an agreement. If we hire a broker it will not cost us anything unless we go into an agreement with a firm. Mr. Gallagher confirmed and said the committee has interviewed three firms. Discussion followed about rates involved. More specific discussion about the rate will take place in executive session. Mr. Gallagher said the committee has received several appraisals for nearby properties and have been told the numbers are a bit high. He is not increasing the rent or the cost.

Mr. Castagno said there are two fees, a listing broker fee and a broker-protected fee, and both are typically paid once a transaction is made. This is an additional cost. It would be helpful to get an idea of how much that will cost when making a decision. Mr. Castagno asked about the online interest level for the property. Mr. Marinelli informed that during the last 180 days it showed up in 1,553 searches, there were 29 prospective tenants and 115 potential tenants viewed it on their own. Mr. Castagno suggested there has not been a land lease signed in this area in three years and only one parcel sold in the area. Mr. Gallagher said one of the brokers he spoke with indicated there is evidence of land leases and one broker provided examples of those he was involved with.

Mrs. Ross said the committee finds the added exposure that working with a broker brings to be attractive. The property does not look very good. She suggested cleaning up the property, i.e.,

Trustees of the New Castle Common
Minutes of 9/5/2017

signage and trash building up behind it in the shopping center. Mr. Clayton said the Property Maintenance Committee has bulldozed and cleared out trees and maintained the lawn on this site. He asked Mrs. Ross to provide him with a list of what she would like to see done.

Dunkin Donuts – Mr. Episcopo supports taking the building down. Mr. Gallagher said we did not want to demolish the building because the pad is so close to the highway. Mr. Castagno stated we do not officially have possession of the building; when we have possession we can then talk about what to do with it. He added that we need to look at marketability before making a decision.

License vs. Lease – Mr. Gallagher said the committee has discussed this issue and based on Mr. Taylor's input the committee found that a licensing approach may be more beneficial to use for some of our nonprofits instead of a lease. Mr. Gallagher suggested deferring questions until Mr. Taylor is present.

Mr. Gallagher requested executive session to discuss matters of real estate.

OUTREACH COMMITTEE REPORT – Mr. Meek reporting.

(*A detailed email summary on the Heritage Nature Area was distributed prior to the meeting.*) Mr. Meek reported that the trails continue to be used. He will put a notice in the newspaper for a one-day cleanup of branches and such to be held in September/October. Mr. Meek informed the meadow is going slower than the trails. He thought by cutting the nine foot tall weeds down to the bare ground and then planting wildflowers would produce a reasonable yield of new plants. Instead, four foot high weeds including milkweed and some mint replaced the nine foot tall weeds. This did attract butterflies and caterpillars. Mr. Meek estimates another couple of years of treating the weeds to totally rid the area of them will be needed. He will plant one area with plants this fall. He will ask for volunteer help to scrape the ground before putting seed down.

Carrie Downie Elementary School (*western part of the property*) -- The principal has expressed interest in outdoor classrooms. He selected two locations and cut a hole in the school's fence to the outdoor classrooms. Mr. Meek is waiting to have Antonio cut and move logs until after the hold harmless agreement is in place. The school district has indicated they will accept the agreement as prepared by Mr. Taylor. Mr. Meek sent the agreement to all Trustees for comments. If there are no comments he thinks we should get the document to the school district to execute. Mr. Gallagher thinks that Mr. Wilson should be able to sign the agreement. Mr. Wilson agreed and will sign the document after the meeting.

Mr. Meek reported he has \$5,000 left from the original allocation for this project. He believes these funds should be sufficient through January 2018. At a later date he plans on requesting another \$5,000 in capital to be used as needed. The observation platform is a larger scale project that will be planned out later. Mr. Alfree suggested when funds begin to run low the Board can vote to increase the initial budget line at that time. Mr. Gallagher noted Mr. Meek should be prepared to show what he will need the funds for.

Trustees of the New Castle Common
Minutes of 9/5/2017

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.

(Property Maintenance Updated provided to the Board.)

Mr. Meek asked about the status of engineering work and plans for the Penn Farm farmhouse. Mr. Clayton deferred to Mr. Alfree for a response. Mr. Alfree has a report on the engineering work.

Mr. Castagno presented capital requests from the Property Maintenance Committee. Capital Projects – Phase 3 of the drainage project – Mr. Castagno said there is still work to do to get into Phase 3. New infrastructure (36-inch piping) was installed in the park. The existing drainage system was inadequate and had too much capacity going into it. Additionally, the backup did not work. We engineered an additional capacity and used existing infrastructure, resulting in dramatically improving water flow in Battery Park.

Phase 3 -- West Third Street will connect from the park to the outfall near the flag pole. Engineering is needed to connect those two. Until we finish Phases 1 and 2 we will not have a full solution. Engineering is very confident that when this project is completed we will see a dramatic improvement in drainage through the park.

Request #1 – The Property Maintenance Committee is requesting \$20,000 to complete engineering that connects Phases 1 and 2 to West Third Street. The connection is in the park and will extend under West Third Street as well. Mr. Castagno informed the engineering portion can be finished by October 2017. West Third Street is a public street and the work is not necessarily the Trust's prime responsibility. Once the engineering is finished the City needs to finish the project and the wells connecting to it. There are gas, sewer, electric and water lines running under Third Street and needs to be realigned. Curbing needs to be rebuilt. Mr. Castagno said we need to work with the City to determine how it will be funded. Cost is estimated at \$1.5 million.

Request #2 – Tidal water from the Delaware River is coming through the pipes into the park. Current outfall – Tidal flow brings in debris that deposit behind the metal flapper thus keeping it from closing. We need to rebuild the Tyflex valve to match the one installed in Phases 1 and 2. Cost is \$40,000 for materials and installation. Life expectancy for the new valve is about 20 years. The Army Corps of Engineers and DNREC are using this in their waterways. The Army Corps permit will stay open until March 2018 for Phases 1 and 2. The drainage project is a regional benefit and is not exclusive to Battery Park.

Mr. Castagno made a motion to approve the Property Maintenance Committee's capital request as follows: \$20,000 for engineering for Phase 3 and \$40,000 for the existing infrastructure. Total is \$60,000 added to our capital budget. Mr. Gallagher seconded the motion. Motion approved.

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.

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

The Finance Committee has received and is reviewing the first draft of the fiscal year 2016-2017

Trustees of the New Castle Common
Minutes of 9/5/2017

audit. There is significant asset improvement of about \$1 million; due largely to increases in rent and the work the committee is doing with investment managers on invested capital. Mr. Castagno said there have been substantial improvements in our holdings. He thanked Mark Zitz, Mike Marinelli and Mary Fontinha for their help in making the audit process go well.

Mr. Castagno reported that investments have been made in the life settlement investment and structured settlements as discussed in June. The committee will be meeting with the entity that is helping to manage that asset on 9/21/27 at the Finance Committee meeting. He said the committee met with our financial advisors (PNC and Nicholson) and spent a lot of time tweaking what they report to us in a manner that we want to receive it. Mr. Castagno reported seeing significant advancements with our holdings. We are in a good position.

Mr. Castagno recognized Mr. Marinelli for his efforts working with New Castle County over the last three years to designate many of our holdings as tax exempt. Of 31 properties we have received approval for tax exemption on 26. This translates to about \$90,000 per year that the Trust will no longer be paying to the City and County for property taxes.

LIBRARY COMMITTEE REPORT – Mr. Viola reporting.

Mr. Clayton reported the chimney was damaged during a lightning storm over the summer. Repairs have been made and the bill should be paid soon. An insurance claim will be filed once the bills are received.

Mr. Meek asked if any funding is being cut for the New Castle City Library now that the new New Castle County Library is opening. Mr. Clayton said the new library is slated to open in October and they are unsure how it will impact the City library. They are monitoring and will keep the Board informed.

Mrs. Ross mentioned an article in today's *News Journal* newspaper saying the new library is indicating they want to work with nearby entities to coordinate their programs. Our library may benefit if that is the case.

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

Hermitage Nature Area – Mr. Meek submitted his report prior to the meeting. Ms. Fiske reported that ground level electric LED lighting will be installed in Bicentennial Park next week.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.

Mr. Castagno distributed a list of things the committee worked on with the application process. He recognized Mary Fontinha for coordinating the process and Terri Gormley of the *New Castle Weekly* for managing the online calendar. He also recognized the Property Maintenance Committee for keeping the park clean and safe. There are two cleanups planned as follows: 9/15/17, 1 p.m. – Bank of America Beach Cleanup at Battery Park. 9/16/17, 9 a.m. -- DelTech students will be doing a cleanup along the shoreline at the ferry lot properties the Trust owns. They are managed through DNREC.

Trustees of the New Castle Common
Minutes of 9/5/2017

Mrs. Ross added:

9/8/17 -- The new pier will be officially opened.

OTHER COMMITTEES

Election Committee – Mrs. Ross, Chairperson, reported the election will be 9/16/17, 10 a.m. to 6 p.m. at the fire house. Late registrations will be taken until 9/11/17, by 3 p.m. Any questions should be directed to the Trust office. There is a bike race in the City the same day and there will be some street closings. She spoke with Kim Burgmuller in the City office and received a map of the bike route. We may consider some signage to direct people to the fire house.

Mr. Alfree informed the race should be finished by noon at the latest. It was moved from October to September. He spoke to the fire chief and City Administrator Bill Barthel and was told the City does not totally close streets and allow people to get through. Mr. Alfree's concern is with volunteers working at intersections in an effort to keep the bikers and general public safe.

Freedom of Information Act (FOIA) Discussion – Mrs. Ross understands the Board is now under the FOIA. She added it is on the Attorney General's website, the agency in charge of FOIA. Mr. Wilson disagreed and indicated the matter will be discussed further in executive session. Ms. Fiske agreed with Mrs. Ross saying the Board should have been informed of what was going on. Mrs. Ross added there were no meetings during the summer.

COMMUNICATIONS – Mr. Alfree reporting.

- Scholarship Grant Committee Report – Semi-annual report showing the number of people receiving scholarships.
- Letter from St. Anthony's Society – Letter was received thanking the Board for the \$1,000 grant they received.
- Letter from St. Peter's School – Letter from Mark Zitz, Principal, thanking the Board for the donation of \$3,500 for a smart board purchase in memory of Francis 'Chick' DeAscanis. The smart board will be in place before school begins and will display a brass plaque that reads, "Placed by the Trustees of the New Castle Common in loving memory of Francis 'Chick' DeAscanis, class of 1945, parisher of St. Peter's the Apostle Church, lifetime term member Trustees of the New Castle Common, August 2017."

Ad Hoc Bylaws Committee (Committee members: Messrs. Alfree, Castagno and Clayton)

Mr. Alfree distributed two documents (Code of Conduct and Realignment of Trustee Committees) to be voted on in the October meeting. Both documents will be discussed at a committee meeting on 9/20/17, 3 p.m. He asked for input from those unable to attend the meeting to be presented in writing to the committee. Both documents have been reviewed by Mr. Taylor.

Ms. Fiske said that Mr. Wilson told her in June that there would Ad Hoc Bylaws Committee meetings and Board members would be informed about those meetings. She stated the Code of Conduct document has been drafted without a committee meeting. According to the bylaws

Trustees of the New Castle Common
Minutes of 9/5/2017

members of the Board should know about meetings so they can attend those meetings. Further, Ms. Fiske said to amend a Bylaws Policy and Procedure, it is first brought to the Ad Hoc Bylaws Committee for discussion and suggestions. That committee meeting has not taken place to her knowledge because none of us were told it was going to be held. At the following Board meeting it is presented for discussion and suggestions.

Mr. Wilson stated the Ad Hoc Bylaws Committee will review and discuss both documents at its 9/20/17 meeting. Ms. Fiske said the Ad Hoc Bylaws Committee is not following the bylaws. She believes the documents should have been presented at a committee meeting that any Board member could attend and then brought to this Board meeting. This would be followed with a month for discussion and suggestions and the documents being voted on at the next Board meeting. She maintains that no Ad Hoc Bylaws Committee Meeting took place and the vote needs to be moved to the November meeting. Mr. Wilson said after the committee reviews the documents they will come back with recommendations and the Board will vote at that time. Mrs. Ross asked how many recommendations were submitted by Mr. Wilson. Mr. Wilson made recommendations based on discussions with other Trustees and officers during Officer's Meetings.

Ms. Fiske asked if Mr. Taylor approved the Code of Conduct document as it is written. Mr. Wilson confirmed that Mr. Taylor offered input in the document and declared the document to be legal. Ms. Fiske believes the document to be very restrictive and the interpretation of the oath is silly.

Website – Mr. Alfree announced the Trust's new website is up and running as of 8/31/17. He encouraged everyone to look at the website and offer comments. Mr. Marinelli and Ms. Fontinha were instrumental in the process. The website is intentionally very basic for now with the intention to build on it. Ms. Fiske noted the minutes are not on the new website. Mr. Alfree is aware and said he is unsure about the status for minutes being uploaded to the website.

At 8:20 p.m. Mr. Gallagher made a motion to go into executive session to discuss matters of real estate and a personnel matter. The motion was seconded and approved.

At 9:04 p.m. the Board returned to regular session. **Mr. Gallagher made a motion to authorize the Land Management Committee to issue financial credit for the property leased to Gregory Automotive on Route 273 over a four (4) year period, not to exceed \$18,000. The motion was seconded by Mr. Gambacorta. The motion was unanimously approved by the Board.**

With no further business, Mr. Castagno made a motion to adjourn the meeting. The motion was seconded by Mr. Gallagher. The meeting was adjourned at 9:05 p.m.

Deborah P. Turner
Stenographer

Trustees of the New Castle Common
Meeting Minutes
October 3, 2017

Present: Messrs. Wilson (*President*), Episcopo (*Vice President*), Alfree (*Secretary*), Clayton (*Asst. Secretary*), Castagno (*Treasurer*), Gambacorta (*Asst. Treasurer*), DeAscanis, Meek, Viola, Yacucci, Ms. Fiske, Mrs. Ross, and Mr. Taylor, Esq. Also present: Mike Marinelli, Property Manager, Deborah Turner, Stenographer
Not present: Mr. Gallagher

The monthly meeting of the Trustees was held on Tuesday, October 3, 2017, in the Trustees Room of Old Town Hall. Mr. Wilson called the meeting to order at 7:05 p.m. A moment of silence was called.

Mr. Wilson welcomed Chris DeAscanis as the new Trustee. Mr. DeAscanis was sworn in prior to the meeting.

Each Trustee received one ear of corn representing their annual pay serving as a Trustee.

Monthly Calendar – Finance-no meeting; Outreach Committee-meets as needed; Property Maintenance-10/3/17, 8 a.m.; Open Space-TBD; Land Management-10/2/17, 5 p.m.; TNCC Board Meeting-11/7/17, 7 p.m.

Bike Path Meeting, 10/23/17, 10 a.m., City Council Chambers

10/9/17 – Route 273 bridge over Route 13 will be closed approximately 45 days.

11/5/17 – Daylight Savings Time begins

Public Input: Resident Judy Baldini asked that the New Castle Community Partnership Initiative meeting scheduled for 10/16/17 to 10/18/17 be added to the calendar. Subject of the meeting is discussions about “branding” for the City. Public input will be welcome during a portion of the meetings. Times, locations and a schedule for meetings will be published in the *New Castle Weekly*.

Minutes – Corrections was noted. Ms. Fiske requested being able to listen to the recording of the 9/5/17 meeting concerning FOIA (page 6) before the recording is erased.

Ms. Fiske made a motion to table approval of the 9/5/17 Board meeting minutes until the November Board meeting. Mrs. Ross seconded the motion. The motion was approved.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 9/30/17 was sent out electronically prior to the meeting.

Mr. Castagno reported \$885,000 of disbursements for the month; about \$730,000 represents County tax payments. The Property Maintenance Committee spent about \$105,000 on property maintenance during the month.

Mr. Episcopo asked about the \$2,100 expenditure to remove and install bathroom doors at the Battery Park restroom. Mr. Clayton said a new door was put on the park side and the damaged door on the men's room was replaced. The cost includes heavy gauge doors plus the labor. Mr. Clayton reported that vandalism has decreased with the addition of signage alerting of video surveillance. The video was not present when the vandalism to the doors occurred.

Mr. Alfree made a motion to approve the Treasurer's Report dated 9/30/17 as submitted.

Mr. Viola seconded the motion. Motion approved.

Trustees of the New Castle Common
Minutes of 10/3/17

LAND MANAGEMENT COMMITTEE REPORT – Mrs. Ross reporting.

Mrs. Ross said the committee had an extensive presentation by developers for the apartment complex at South Seventh Street. The Trust owns land the developers would need to make access to our walk along the river from Seventh Street. A map was distributed to the Board. The map shows the area going over the marshland to connect with the river walk. The developer needs approval from the Trust for the area. The boardwalk would be five feet wide and made of wood. Additional information about the complex was given; 120 apartments and 180 parking spaces. Mrs. Ross requested, and the developers agreed, that the Board can visit the area being considered. Mrs. Ross said the committee is concerned with the complex being on Seventh Street and whether there is enough parking for the number of apartments being planned. The committee is also concerned with the traffic impact on the surrounding area. Developers would need the Board's permission to get all the permits they would need going forward. She suggested discussing further during executive session.

Mr. Meek believes that developers did not put much thought into the project's impact on Seventh Street citing no parking and no pull-off area to release people. The project is immediately adjacent to a small area owned by the City (near the liquor store and former Gambacorta Motors). Mr. Meek suggested it would be more attractive if the City were willing to cooperate with the developers to help build some type of parking area to make access more convenient. The boardwalk will be open to the public.

With respect to maintenance, developers said they would contract with someone for that work. There is concern with adequate parking considering 120 apartments, 1 and 2 bedroom units. It was speculated that many occupants will have two cars.

Mr. Wilson said if developers approached the City they could potentially pay the City to put in a paved area for 15-20 cars to park along Seventh Street. The only access is from River Road or from the apartment complex where retail is being planned on the lower level. He said the Trust easement is the first step in the permit process. Ms. Fiske said the developer acknowledged there is no guarantee they will secure all the DNREC permits needed. Mr. Taylor informed there is a list of other elements they would include in the easement such as maintenance and insurance.

Mr. Episcopo asked if developers have received permission to put the boardwalk over the marsh. Mr. Meek explained that half of the land between Seventh Street and the river belongs to the developer while the other half belongs to the Trustees. They need Trust approval before moving forward. The building will continue whether or not they get the boardwalk. Mr. Wilson said the State will not engage in discussions until they have an easement from the Trust. Mrs. Ross talked about boardwalk lighting being very low prompting concern. Mr. Wilson said the State expressed concern with the animals in the marsh. Ms. Fiske noted there is lighting for the path that would turn on/off as people approach to limit disturbance to the animals. She added that if approved DNREC will play a big part in determining what materials will be used.

Trustees of the New Castle Common
Minutes of 10/3/17

Mr. Gambacorta asked if the developers would be paying for the easement. Mr. Castagno inquired about development of the easement language. Mr. Wilson informed that Mr. Taylor and the developer's attorney would develop the language.

Mr. Wilson asked the developer to contact the City to see if they could come to an agreement about the parking. Mr. Marinelli confirmed that contact has been made with the City today. Location of City parcel is in front of the County pump house: the area is about 50' X 100'. Mr. Wilson asked for a spot big enough for 20 vehicles.

Mr. Wilson would like to see more access to the river in general. Ms. Fiske agreed and added the boardwalk would make the apartments more attractive.

No decision is being made tonight. Board members were encouraged to look at the area before the November Board meeting.

Mrs. Ross reported a State-sponsored bicycle group has asked about linking the bike path from School Lane (at the beginning of the Penn Farm property) around to the Farmer's Market. It would make access for people to ride their bikes from Frenchtown Road and Basin Road to the shopping center (BJ's, grocery store). Mr. Wilson added that bike riders could go all the way to the shopping center. There will be a bike path that cuts into the Penn Farm property and comes along an old dirt trail (Wilson Road) that runs parallel to the back of the shopping center (BJ's, Pathmark). Mr. Castagno said it is already formalized for maintenance and utility access. Mr. Meek inquired about utilities should the area be paved. Mr. Castagno assured there are no issues with underground utilities; there will be a junction box. He added the Trust gave an easement for this area to MSC for water and electric.

Mr. Marinelli said there will be a meeting to discuss this subject on 10/23/17, 10 a.m. with the City (City Administrator Bill Barthel and City Council President Linda Ratchford) and Mary Roth of Penn Farm. The meeting will take place in City Council chambers. Some of the discussion points will be funding, composition of the path (gravel, paving, etc.), and maintenance of the path. Mr. Castagno reminded of a City ordinance that states that property owners are responsible for sidewalks in front of the property, the same as the Frenchtown Trail and Battery Park.

Mrs. Ross said the committee would like to discuss matters of real estate in executive session.

OUTREACH COMMITTEE REPORT – Mr. Meek reporting.

Hermitage Nature Area – Nothing to report.

Mr. Meek informed there was a request for funds that is out of sequence. The Trustees received a copy of the application and receipts from resident Ron Vukelich of The Strand who has been planting trees around the City. Mr. Vukelich has been paying for plantings on his own, including labor. Mr. Meek suggested to Mr. Vukelich that this type of project could possibly be supported by the Trust. Mr. Vukelich submitted a request form for \$3,500; he has spent \$3,800 (supported by receipts) to date. Mr. Meek thinks it is reasonable to support the planting of trees; there is no obligation of support going forward. He has spoken with David Robinson and

Trustees of the New Castle Common
Minutes of 10/3/17

John Lloyd from the Tree Advisory Commission and Council President Ratchford. He learned that once planted the trees belong to the City and the City is responsible for them, not the homeowners. If the Trustees pay for the trees we would have nothing more to do with them. President Ratchford stated the City welcomes the trees.

Mr. Meek supports an out-of-sequence grant of \$3,500 to reimburse Mr. Vukelich's expenses as submitted. The City is not contributing any monies. Mr. Clayton noted Mr. Vukelich has made repairs to bricks at Bicentennial Park. Additionally, Mr. Meek said Mr. Vukelich has repaired the brick sidewalk up to the curbing in some places on The Strand and Delaware Street. Mrs. Ross suggested having some documentation from the City approving this work and acknowledging they will maintain the trees going forward. She thinks having documentation on file is important in the event Mr. Vukelich should incur an injury while doing this project. Mr. Wilson does not want to circumvent the City or the Tree Advisory Commission's authority. He prefers more commitment from the City.

Mr. Meek said Messrs. Robinson and Lloyd are aware of Mr. Vukelich's plans and agree with it. Mr. Vukelich has plans to expand his tree planting from the downtown area at a low cost by getting donations of smaller trees and planting them at Penn Farm. He would harvest the trees at a later time to plant around town. Mr. Meek thinks the Board should support Mr. Vukelich's downtown efforts. Mr. Viola said his understanding is the trees are being carefully selected to ensure the wrong tree is not planted in the wrong location.

Mr. Meek reminded this is not a Trustee project; we would be helping to financially support it. It is approved by the City and the Tree Advisory Commission and by homeowners who would need to select trees from a pre-approved list of trees. It is Mr. Wilson's opinion that Mr. Vukelich has shown intention by doing this work out of his own pocket. He further suggested tabling this issue until we receive an official response from the City and if everything is in line we can look at ways to help out, including financial support. Mrs. Ross suggested considering a one-time payout now and set up a formal procedure to fit in with our regular grant process.

Mr. Alfree noted that while Mr. Vukelich may have approval from the Tree Advisory Commission, he hopes he has secured approval from the City. He agrees the Board needs documentation from the City approving the planting of the trees. Mr. Alfree expressed concern with setting a precedent; we have a grant process that should be followed. Mr. Meek reminded the Board has given funds outside the formal grant process to the police department for the children's holiday party. Mr. Alfree acknowledged we have given funds to groups outside the process and he does not have a problem providing funding now. He wants documentation from the City approving what he is doing. He supports tabling any decision until supporting documentation is received.

Mr. Castagno stated the Board does not want to discourage the project; we want to inspire great things. However, it needs to be done in a professional way. He would like to know what the project entails. He agrees with tabling a decision until Mr. Vukelich gets the proper approvals. Additionally, knowing Mr. Vukelich's future plans will allow the Board to budget for the future.

Trustees of the New Castle Common
Minutes of 10/3/17

A decision on the matter is tabled until next month.

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.

(Property Maintenance Update provided to the Board.)

Painting of half the barn roof at Penn Farm will begin the week of 10/14/17. Library windows have been painted and repaired temporarily. The next couple of years Mr. Clayton expects they will need to rebuild the windows on the old portion of the library (window frames starting to rot).

Mr. Meek asked if the phragmites removal in progress on the ferry lots is on Trustee property or an adjacent property. Mr. Wilson said we are not permitted to touch the river; we can only touch our property. Wild rice will not allow phragmites to grow. He cited the north side of the dike (Bull Hill Boat Club) where wild rice is planted.

Mr. Wilson inquired when brick pointing on Old Town Hall is planned. Mr. Clayton said likely in the spring 2018. Mr. Wilson asked the committee to look at the building at specific bricks needing work. Committee members assured Mr. Wilson the work could wait until next spring.

Mrs. Ross said that parking lot signage for Fifth Street is not as visible as it needs to be. Mr. Clayton does not anticipate the signage being moved. Mrs. Ross thinks the signage should be pushed out to be more visible. Mr. Clayton will look into the matter.

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.

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

Capital Projects Completed List – Mr. Castagno pointed out that since May 2014 we have completed 26 projects at a cost of \$1.3 million. He recognized the entire Board for the funding to do these projects. Our property value is going up and our properties look very good. He thanked the Property Maintenance Committee for making it happen on a daily basis. Mr. Meek thinks the majority of residents do not know where the \$1.3 million goes. He asked if this information can be made available to the public. Mr. Wilson has no problem making it public. Mr. Castagno suggested presenting it as a total number of investments over the past three years highlighting some of our accomplishments. (*Mr. Marinelli noted that acknowledgements are shown on the Trust website.*) Mr. Meek asked Mr. Castagno to write up a report showing what the Trust does to be given to the *New Castle Weekly* and/or put on our website. Mr. Castagno will prepare a report.

Mr. Castagno reported we have finished about 50% of our fiscal year. There is a duplicate entry for Delaware Greenway Farm Manager – remove one entry. Our asset valuation has gone up over \$1 million.

The Finance Committee is recommending approval of the annual audit from Wolfenden and Dwares. Hard copies can be mailed once signatures are in place.

Mr. Castagno made a motion to approve the annual audit from Wolfenden and Dwares as recommended by the Finance Committee. The motion was seconded.

Trustees of the New Castle Common
Minutes of 10/3/17

It was reported that a letter from Wolfenden and Dwares informing they had completed our audit was emailed to the Board today. Mr. Castagno reported the audit has been reviewed by Wolfenden and Dwares and the Finance Committee. A draft of the audit is available in the Trust Office for review.

Mrs. Ross and Ms. Fiske asked to look at the audit before voting. **Approval of the audit is deferred until the next meeting.**

LIBRARY COMMITTEE REPORT – Mr. Viola reporting.

Library staff has taken an interest in story-making events. They have started working to create and save stories and photographs of residents. Presentations and photographs are on the library's website.

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

Hermitage Nature Area – Mr. Meek had no report.

Ms. Fiske informed that low lights have been installed and perennial plants planted in Bicentennial Park. She would like to put lights in the back of the park at an estimated cost of \$1,000. Mr. Alfree suggested installing the lights and show it on the next expense report; no motion is necessary. Noting his opposition to the Bicentennial Park project, Mr. Wilson stated the park looks very nice and congratulated Ms. Fiske.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.

Mr. Castagno reported the Art on the Green event was well attended.

OTHER COMMITTEES

Election Committee – Mrs. Ross, Chairperson, reported a good turnout with 629 total votes being cast. Chris DeAscanis received 395 votes and David Baldini received 244 votes.

Mr. Wilson asked the Ad Hoc Election Committee to remain intact for the purpose of reviewing and updating the voter registration list. We received a lot of good information from the candidates and others the day of the election. He asked committee members to speak with him after tonight's meeting.

Ad Hoc Bylaws Committee (Committee members: Messrs. Alfree, Castagno and Clayton)

Mr. Alfree said the committee was asked to look at two bylaws: composition of committees and a Code of Conduct. Copies of both documents were distributed to the Board electronically prior to this meeting. The committee met on 9/25/17 to discuss both documents. Some Board members offered input via email, some spoke to Mr. Alfree and others participated in the meeting. The documents distributed reflect the work of the ad hoc committee and Board comments. The Trust's bylaws require the documents be presented tonight and will be voted on at the 11/7/17 Board meeting. The documents are being discussed individually.

Code of Conduct document – Since the 9/25/17 Bylaws meeting, Ms. Fiske has researched the State Code of Conduct that contains no language about behavior; it is all about ethics.

Trustees of the New Castle Common
Minutes of 10/3/17

Mr. Alfree is aware. Ms. Fiske thinks the Board needs to be careful about using terms like 'slander' and 'public defamation.' Defamation is a legal term, meaning an intentional falsehood; she wonders what Mr. Taylor thinks. Mr. Taylor said they used a legal term that is recognized and interpreted. Ms. Fiske asked how one can interpret; it is very difficult to prove. Mr. Taylor responded that there is a process for a committee to be appointed by the Trustees and to conduct a hearing. Ms. Fiske questioned the oath. Violating the oath is considered constituting actions unbecoming of a Trustee and that is not what the oath says. Mr. Taylor explained the document makes it clear that conduct unbecoming of a Trustee violates the oath. Ms. Fiske disagrees that it violates the oath saying the oath is to maintain the Constitution of the United States, the Constitution of the State of Delaware, and to exercise fiduciary fidelity to the terms, purposes and intent of the Trust, which is to use the assets of the Trust for the use and benefit of the people of the town. Additionally, she does not see how that is associated to claims of slander and libel, the oath, or the Trust. According to Mr. Taylor, if this is adopted by this Board then it would make clear that certain conduct that is a violation of the oath is a violation of the Board's own internal rules and processes and code of conduct. Ms. Fiske asked if changing the intent of the oath needs to be taken to the State Legislature. Mr. Taylor said the wording of the oath is from the Trust; therefore, it does not need to go before the State Legislature. Ms. Fiske stated the wording of the current oath needs to change. According to Mr. Taylor any change in wording is up to the Trust. This document makes the oath a part of the document. Ms. Fiske disagreed.

Mr. Meek proposed the entire Code of Conduct be stripped. The document speaks about fiduciary fidelity to the terms, purposes, and intent of the Trust. Fiduciary means trust, the trust that citizens have in us. Public defamation of members of the Board implies someone is aiming at another Board member. It is his belief that this Code of Conduct is somebody's decision on how to handle behavior now. It has nothing to do with fiduciary duties of the Trust. He is opposed to the entire Code of Conduct document. Ms. Fiske agreed.

Additionally, Ms. Fiske said that Trustees are supposed to exercise loyalty to the beneficial owners of the Trust, that is, the citizens of the town. If someone disagrees with what other Trustees are doing that person should be able to do so. Mr. Wilson said the Code of Conduct does not say a Trustee cannot speak freely. If a Trustee is doing something illegal or something they should not be doing, everyone has a right to bring that forward.

Mr. Meek understands if he were to break the law that is against the laws of the state he would also be violating the laws of the Trust and no longer a trustworthy person. But, if you go against the Code of Conduct then you are only going against the rules of the Trust. Mr. Wilson explained that if someone is doing something unbecoming of a Trustee (an act that violated the trust of the citizens) there would be no violation of the Code of Conduct if a Board member reported it. If it is a fact, it is not slander.

Ms. Fiske thinks the Code of Conduct in its present form is subjective and dangerous. She only agrees with the clause concerning manipulation or abuse of privileged information from Executive Sessions that is proprietary to the Corporation.

Trustees of the New Castle Common
Minutes of 10/3/17

Trust Committees – Mr. Alfree explained this document looks at the process by which Trustees are assigned to committees. The committee worked through a number of versions during the process and received input from a number of Board members. The committee took that input into consideration. The document put forth is the recommendation of the Ad Hoc Bylaws Committee that will be presented at the 11/7/17 Board meeting for approval.

At the committee meeting Mr. Meek criticized the method of assigning committees as being fundamentally flawed. Subsection 5 of the Trustee Procedures states that “all of the basic committees are assigned by the four officers that make up the Executive Board.” The Trustees can submit their request for what committees they want to serve on, but it ultimately is decided by the Executive Board. Further, Mr. Meek said there are Trustees who are not selected to serve on committees resulting in a small subgroup of the Trustees assigned by the Executive Board. This is in contradiction of the law passed by the 1892 legislature saying that business must be conducted with a 7 out of 9 vote. We have always operated mostly by committees (3-4 people), but much of the business is now done in the committees and they are not represented by the Trust as a whole. It is taking away the rights of the majority of the Trustees to have input on many items of business of the Trust. He does not agree to the Trustee bylaws as proposed. Mrs. Ross agreed. She voiced her opinion at the committee meeting saying originally it was set up so everyone could have a fair chance to be on a committee if they chose to do so. The way it was written up when she first became a Trustee was if someone wanted to get on a committee the person most senior on the committee would come off to allow that person to go on. She is fine with the committee deciding who would leave the committee. She would like to see this type of procedure reinstated. It gives everyone an opportunity to sit on the various committees. Mrs. Ross believes we are a better Trust if we allow Board members to be on committees they choose for at least one year. We should have the opportunity to get to know the workings of the committees. She is opposed to the proposed bylaw as it is written.

Ms. Fiske is disturbed with the creation of an Executive Committee comprised of the four officers. This concentrates control and power to a few Trustees. (*She read a statement that was presented at the committee meeting; she will send it to Trustees. Statement is attached to these minutes.*)

Mr. Meek asked what led to the decision to add a bylaw that removes power from the Trustees as a whole and gives it to four people. Moreover, what is the rationale for the bylaw?

Mr. Castagno understands the proposed bylaw is the way it was previously done. Mr. Wilson said the process of having committees work on a process for a project is not changing. To his knowledge no committee is doing anything on their own. Committees still need to return to the full Board for approval. Mr. Meek said there are a couple of committees that have the majority of expenses and control them. We get limited summaries each Board meeting, but details that go into whatever that committee is doing we have no idea about. Mr. Wilson said committees detail project by project during the budget process in March. Mr. Meek stated that having a control once per year is not what he believes the Trust envisioned as having a fiduciary responsibility. Ms. Fiske talked about past requests to see bids and proposals before voting on

Trustees of the New Castle Common
Minutes of 10/3/17

them; she is not sure anything has changed. Some things are being filed in the Trust Office, specifically Penn Farm and the drainage project. Sometimes things are filed after being requested. There are 13 equal Trustees with officers. Ms. Fiske stated we are all supposed to be knowledgeable and interested. Anyone who wants to be on a committee should be on it. We are a small group. Mr. Meek reiterated his belief that it is fundamentally wrong to have four people deciding who can be on a committee. Mr. Gambacorta is troubled with four people making committee assignments.

Mr. Wilson reminded that in the past slips of paper were put out asking what committee's Board members would be interested in serving on. Mr. Alfree followed saying a committee comprised of the chairs of Property Maintenance, Finance, Land Management, and Outreach, but not the officers, reviewed the slips of paper. Mr. Wilson said the most senior person on a committee would need to move off, but sometimes the committee would ask that an individual hold off joining to avoid weakening a committee. In most cases the individual would withdraw their interest. He does not recall anyone demanding to be put on a committee who was not selected. Mr. Wilson reminded that Mrs. Ross did not like the former system and felt the entire Board should decide how a person goes on a committee. We are trying to manage going back to a system we formerly operated under. Mr. Wilson said the Executive Committee would make recommendations that would be presented to the full Board for approval. Ms. Fiske thinks the Board needs to think carefully about establishing an Executive Committee. She added the former system used was working because there was not as much division and contention. If someone really wanted to be on a committee they added a person to accommodate them. Mr. Wilson disputed Ms. Fiske's comment; the bylaws stipulate the number of people for committees.

Mr. Wilson said we were asked to change the system back to the former process. Voting was anonymous and people were then voting on qualifications, which is very important to make this organization run as well as it does. Mrs. Ross suggested getting feedback from the committee and individual who did not receive the necessary votes as to why they were not selected. She thinks it is beneficial for Trustees to be given the opportunity to learn by serving on different committees. Mr. Wilson said this is the system that was formerly in place.

Ms. Fiske informed she was part of the Bylaws Committee when changing committee assignments was recommended and passed. After it passed she realized it was not a good idea. She asked Mr. Alfree for his opinion for changing committee assignments and then this bylaws change was presented. They are not healthy for the Trust.

COMMUNICATIONS – Mr. Alfree reporting.
No communications were received.

Mr. Wilson informed of a new group, "Residents for a Livable New Castle", organizing in the City. He received an email about the group and they are advertising for new members. Membership is \$10. He thinks it would be a good idea for the Trust to join the group and get more information about what is going on in the City. It is for the betterment of the citizens of

Trustees of the New Castle Common
Minutes of 10/3/17

New Castle. Mr. Meek does not think the Trust should join. After a brief discussion no action was taken. Mr. Alfree will forward the email about the group to Board members.

Mr. Castagno made a motion to go into executive session to discuss matters of real estate negotiations. Mrs. Ross seconded the motion. Motion was approved.

At 9:42 p.m. the Board returned to regular session. **Mr. Meek made a motion to make an offer to purchase the DiMondi property adjacent to the Hermitage property for the price discussed during executive session. Mrs. Ross seconded the motion. The motion was unanimously approved by the Board.**

Mrs. Ross made a motion to approve minor changes to the current signage on the Verizon store building at Route 273 and U.S. Route 13. Mr. Gambacorta seconded the motion. The motion was approved unanimously by the Board.

With no further business to discuss a motion was made to adjourn the meeting. The motion was seconded and approved. The meeting was adjourned at 9:45 p.m.

Deborah P. Turner
Stenographer

Trustees of the New Castle Common
Meeting Minutes
November 7, 2017

Present: Messrs. Wilson (*President*), Episcopo (*Vice President*), Alfree (*Secretary*), Clayton (*Asst. Secretary*), Castagno (*Treasurer*), Gambacorta (*Asst. Treasurer*), DeAscanis, Gallagher, Meek, Viola, Yacucci, Ms. Fiske, Mrs. Ross, and Mr. Taylor, Esq. Also present: Deborah Turner, Stenographer

The monthly meeting of the Trustees was held on Tuesday, November 7, 2017, in the Trustees Room of Old Town Hall. Mr. Wilson called the meeting to order at 7:05 p.m. A moment of silence was called.

Monthly Calendar – Finance-11/16/17, 2:30 p.m.; Outreach-proposed for 11/14/17, 5 p.m.; Property Maintenance-12/1/17, 8 a.m.; Open Space-TBD; Land Management-11/30/17, 5 p.m.; TNCC Board Meeting-12/5/17, 7 p.m.

Public Input: Resident Marty Wright spoke about several concerns. He “Googled” the Trustee website and the phone number that came up is discontinued. The phone number shown on the Contact Us and Home pages is fine. He noted the lack of documents like the charter and bylaws not being on the website. Mr. Wilson informed that the website is currently “under construction” and there is no timeline for completion. Mr. Wright was advised to contact Mary Fontinha with any specific questions.

Further, Mr. Wright noted the absence of published fiscal reports on the Trustee website since 2014. This is a significant lapse in published financials. Mr. Gallagher responded that each year the audit has been posted on the Trustee website. He said when the new website is completed that information will appear again.

Minutes – Mr. Alfree made a motion to approve the 9/5/17 Board meeting minutes with the amendments noted at the 10/3/17 Board meeting. Mr. Yacucco seconded the motion. The motion was approved.

10/3/17 Minutes -- Corrections were noted. Mr. Alfree made a motion to approve the Board meeting minutes for 10/3/17 as amended. Mr. Clayton seconded the motion. The motion was approved.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 10/31/17 was sent out electronically prior to the meeting.

Mr. Meek suggested Mr. Castagno look at whether the entry for landscaping at the Hermitage should be recorded as capital.

Mr. Gallagher made a motion to approve the Treasurer's Report dated 10/31/17 as submitted. Mr. Viola seconded the motion. Motion approved.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Gallagher reporting.

Mr. Gallagher was absent from last month's meeting. He understands that the Board approved the purchase of the DiMondi property (next to the Hermitage). He asked what the Trust intends to do with the property. His impression was the Trust wanted to keep it as open space, adding it to the Hermitage Nature Area. Mr. Meek is fine with adding it as open space, adding

Trustees of the New Castle Common
Minutes of 11/7/17

there are other potential uses for the property that would require a zoning change. He thought the full Board might want to make a statement to inform about the Trust's plans for the property.

Mr. Castagno made a motion to buy the DiMondi property and go through the zoning process to make it open space and recreation (OS&R). (It is currently zoned residential.) Ms. Fiske seconded the motion.

Mr. Castagno said the reason the Trust bought the Hermitage property was to keep the open space contiguous to the large marsh area we own, and the DiMondi property is contiguous to that property.

Mr. Gambacorta asked how the contract reads. Mr. Meek said the Trust would do due diligence to make sure that there is nothing that would prevent it from being made open space. Mr. Taylor worked on drafting a proposed contract with the Land Management Committee. There is no issue with the Trust keeping it as open space. Mr. Castagno reminded we can rezone the property any way we want after we own it, provided it is within the comprehensive plan. It is not a contingency of sale. **The motion was approved.**

Bicycle Infrastructure Grant – Proposal for a bike path around Penn Farm. The committee recommends the Board approve the bike path subject to the Board not having to pay for construction costs or assume any liability. The committee questions maintenance fees. Mr. Castagno referred to the City Code that states that maintenance of sidewalks is the responsibility of the property owner.

Mr. Gallagher made a motion to inform the City and the bicycle group that the Trust will support an easement that goes around Penn Farm as they requested. Mrs. Ross seconded the motion. Motion approved.

Boardwalk potentially connecting to the river walk – Mr. Gallagher said the committee did not make a recommendation because more discussion is needed. Mrs. Ross informed that she, Ms. Fiske and Mr. Episcopo met with the developer of the apartments. The boardwalk runs about one-quarter mile from Seventh Street to the river walk. She said the committee has concerns with certain provisions in the easement and suggested putting a notice in the *New Castle Weekly* and the monthly MSC mailing asking the public for their input.

Mr. Meek commented that Trustees do not want to be responsible for keeping the marsh in pristine character and picking up trash from the public. The boardwalk will cross over 400 ft. of Trustee property and used by pedestrians who have no concern with dropping their trash into the marsh. If we allow the boardwalk to be built it should be included in their agreement that they would maintain and keep the marsh clean. Mr. Castagno said that DNREC will take the lead on this as part of the permit process. Mr. Wilson cautioned that the Board should still be watchful.

Trustees of the New Castle Common
Minutes of 11/7/17

Mr. Gallagher requested an executive session to discuss matters of real estate.

OUTREACH COMMITTEE REPORT – Mr. Meek reporting.

Hermitage Nature Area – Deferred to the Open Space Committee report.

Mr. Meek informed that City Council President Linda Ratchford contacted Messrs. Wilson and Meek to clarify how the City funding requests are processed. Mr. Meek said that in the past the City request comes to the Outreach Committee for prioritization and is then sent to the Finance Committee for funding consideration. Council President Ratchford asked Mr. Meek what types of projects would be of interest to the Trust. Mr. Meek sent a response to Mr. Wilson and Mr. Castagno responded. Mr. Castagno thinks the matter can wait until the budget process in March. Mr. Meek thinks the City wants to develop a process to encourage City Council to endorse items they are approving.

Mr. Meek reiterated the City wants to know what the Trust would support for funding and make that part of their planning process. The Outreach Committee will meet next week and wants the forms to clearly indicate what is and is not acceptable; that is, projects that benefit the City and its residents. Last year the Trust provided funding for handicap-accessible curbs.

Mr. Meek said the bylaws state the Outreach Committee should offer suggestions to the Finance Committee. Mr. Castagno said the Board will consider a bylaw change later in this meeting that will speak to this issue. He suggested assembling a list of the City's requests and debate the items by line in March with the full Board.

Mr. Wilson said the spirit of the Outreach Committee is to act as a conduit for the community and not for City government. He believes, on a professional basis, that City budget requests should go directly to the Finance Committee. Ms. Fiske sees no harm in the Outreach Committee looking at City requests. Mr. Meek noted the City has different kinds of requests. He will defer to the Board's decision. Since this is different than what is in the bylaws, Mr. Meek asked if a proposal should be made to communicate with Council President Ratchford asking the City to prepare a prioritized list and have City Council sign off on it. Mr. Castagno agreed.

Last year Mr. Meek told City Administrator Bill Barthel the City needed to provide a list of things that were measurable and observable and gave him a rough price range. Administrator Barthel submitted several items, the Outreach Committee screened the list and recommended handicap curbs to the Finance Committee.

Some Board members disagreed with the process used in the past versus the process used last year. Mr. Wilson said this issue is addressed in the proposed bylaws change to be voted on later in the meeting. Mr. Meek said if we pass the bylaws as proposed then the Finance Committee will handle funding requests from the City government and they will be discussed and voted on individually during the budget meeting. Mr. Meek pointed out that by using this method there is no discussion, prioritization or change. It is not the same as having the Outreach Committee review requests.

Trustees of the New Castle Common
Minutes of 11/7/17

Mrs. Ross spoke about the Knights of Columbus (KOC) and their request for grant monies from the past year. There was a misunderstanding when they submitted for funding. She asked if the KOC can be given funding if they submit receipts. It would not be the full amount originally approved. Mr. Wilson said if they follow the procedure correctly and the funds are going to benefit the citizens of New Castle they will receive funds. Mrs. Ross said the issue is the KOC works jointly with St. Peter's and Holy Spirit, and Holy Spirit is not part of the City of New Castle. The KOC assumed because they are one group that serves both parishes they could receive funds for both parishes. Because of this misunderstanding, Mrs. Ross asked for an exception in providing funds; the amount is less than \$500.

Mr. Wilson noted the Trust's responsibilities are clear and precise. If what the KOC is doing benefits the City of New Castle and the citizens of New Castle it would be approved. Mrs. Ross understands that some of their expenses do qualify. Further, Mrs. Ross said the committee will make it clear in our instructions what the funds can be used for. The KOC did what they did in good faith.

Mr. Alfree said if the KOC is one organization assisting both New Castle and Holy Spirit they should have receipts indicating where those monies were spent. Receipts received indicated areas outside the City of New Castle. Mr. Alfree suggested the KOC submit receipts indicating what they spent in the City of New Castle.

It was noted that the Outreach Committee should be meeting with each grantee and learn what they are doing and ensure they meet the requirements for funding.

PROPERTY MAINTENANCE COMMITTEE – Mr. Clayton reporting.

(Property Maintenance Update provided to the Board.)

Penn Farm -- Painting of half the barn roof at Penn Farm was completed.

Ferry lots (Fort Casimir) -- Phragmites removal/wild rice planting is in progress.

Public parking signage on Cherry Street – Mrs. Ross asked for the status of moving public parking signage making them more visible to the public. Mr. Clayton said the committee discussed this at their last committee meeting and decided that no action is needed. Mrs. Ross disagreed and wants the subject opened to the Board for discussion.

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.

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

Mr. Alfree noted a formatting error on page 2 for the line "Subtotal Operating Budget." It is a simple fix to the Excel spreadsheet. The page will be resent to the Board showing the totals.

Mr. Meek questioned the line item Battery Park – Living Shoreline showing a year-to-date drawdown. He said the Property Maintenance Committee report shows there is no progress on the Bulkhead/Living Shoreline Plan. Mr. Castagno said some of the funds were used to replace the wood bulkhead with natural, eco-friendly plants, improve the wave attenuator, and a waterfall.

Trustees of the New Castle Common
Minutes of 11/7/17

The annual audit was presented last month and approval deferred until this meeting.
Mr. Castagno made a motion to approve the audit for the last fiscal year ending 3/31/17. Mr. Yacucci seconded the motion. The motion was approved.

LIBRARY COMMITTEE REPORT – Mr. Viola reporting.

Mrs. Ross asked if attendance has dropped since the opening of the new New Castle County Library. Mr. Clayton said staff has noticed a drop in usage, but hope it will rebound over time. Mrs. Ross said the State runs programs called “Money School” in other libraries throughout the state. The seminars are free and cover a variety of topics for individuals. Library staff will be informed.

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

Ms. Fiske reported the rear lights have been installed in Bicentennial Park. She notified Jules Brock and Sara Minich to inform them a park had been installed.

Hermitage Nature Area – Mr. Meek said the outdoor classrooms and trails for Carrie Downie Elementary School are open. Students from kindergarten and first grade have been using them on a regular basis for the last two weeks. Mr. Meek posted a picture of the outdoor classrooms on Twitter. Teachers are very happy with the outdoor classrooms. The school has a “run club” in the afternoon and invited Mr. Meek to join them for their final run this week. The trail is almost two miles. Mr. Meek is looking forward to running/walking with the students.

Mr. Meek reported graffiti damage on seven trees on the property. Students will not be permitted in the area when graffiti is present. Mr. Meek was able to remove the graffiti. The grand opening is on Thursday. Mr. Meek would like the *New Castle Weekly* to make it clear that it is undesirable and not mention specifics. Going forward Mr. Meek suggested waiting to see if it happens again adding we cannot protect every tree in the nature area. If vandals strike again in the same area he suggested putting up a motion-activated camera. Mr. Meek thanked Mr. Yacucci for suggesting the boy scouts may be willing to help out with maintenance and cleanup at the Hermitage Nature Area. They will help clean up the trail this Saturday. Mr. Meek invited Board members to come to Carrie Downie on 11/9/17 for a small talk followed by a walk through a small portion of the nature area.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.

Nothing to report.

OTHER COMMITTEES

Mr. Alfree said that two documents were distributed before the Board meeting: Delaware Greenways Strategy Session Recap for 5/5/17 and the Historic Penn Farm Update dated 10/27/17. He said that DGI has expressed interest in working with the Land Management Committee about an updated lease. Mr. Alfree recommended the committee contact DGI to arrange for discussions.

Trustees of the New Castle Common
Minutes of 11/7/17

Referencing the Recap document, Mr. Gallagher asked if DGI has provided a list of priorities. The recap is a good representation of what was said, but he wonders about DGI's priorities. Mr. Alfree will reach out to DGI for a list of priorities.

Mr. Alfree reminded that last month Mr. Meek requested reimbursement to Ron Vukelich for an expenditure of \$3,500 for trees Mr. Vukelich planted. The Board asked the City to confirm that the Trust bears no responsibility for the trees. Mr. Alfree said a letter from the City, signed by City Administrator Bill Barthel and dated 10/5/17 was received confirming the Trust will shoulder no responsibility for planting or maintaining any of the trees. Mr. Gallagher hopes the Trust is not encouraging people to do things on their own for the City with the hope they will be reimbursed. Mr. Castagno acknowledged it is a negative, but the project is a worthy one.

Mr. Alfree read excerpts from the letter that, "the City has allocated \$5,000 in this year's budget to plant trees as was requested by the Tree Advisory Commission. When the Tree Advisory Commission identifies where they would like a tree planted they come to Administrator Barthel for the funds and the City has the tree planted. Any additional funds allocated for this purpose are appreciated; with the understanding the Trust would not shoulder any responsibility for planting or maintenance of the trees." It was Mr. Meek's understanding that Mr. Vukelich approached the Tree Advisory Commission for identification of planting locations. Mr. Meek suggested not proceeding until we know if the City will reimburse Mr. Vukelich. Mr. Alfree agreed saying if they are short of funds then the Trust could consider making a motion to give the City some funds. Some Board members expressed being uncomfortable giving monies directly to individuals.

Ad Hoc Bylaws Committee (Committee members: Messrs. Alfree, Castagno and Clayton)
Mr. Alfree said that final draft documents of bylaw addition documents for a Code of Conduct and composition of committees was mailed to Board members prior to the meeting.

Code of Conduct document – Mr. Alfree made a motion to approve the bylaws addition that deals with Code of Conduct dated for Board Vote 11/7/17. Mr. Castagno seconded the motion.

Mr. Meek asked if a bylaw change requires a two-thirds majority for approval. Ms. Fiske stated the Board uses Tortorice's Modern Rules of Order, and when it lacks direction on a subject we use Roberts Rules of Order (RROO) for amendments. RROO says that bylaws amendments require at least a two-thirds vote in order to be adopted. These bylaws are a major change.

Mr. Wilson asked Mr. Taylor to confirm when we have a precedent-setting procedure in our bylaws we only refer to them when we have no guidance, but when we have direct rules we follow our own rules meaning a majority vote. Mr. Taylor confirmed.

Ms. Fiske asked if the Bylaws Violation Committee will decide the definition of defamation or libel. Mr. Taylor said that committee would conduct a hearing and their recommendation would be brought before the full Board for a vote. Ms. Fiske questions this process. Mr.

Trustees of the New Castle Common
Minutes of 11/7/17

Castagno stated there is a Trustee procedure for disciplinary action that is part of the bylaw and there is a disciplinary process.

Roll call vote followed:

Mr. Alfree – yes

Mr. Castagno – yes

Mr. Clayton – yes

Mr. DeAscanis – no

Mr. Episcopo – yes

Ms. Fiske – no

Mr. Gallagher – no. There are some good things in the document, but it looks like we are going too far.

Mr. Gambacorta – no. We do not need a Code of Conduct. This organization has been in existence for many years and we never needed a Code of Conduct and we do not need one now.

Mr. Meek – no

Mrs. Ross – no, citing the same reasons already mentioned.

Mr. Viola – yes

Mr. Wilson – yes

Mr. Yacucci – yes

The motion is approved by a vote of seven in favor and six against the motion.

Trust Committees – Mr. Alfree made a motion to approve the bylaws addition that deals with Trust Committees dated for Board Vote 11/7/17 as submitted. Mr. Clayton seconded the motion.

Ms. Fiske asked what the purpose is for having an Executive Committee. Mr. Wilson said every organization has officers that belong to an executive committee that help decide the direction of the organization. Board members are then apprised of their recommendations and move forward, voting either in favor or against. Ms. Fiske disagreed. Mr. Meek pointed out that the charter says that major decisions of the Board are to be decided by a 7 out of 9 majority, not by a group of four.

According to Delaware law, Ms. Fiske said an Executive Committee can do what they want in between meetings, including allocating funds. Mr. Wilson said the executive committee will act in accordance with established bylaws, policies and procedures. They can only be part of the group that handles committee appointments, which is a practice we formerly used.

Mrs. Ross commented that all 13 Board members were elected by the citizens of New Castle, not appointed like other Boards. We have a say and a decision. She resents giving up her right to a committee of four people. She asked why an Executive Committee is needed if we are following procedures.

Trustees of the New Castle Common
Minutes of 11/7/17

Mr. Wilson referred to the Trust as a business. Ms. Fiske and Mrs. Ross disagreed. Ms. Fiske asked Mr. Taylor to give an idea of what an executive committee is under Delaware law. She added that it seems to have wide powers when the Board is not meeting. Mr. Taylor acknowledged that it can, but this is drawn more tightly than what Delaware law states. He said the bylaw states the Executive Committee shall offer counsel feedback and support in times of crisis or other circumstances.

Ms. Fiske expressed her opposition to both documents.

Mr. Gambacorta added the Trustees are not private as Mr. Wilson has mentioned. Mr. Gambacorta said the IRS, the Attorney General, and our auditor say we are public. Mr. Wilson considers the Trust to be a private land trust. Discussion turned to ownership versus holding property for the benefit of the people. Mr. Taylor said when titles of property are held in trust there is legal ownership and beneficial ownership. With this the Trustees hold legal title to assets of the Trust for benefit of the beneficiaries of the Trust, which are the citizens of New Castle. Mr. Taylor also said the Trust has legal ownership of Battery Park for the benefit of the beneficiaries.

Roll call vote followed.

Mr. Alfree – yes

Mr. Castagno – yes

Mr. Clayton – yes

Mr. DeAscanis – no

Mr. Episcopo – yes

Ms. Fiske – no

Mr. Gallagher – no. The reason is he does not feel good about voting on 5 articles out of 14 articles at one time. There is a lot of good work in the articles.

Mr. Gambacorta – no. He does not believe we need an Executive Committee.

Mr. Meek – no

Mrs. Ross – no

Mr. Viola – yes

Mr. Wilson – yes

Mr. Yacucci – yes

The vote is approved by a vote of seven in favor and six against the motion.

The Bylaws Ad Hoc Committee has accomplished its task; Mr. Alfree asked that the committee be dissolved. Mr. Wilson agreed and thanked the committee for their work.

At 8:41 p.m. Mr. Gallagher made a motion to enter into executive session to discuss matters of real estate. The motion was seconded by Mr. Gambacorta. The motion was approved.
The Board returned to regular session at 9:17 p.m.

Trustees of the New Castle Common
Minutes of 11/7/17

A motion was made by Mr. Gallagher and seconded by Mr. Alfree to authorize the Land Management Committee to proceed with a new agreement with 326 Associates, L.P. (the 21 Trust parcels under their lease) according to the terms outlined during the Executive Session held on 11/7/17. A roll call vote was taken and all (13) Trustees present voted “yes” to approve the motion.

With no further business to discuss a motion was made to adjourn the meeting. The motion was seconded and approved. The meeting was adjourned at 9:20 p.m.

Deborah P. Turner
Stenographer

Trustees of the New Castle Common
Meeting Minutes
December 5, 2017

Present: Messrs. Wilson (*President*), Episcopo (*Vice President*), Alfree (*Secretary*), Castagno (*Treasurer*), Gambacorta (*Asst. Treasurer*), DeAscanis, Gallagher, Meek, Viola, Yacucci, Ms. Fiske, Mrs. Ross, and Mr. Taylor, Esq. Also present: Deborah Turner, Stenographer
Absent: Mr. Clayton (*Asst. Secretary*)

The monthly meeting of the Trustees was held on Tuesday, December 5, 2017, in the Trustees Room of Old Town Hall. Mr. Wilson called the meeting to order at 7 p.m. A moment of silence was called.

Monthly Calendar – Open Space-12/11/17, 12 noon; TNCC Board Meeting-1/2/18, 7 p.m.

Public Input: Patty Isaacs-Hansen, 49 The Strand, sent a letter asking the Battery Park Committee to discuss having a water fountain in the park for water bottle refills to make the park more public friendly and to get rid of plastic water bottles in the park. Mr. Wilson acknowledged receiving the letter and informed it had been referred to the Battery Park Committee for a response.

Minutes – 11/7/17 Minutes – Ms. Fiske requested listening to the recording before it is erased. She wants clarification on a portion of the meeting that was not included in the minutes. Mr. Taylor advised that approval of the minutes should be deferred until January 2018 to maintain the policy approved by the Board that recordings be deleted once minutes are approved. He does not support exceptions to the policy.

Mr. Meek made a motion to table the 11/7/17 minutes until the January 2018 meeting. By show of hands the motion was approved.

Mr. Taylor suggested the Board revisit simplifying the minutes and the possibility of eliminating recordings of meetings. However, he said it is the Board's discretion what style of minutes they want to maintain. Mrs. Ross disagreed with eliminating recordings saying if they are erased then detailed minutes are needed. She thinks that executive sessions should also be recorded. Mr. Meek mentioned the Trust has minimal notes in the past and he believes the current practice of taking good notes is a good practice and should be continued. Mr. Wilson will take all comments under advisement.

Treasurer's Report – Mr. Castagno reporting.

Treasurer's Report for 11/30/17 was sent out electronically prior to the meeting.

- Ms. Fiske requested that all Trustees receive a draft of the annual audit to review.
- Mr. Gallagher questioned the water charge reimbursement under Property Maintenance. Mr. Castagno said it should read as a (New Castle County) sewer reimbursement. It is a one-time charge and will be corrected on future reports.
- Professional Fees – Ms. Fiske questioned the entry of United States Liability Insurance. Mr. Castango informed the entry is the Dunkin Donuts building that the Trust has taken possession of and must now be insured for liability purposes.

Mrs. Ross asked about additional utility charges the Trustees will be paying starting in 2018. Mr. Castagno stated that Municipal Services Commission (MSC) has changed their policy about

Trustees of the New Castle Common
Minutes of 12/5/17

nonprofits receiving free or discounted utilities. Beginning 1/1/18 nonprofits will be charged at base/retail rates. He added that electric and water usage costs are minimal.

Mr. Gallagher made a motion that the Treasurer's Report for 11/30/17 be approved as submitted. Mr. Yacucci seconded the motion. The motion was approved.

LAND MANAGEMENT COMMITTEE REPORT – Mr. Gallagher reporting.

- DiMondi Property -- Mr. Gallagher reported the property should be purchased before the end of the month. We will begin the rezoning process to open space and recreation (OS&R) immediately upon closing.
- Penn Farm – The Land Management Committee is trying to organize a meeting with the Delaware Greenways Initiative to discuss their lease structure.
- Triangle at Route 273 and Washington Street – There has been discussion about the Trust purchasing the property. The committee reached out to current owner, Clear Channel, who uses it for billboards as a source of income. Clear Channel will sell the property to us but wants to retain using it for the billboards. The Land Management Committee sent Clear Channel a letter informing if they want to sell the property and remove the billboards the Trust would be interested in purchasing it.
- Boardwalk (Battery Walkway and Seventh Street) – A notice asking for the public's input concerning the boardwalk proposal was placed in the *New Castle Weekly* and the monthly MSC mailing. Mr. Gallagher reported no responses were received prior to the Land Management Committee. Mrs. Ross has received one inquiry about the project after the meeting.

On behalf of the Land Management Committee, Mr. Gallagher made a motion recommending that the Board provide approval to move forward with the boardwalk subject to Department of Natural Resources and Environmental Control approval.

Ms. Fiske seconded the motion. The motion was approved.

Mr. Gallagher requested an executive session to discuss matters of real estate.

OUTREACH COMMITTEE REPORT – Mr. Meek reporting.

Community Grants – The committee has redrafted grant application forms to clarify what reimbursements can be reimbursed. Modified forms are now on the website. Contact has been made with past recipients and a general public notice will be published in the *New Castle Weekly*. Grant applications are due by 12/31/17.

Hermitage Nature Area – Grand opening of the trails took place two weeks ago; 350 kindergarten to fifth grade students participated. Mr. Meek participated in the opening of the Run Club the following week.

Mr. Meek spoke about a letter he received from City Council President Linda Ratchford concerning New Castle County's interest in connecting the Markell bike trail to the Hermitage Nature Area. The land being referenced to access the Hermitage Nature Area belongs to the State of Delaware (railroad). Mr. Meek would like to have a legal description of the 144-acres

Trustees of the New Castle Common
Minutes of 12/5/17

(3 separate parcels) that form the Hermitage Nature Area. Bike racks and signage directing people to the Hermitage Nature Area could be put on the State's land. Mr. Taylor will look into the legal description. Mr. Meek requested an action item.

PROPERTY MAINTENANCE COMMITTEE – Mr. Episcopo reporting.

(Property Maintenance Update provided to the Board.)

Cupola – Work on the cupola must be done before addressing the roof leak. Mr. Episcopo estimates work to be done in spring 2018. Mr. Castagno informed that any work done by the contractors will be governed through the State Historic Preservation Office that manages properties in the historic register.

Third Street Library (*not on report*) – There was discussion about the status of whether the library has been turned over to the New Castle Historical Society (NCHS) to begin displaying exhibits. Mr. Taylor reminded that for the library to be open to the public a video tape was to be prepared by the NCHS giving an explanation/tour about the building and would be available in The Arsenal building. The Trust was to pay for one video. Further, Mr. Taylor said that individual exhibits would be the responsibility of the NCHS. This was approved by the State of Delaware as being the reasonable accommodation by the owner of the building.

Mr. Alfree will direct Mary Fontinha to send a letter to the NCHS to determine the status of the video, get a 2-3 year plan for their use of the building, and determine if they have a document outlining how they plan to use the building. From a Property Maintenance Committee perspective, Mr. Castagno said all maintenance has been done on the building. Further, Mr. Castagno said we need to establish/execute a legal document that memorializes the relationship and have it in place before anything is done. The document protects the Trust from a liability standpoint and outlines specific responsibilities of the user/owner. Mr. Taylor suggested the Land Management Committee review and determine how best to memorialize the current terms.

Public parking signage on Cherry Street (behind post office) and Old Ferry Wharf

Cherry Street -- Mrs. Ross revisited the issue of moving two (2) public parking signs (on Trust property) making them more visible to the public. (*She showed photos from different areas of the parking lot.*) Messrs. Wilson and Viola looked at the area to understand why the Property Maintenance Committee does not think current signage should be moved. Mr. Castagno informed that anything in the right of way in the City must be by City government. The Trust is private property; therefore, we do not have the authority to put things in the City right of way.

Old Ferry Wharf -- Mr. Wilson directed Mr. Alfree to have a letter drawn up to the City asking them to put up directional signage using the Trust's Fifth Street lot and Ferry Cutoff lot for parking at the Old Ferry Wharf. The signage must be free standing. Mrs. Ross suggested that current public parking signage at Old Ferry Wharf location be moved forward.

FINANCE COMMITTEE REPORT – Mr. Castagno reporting.

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

Trustees of the New Castle Common
Minutes of 12/5/17

Mr. Castagno reported the committee met with the Trust's financial investment managers to review the third quarter financials. He reported that investments are doing well. Mr. Meek asked for a comparison of investments this year versus last year. Specifically, he wonders how much money may be potentially available for Outreach Committee projects. Mr. Castagno said it is incumbent upon the Finance Committee to identify monies to fund projects the Board decides to fund. He encouraged the Board to evaluate grants for the budget process on its merit and then decide whether we can fund it.

Capital Budget – Bicentennial Park -- Ms. Fiske questioned whether the \$1,000 approved by the Board (for rear lighting in the park) was reflected in the \$21,500 figure or if it should read \$22,500. Mr. Castagno will look into the item to confirm the correct figure. He reported that revenues are currently about 72% year to date.

LIBRARY COMMITTEE REPORT – Mr. Viola reporting.

Mr. Viola informed the library has many activities planned over the next few weeks.

OPEN SPACE COMMITTEE REPORT – Ms. Fiske reporting.

The committee did not meet this month. Their next meeting is 12/11/17.

BATTERY PARK COMMITTEE REPORT – Mr. Castagno reporting.

Nothing to report.

OTHER COMMITTEES

None .

COMMUNICATIONS – Mr. Alfree reporting.

- All Board members were given a copy of the Board photograph.
- A copy of the full Bylaws, Policies, and Procedures was given to each Board member. The bylaws are now posted on the Trust website.
- Based on the Bylaws, Policies and Procedures, officer interest forms will be distributed at the January meeting and will be due on 1/16/18. Election ballots will be distributed at the February meeting and will be due on the third Tuesday in February (2/20/18). New officers will take effect in April.
- A letter was received from Pam Patone of the Municipal Service Commission (MSC) asking the Board to select a replacement for Commissioner Hickman Rowland whose term was to expire the end of March 2018. Criteria for the candidate were provided. That person would fill the position until March 2018 then the Board could reapprove or appoint another individual as MSC Commissioner effective 4/1/18. Mr. Wilson established an ad hoc committee to select an appointment. The committee is comprised of Messrs. Alfree, Gallagher and Gambacorta. Mr. Taylor suggested the committee take time to consider if the Trust wants to continue making appointments to the MSC. Messrs. Wilson and Gambacorta believe the Trustees' selection is non political compared to political assignments from City Council and the Mayor. They believe the Trust's appointment helps to maintain balance on the MSC. Mr. Wilson is in favor of the Trust continuing to make appointments to MSC.

Trustees of the New Castle Common
Minutes of 12/5/17

At 8:08 p.m. Mr. Gallagher made a motion to enter into executive session to discuss matters of real estate. The motion was seconded by Mr. Gambacorta. The motion was approved.

The Board returned to regular session at 8:39 p.m. **With no further business, the Board voted to adjourn at 8:40 p.m.**

Deborah P. Turner
Stenographer