

Historic Bath Foundation Minutes from September 24th 2010

Roll call: Directors present: Surry Everett, Karen Sayer, Gene Roberts, Jerry Waters, Robin Boyd, Ex-Officio Directors: Leigh Swain, Bill Pruitt, Provisional Directors: Blanche Monroe, Barbara Oliver. Directors absent: Joe Waldrop, vacancy. Ex-officio Directors absent: Jimmy Latham.

Chairman Surry Everett declared a quorum present as 5 of the 7 sitting Directors are present.

Everyone reviewed the minutes and one correction was offered and noted in the margin. *Minutes approved 5-0.*

Treasurer Report: Surry shared Joe had resigned his position effective today partially because he had ongoing personal care issues related to his ailing mother. He expressed a willingness to train the new Treasurer and to keep the books through the end of the year. Surry purchased Quick Books on behalf of HBF and will submit a reimbursement receipt. In Joe's absence Karen offered the following observations: a review of budget overage of 7838 which includes an additional 1000 contribution for Lawson Walk. Income to date 20,324. Grants paid: Lawson Walk 10,000 from the Grants/contingency line item and the Historic Site was awarded 1010 through the Small Grants line item. Small grants outstanding include 2500 for BHSP. The remaining balance of small grant allowance for 2010 is 1490. Outstanding invoices include 800 for the audit and 2500 BHS grant. Southern Bank checking account reflects funds of 108,699 which is an unusually large amount of money to have in our account but it was placed there for availability in case the BHS 50,000 grant was awarded. A CD fund transfer includes movement of 51,315 to East Carolina Bank CD from First Bank.

President: Surry sent a letter to the IRS inquiring about the increase in our Board of Directors. The letter was shared with the Board. Joe has a copy of the return receipt.

Vice President: N/A

Secretary: Karen discussed the importance of having an administrative manual with our pertinent documents and Barbara volunteered to assist in pulling this together.

Reports of Committees

Museum Concept Committee: Gene shared that he had talked with Bill regarding a display of artifacts from the Potash Archeological Site. Bill inquired with Keith Hardison, Historic Sites Director, who suggested we contact the State Archeologist. Gene said there is no way of knowing how fast the State Archeology Department can work but we will work with them to provide an exhibition. In the interim, Karen and I met with Leigh regarding the possibility of displaying the artifacts in the conference area of the Visitors' Center or perhaps even at Town Hall. We would plan to have a display sometime during the slower winter months perhaps between January and May. The primary focus will be artifacts from what some people think is Secotan.

Negotiating Committee: Surry explained the purpose of the committee was to work out an agreement for HBF to have an option to take possession of the NW Wing of the High School. Gene read and explained the BHSP/HBF agreement which was adopted by the Board of BHSP with one change. The agreement consists of providing a 50,000 grant to BHSP and in return for a period of 6 years HBF would have the right to take possession of the BHS NW Wing (office wing). In addition, an extension of up to a total of 10 years was added by paying an additional 10,000 for each year extension. BHSP could use

the NW wing until a call for the wing by HBF was provided and specifics related BHSP vacating the use within 90 days was specified. A clause was added by BHSP that if HBF does not take possession within the first three years then BHS has the option to entertain other acceptable entities, in particular the Committee of 100, who may be interested in providing renovation of the space for the purpose and in the manner, agreed upon in the agreement document. A buyout clause between HBF and BHSP exists which provides HBF to be paid 60,000 to void the agreement if after three years another entity provides funds for an exhibit space of historic artifacts, or in an equivalent public use as approved by BHSP. BHSP will utilize the HBF 50,000 grant for building renovation or paying off the loan whichever BHSP Board agrees upon. Jerry said he feels it is a good addition to have the buyout clause and it enables us to get our money back if they have a lucrative deal. Surry asked for a motion to adopt the proposal worked out by the Negotiating Committee. Gene moved, Jerry second. No further discussion. None opposed.
Motion approved 5-0.

Nominating Committee: Surry asked to move this to old and unfinished business. *None opposed.*

Report from Ex-Officio Directors:

Chairman of the Commission: Bill expressed there are further budget cuts to the State which may be reflected in changes to the Commission. The budget will affect us and DCR. The best the Department can do is maintain what they have right now. It is not just happening to us it is everywhere. Our Commission will need to step up to keep things going and we are doing a lot now. We will need to keep things going in addition to establishing the new things we want to initiate. We still have a lot of things to accomplish. We appreciate our relationship with the Foundation and the grant program.

State Site Manager: Leigh does not expect the painting of the houses to be cut because of the budget reduction. We asked the Commission, HDC, and Town's opinion on the painting project and I posted a letter to Bath residents at the Town Hall and the Library regarding the Palmer-Marsh paint color change. The painting is slated to begin the first of October. The beautification project of the formal garden at the Bonner house is moving forward and we have established some work days. In an effort to engage and be more involved in the community, we are involved with The Bath Business Alliance. They are having a Paddle Run event in October. There is also Paint the Town Pink initiative and the Site gift shop is offering a discount for those who participate.

Old and unfinished business:

Election of Officers: Surry indicated the election of Officers is on hold until the Provisional Directors are able to vote. He said if we haven't heard anything from the IRS by December then the Provisional Directors will be seated at that meeting and Officers will be elected then. If we happen to lose another member before then we may need to re-visit filling a vacant seat since we need 5 directors to have a quorum. The December meeting has been changed to December 3rd because of the holiday season. The Treasurer has resigned and pending the election of a Treasurer, I am appointing Karen as the Acting Treasurer unless there is opposition. This will combine the Treasurer/Secretary position. *No opposition voiced.* Joe will work with Karen until she feels comfortable.

Nominating Committee report: Karen shared the Committee had offered the following Slate of Officers: President: Surry, Vice President: Gene, Treasurer: Dick, Secretary: Karen

Surry instructed the Nominating Committee to search out a Treasurer and/or other interested nominees. Karen inquired with the Board for possible CPA suggestions. None were offered at this time. Surry asked the Board to convey names to Karen so the nominee form can be provided to possible board member candidates and he indicated the Treasurer doesn't necessarily have to be a CPA but it would be preferable to have a person with experience with a computerized system.

Bath High School: Surry entertained a motion to provide a 50,000 grant to BHSP according to the agreement worked out by the Negotiating Committees of both BHSP and HBF Boards. Gene moved, Jerry Second. Surry asked for discussion. None offered. Surry asked for a roll call vote since it was a large sum of money: Gene –Aye, Jerry-Aye, Karen-Aye, Robin-Aye, and Surry-Aye. ***Motion approved 5-0.***

BHSP President Jimmy Edwards, from the audience, thanked the HBF Board on behalf of BHSP and inquired as to whether HBF had heard a response from the Town Council regarding waiving the balance of the loan. Surry said he had not and recommended that Jim and Gene work together regarding approaching the Town. Gene indicated the Mayor had acknowledged HBF's letter and perhaps the Town Council is expecting a formal request from BHSP.

Lawson Walk: Karen shared the Town Council had voted to change the use of the Bowen Avenue to pedestrian from automotive, they are searching for funds within their budget to provide to the project, and the Town did receive a 5,000 grant from Adopt a trail. This puts our received funds at around 30,000 towards the project. We are gearing up for a NC Parks and Recreation grant due January 31st. Jerry added there will be a presentation about the Lawson Walk project to the Committee of 100 by Karen Waters and Sandra Tankard on October 7th.

Membership Committee: Surry shared Pat Axness had resigned. Karen has been working to find someone to fill that position. Karen mentioned Michelle Myers, a 2010 Board nominee, is willing to be Chairperson of the Membership Committee and Robin has agreed to assist her. Karen thought Pat would assist in getting them acclimated. ***None opposed.***

Grants Committee: Surry said we need to form a committee which will provide awards in March. The range awarded is 500-2500 with a maximum of 5000 awarded for the year. Robin inquired as to whether we had many inquiries. Surry indicated not particularly but there had been some denied based on characteristics of the request. Robin offered that perhaps we could integrate beautification of the Town within the focus of grant process. Karen mentioned this is the type of thing we could also integrate into our strategic planning by combining efforts of the Town/Tree City USA and Garden Club efforts. Star Credle, from the audience, mentioned the maintenance of historic trees is important. Surry reminded that typically there are at least 3 members of the Board to be involved. Karen provided the policy, advertisement, and application for the Grants Committee. Blanche volunteered to be Chairperson of this committee. ***None opposed.***

Champagne Reception/Preservation Awards: Karen shared Joe usually allocated a reception budget. Surry said since the results of the previous receptions were not what we expected for improving the membership numbers, the board had decided not to do a reception last year and so therefore it is not in this year's budget. Karen wondered if the monies could be moved from the small grants line item since there is around 1500 there.

Surry asked to move Preservation Awards under New business to this discussion topic. *None opposed.* Karen discussed the possibility of combining an Awards Ceremony with the Champagne Reception indicating that Ken Friedlein at Swindell's Store is completing a restoration project this December and JR Boyd and Peggy Daw have been instrumental in moving the ownership of the BHS to that group. We could provide a Restoration Award and an Advancing Preservation Award. In addition, we could recognize our former Board members who have devoted countless hours to HBF. We could provide an award such as an engraved bowl or vase to the Restoration and Preservation Awardees and a resolution or plaque to the previous HBF Board members. Gene indicated it would hopefully be something we could do every year. Surry said it could generate more participation and encourage preservation efforts. Jerry said public recognition is important even more so than the gift. Blanche shared that everyone should receive the same gift. Surry said we could decide on the gift to be around 100-150. Where would we have the ceremony? Surry mentioned possibly at Swindell's Cash Store and Karen mentioned Town Hall. Karen estimated that we could come in under the 3000 that had been allocated for the reception in the past. Karen is willing to be Chairman of the Committee and Robin Boyd and Karen Waters have volunteered to be on that committee. Karen encouraged everyone to be involved. Surry said we could discuss the particulars of the Ceremony on line and come to a consensus on the particulars. Leigh mentioned there would be a tree lighting ceremony on that day as well by the Garden Club and she would inquire with them as to whether they would want to coordinate their event with ours. The Board agreed. Surry reminded, in some cases, the Award Ceremony recipients would be reflecting a group effort. Karen moved for HBF to initiate a preservation award ceremony to be held December 2010 and annually as necessitated. Awards will be given to recognize the advancement of preservation and/or restoration efforts in Historic Bath. Jerry second. No further discussion. *5-0 Motion passed.*

New business:

Public Relations: Karen asked if we could combine the grant awards public relations effort with the Awards Ceremony in December. Surry, Gene, and Jerry thought we should pursue some PR now. Surry has a contact at the WDN. Robin suggested that we could work up a press release and submit a photo ourselves.

Strategic Planning: Karen mentioned Jerry had an interest in pulling our goals together in relationship to community needs as well as our own directives. Jerry offered to work up an outline regarding strategic planning for our next meeting. Surry indicated we would try to devote an hour within our meeting to that topic.

Bath State Historic Site – Bonner House Landscaping: Leigh explained the current budget cuts have placed the Commission 100% responsible for the temporary employee salaries and they are helping us with our operational expenses. I know HBF's focus is developing the story and interpretation of Historic Bath and not our daily needs of operation. I do have some long range goals which I hope HBF will assist us with in the future which include: a wayside marker for the Van der Veer House, Edmund Harding portrait restoration, faux grain painting and textile refurbishing in the Bonner house. All of which would be a combination effort of the Commission and the Foundation. Our immediate goal is the landscape beautification project at the Bonner House including the 18th century formal garden. Our other immediate need is to produce our walking tour brochures. The Division is supportive of the landscape project but they cannot provide funding. Currently we are working with Heritage tree professionals and State preservationists for an accurate depiction of an authentic 19th Century landscape

in that yard. And we are also working with the local Historic District Commission. The State has indicated we are allowed to present a garden interpretation as long as we do not represent it as a garden restoration and as long as it is reversible. Leigh offered the total for the landscape project was right over 16,000. And we will also need a consultation of an arborist. That estimated cost is 500. Please also consider the reprinting of the walking tour brochure. That invoice is around 600 to print it exactly as it is now. Would HBF consider offering 18000 for these two site projects? 16,224 is the estimate but we know there will be an additional 500 for the arborist and the 600 for the brochures. Surry stated he has no problems with awarding funding but who else have you contacted. Leigh indicated she started with us first. He realizes there is no money from the State or the Commission. But are there other resources you can tap into as well? Surry asked if there was any chance the garden would be reversed. Leigh couldn't offer any known reasons why that would happen since archeology has already been done there. Surry asked if the brochure could include "funded by Historic Bath Foundation". Blanche agrees that it is important. Marti Buchanan, from the audience and representing BHSP, inquired if the High School could be added to the brochure. Leigh indicated both could be done. Surry said we had money in unrestricted funds. Leigh indicated the total would be 17,224. I was hoping to round up to 18,000. Gene asked if 18,000 would give enough flexibility. Blanche indicated a cushion of 20,000 would be appreciated. Surry inquired if the State or HBC could handle the unforeseen expenses. Leigh said we have a small cushion. Blanche mentioned other indirect things could arise. Edmund Harding, the restoration of his portrait, is upper most in our minds too and if there was any money left over that could be a possibility, also the textiles at the Bonner house are an issue. Surry reminded these funds would be specifically allocated for the brochure and what you have listed on the Bonner landscaping project list with the few possible unexpected costs. Gene moved to appropriate funding up to 20,000 to be paid when invoices are submitted. Jerry Second. Discussion: Karen asked if a recognition plaque could be placed at the Bonner Site for HBF's contribution. No further discussion. Surry asked for a roll call vote since it was a large sum of money: Gene - Aye, Jerry-Aye, Karen-Aye, Robin-Aye, and Surry-Aye. **Motion approved 5-0.** Bill thanked HBF and indicated the Commission would formulate some sort of recognition. Surry said it is important to show our members that we are having a positive impact.

Surry discussed a letter will need to go out the first of November giving our members an update on our efforts and inviting them to the Preservation Award Ceremony. Also, we will need to consider the membership mailing cost for next year's budget. The annual membership minutes will be available in the spring and will be reduced to summary form. However, a copy of the verbatim verbiage will be on a CD and be on file. With no further business being expressed, Surry declared the meeting adjourned.

Submitted

Karen Sayer
Acting Secretary