



Affordable Housing Trust Fund Board of Trustees

Date: November 18, 2021
Time: 8:30 AM — 10:00 AM
Location: Conducted via remote participation

Attendees

Trustees: Benjamin Bradlow (Town Manager designee), Mariann Donovan (Clerk), Eric Helmuth (Select Board appointee), Karen Kelleher (Chair), Neal Mongold, Jaclyn Pacejo (Treasurer), Calpurnya Roberts, Phil Tedesco (Vice Chair)

Staff: Kelly Lynema, Jenny Raitt

Minutes

1. Declaration of Trust

- Jenny presented it here for the group to review together. She explained that we can make changes to some parts, although much of it was taken practically verbatim from the bylaw. She further explained that after we review and make any changes to the Declaration, we will then approve it and, via Eric, present it to the Select Board as a courtesy (not required) to have them simply accept that we have provided the Declaration of Trust. We will then record it at the Registry of Deeds.
- Jenny asked for confirmation regarding 100% AMI. Karen confirmed that the bylaw passed by town meeting aligned with the definition embedded in CPA of 100% AMI.
- Jenny explained that as a body we can add clauses to this Declaration; that there is flexibility and that now would be the time to do that.
- We discussed Article III, Section 2, specifically the month in which Trustee appointments should end. As presented, the section specifies a date of June 30th for appointments to end. Agreement was reached to remove the month and simply keep the wording of the number of years to serve and have town council provide confirmation.

- We discussed Article III, Section 4, which addresses Trustee absences from consecutive regularly scheduled meetings. Regarding the number of acceptable (consecutive) absences, we changed the number from 5 meetings to 4 and added "... or other hardship..." as an acceptable reason for consecutive absences. It was generally agreed that communication is important when needing to be absent from more than 4 consecutive meetings.
- Under Article V, Section A, Eric noted a correction to be made to one of the Officers titles. Instead of "Secretary" the official title should be "Clerk". In this same section, the election cycle of officers is addressed. We agreed that we would make no changes and keep elections of officers annually. Jaclyn noted the importance of one year election cycles so that those serving as Trustees for only one year will have an opportunity to be an officer while Karen noted the importance of annual elections as a reflection of shared leadership and its potential contribution to consensus building. We all agreed that the date of elections of officers should align with appointments (Article III, Section 2) and agreed to leave it to town council to iron out the wording for this.
- No additional changes were made to the Declaration. Jenny asked for a vote to finalize the Declaration of Trust, as amended, in order to bring it before the Select Board for their final review and acceptance. Eric suggested that since we'll be electing officers today, we might empower the chair to work with town staff to make the changes, noting that the scope of all changes have been recorded in the meeting minutes.
- We all agreed to vote approval of the Declaration with the changes made today and to have the Chair work with town staff to execute those changes as well as to vest final sign off with the Chair.
- We decided to move forward with electing officers and then circle back to voting on the document before the end of our meeting.

2. Election of Officers

- Eric offered to organize the voting since as the Select Board appointee he cannot be Chair (Article V, Section A).

- Ben offered that before proceeding we might discuss the goals we want to achieve in the short to medium term and then think about what the roles of those positions should do in order to get us toward that goal.
- Karen shared that we need to put together an Action Plan as, set forth in the bylaw, and that we should look for something we can start on pretty quickly while also identifying a longer term strategy.
- Phil agreed with Karen and added that he sees the roles of Chair and Vice Chair as being able to help the board see a vision that is ambitious and creative.
- Neal offered that he sees the Chair and Vice Chair as important for strategic thinking, agenda setting, and as liaisons. He asked for clarification on the role of Clerk.
- Mariann asked if it is the Clerk who is responsible for filing the important papers, such as the Declaration with the Registry.
- Jaclyn shared that the Clerk would keep the official records of the trust, whereas the Treasurer would be the one to liaise monthly with the custodian of the funds at the Town, making sure that the numbers match on both sides.
- Eric added that by tradition the Chair and Vice Chair speak for the Board when presenting to the Select Board and Town Meeting. He added that there's excellent staff support for the public records law portion: the filing of things, retention records and adequate public notice. The Clerk will work closely with that staff member.
- There were no other comments and so Eric entertained a motion to open nominations. Neal made a motion to open voting for officers, seconded by Jaclyn.

Mariann nominated Karen for Chair, Neal seconded. Karen accepted the nomination.

Karen nominated both Phil and Ben to serve as Vice Chair. Ben appreciated the nomination, but declined. Phil accepted the nomination.

Calpurnyia nominated Jaclyn for Treasurer, Mariann seconded. Jaclyn accepted the nomination.

Mariann nominated herself for Clerk, Karen seconded. Neal nominated Calpurnya for Clerk, Mariann seconded. Calpurnya declined the nomination.

Neal made a motion to close the nominations, seconded by Calpurnya. Members unanimously agreed to close the nominations. Trust voted 7-0 to approve new officers.

- New officers: Karen Kelleher, Chair; Phil Tedesco, Vice Chair; Jaclyn Pacejo, Treasurer; Mariann Donovan, Clerk..
- Eric then turned the meeting over to our elected Chair.
- Karen asked for a motion to approve the Declaration of Trust as proposed but with amendments consistent with the tenor of our debate to be approved by the Chair and Vice Chair working with Town staff. Jenny added that the document, once approved, will be presented to the Select Board for acceptance and then recorded at the Registry. Karen asked for a motion, as modified by Jenny, to adopt the Declaration of Trust under those conditions as discussed. Mariann made the motion, seconded by Calpurnya. Trust voted 7-0 to approve.
- Neal announced the ribbon cutting for the new affordable housing at Downing Square and Broadway on December 2nd starting at 2:00 PM.
- Jenny stated that the Town had established the account for the Trust and suggested that Jaclyn set up a time to meet to follow up on her duties as the Treasurer. Jenny informed that the account now has \$170,090, which was moved into the Trust account from 2 separate accounts: a small amount from the payments in lieu of affordable housing and the second came from Symmes, which is the Arlington 360 development. She asked if there were any questions. There were none.
- Jenny reminded the group that the Draft Housing Plan will be available November 29th for public review and comment. Jenny said she would appreciate it if everyone in this group could review it and provide comments and also, if possible, attend the December 16th ARB meeting, when it will be presented and discussed.
- Jenny told the group about an active CPA application for the Trust. Jenny made this application preemptively to get some seed money to help keep momentum going. Karen asked about the amount for that application. Jenny said, \$250,000.

- Karen asked for a motion to approve the meeting minutes of October 28th. Jaclyn made a motion to approve, seconded by Mariann
- Karen welcomed the group to send ideas to herself or Phil on a one-on-one basis in order not to violate the Open Meeting Law. Jenny asked that we copy staff on all communications.
- Next meeting will be December 9th at 8:30 AM

Meeting adjourned at 10:07