



**Town of Wellfleet
Wellfleet Affordable Housing Trust
Board of Trustees
Minutes of December 28, 2020 Meeting**

Present: Elaine McIlroy, Kathleen Nagle, Sharon Rule-Agger, Harry Sarkis Terkanian, Jim Hood, and Gary Sorkin

Absent: Michael DeVasto

The meeting was called to order at 4:02 PM by Mr. Terkanian.

1. Business

A. Announcements and public comment. None.

B. Discussion of Trust bylaw and declaration of trust provisions:

1. Possible town bylaw defining trust organization. Since the Town of Grafton affordable housing trust by law had been suggested as a successful model, Mr. Terkanian presented the trustees with a December 18, 2020 memorandum he prepared listing possible modifications discussed at the December 18, 2020 trustees meeting along with some additional suggestions. Ms. Rule-Agger suggested that seven trustees is an appropriate number. Ms. McIlroy suggested staggered trustee terms. Ms. Nagle asked when current trustee terms expired. Mr. Terkanian stated that all current terms will expire on June 30, 2022 and at that time the Selectboard will have an opportunity to stagger terms as they make appointments and re-appointments. Ms. Nagle suggested that a majority of trustees be Wellfleet residents as a way of allowing for the possible inclusion of non resident trustees with specific expertise. Ms. Rule-Agger noted that in the future when physically present meetings become the norm attendance by non resident trustees may become difficult. Mr. Terkanian noted that Wellfleet has no bylaw or charter provisions providing a mechanism for removal of appointed officers so the Grafton provision providing for removal of trustees has no Wellfleet counterpart.
2. Mr. DeVasto joined the meeting at 4:12 PM, discussion on possible bylaw provisions continued.
3. Mr. Terkanian raised the issue of other membership requirements such as requiring some trustees be members of other town boards, suggesting that such a requirement may limit selectboard flexibility in making appointments.
4. It was moved by Ms. McIlroy, seconded by Mr. Sorkin, and unanimously voted by roll call vote (7 – 0) that the bylaw should be based on the Town of Grafton bylaw with the following modifications: provide for seven trustees, a majority of whom shall be Wellfleet residents with staggered terms; and deletion of the Town of Grafton provision concerning removal of trustees.
5. Trust purpose and powers. Ms. McIlroy suggested that the statutory purpose of creating and preserving affordable housing be expanded to include “supporting” affordable housing to provide greater consistency with the housing purposes of the Community Preservation Act. Mr. Terkanian suggested that the trust powers remain as the default powers in the enabling statute (General Laws, chapter 44, section 55C.) Mr. Terkanian suggested adding a specific power to enter into grant agreements with the Wellfleet Community Preservation Committee noting that while the power could be inferred from the section 55C powers, an explicit authorization would provided clarity. Mr. Terkanian raised the question of whether there should be a limit on borrowing by the trust

similar to the Town of Lincoln limit of not more than 80% of net trust asset value. Mr. DeVasto and other members saw no need for a limit. Mr. Terkanian raised the question of whether some acts of the trustees should require a super majority. The other members saw no need for this type of provision. Mr. DeVasto suggested that workforce housing be added to the trust purposes. Ms. McIlroy commented on the lack of a specific definition of “workforce housing.” Mr. Sorkin noted that the Wellfleet affordable accessory dwelling bylaw had an upper limit on annual income of \$109,800 for a four person household. After discussion, the consensus opinion was to use the phrase “workforce housing” as means of including housing for family incomes up to 120% of AMI (“Area Median Income.”) Ms. Nagle asked whether the Trust should have a mission statement. Mr. Terkanian felt that such a statement was beneficial but did not need to be a part of the bylaws or trust declaration and agreed to place the question on the agenda for the next meeting. Mr. Terkanian reviewed provisions of the Town of Grafton and Town of Lincoln affordable housing trust declarations of trust, noting where they differed. Ms. McIlroy noted that the Mass Housing Partnership felt that the Grafton declaration of trust was a serviceable model. Ms. Nagle suggested that we base Wellfleet’s declaration of trust on a workable model instead of “reinventing the wheel.”

6. It was moved by Mr. Sorkin, seconded by Ms. Rule-Agger and unanimously voted by roll call vote (7 – 0) that the declaration of trust should be based on the Town of Grafton affordable housing declaration of trust with the following modifications: (1) inclusion of all of the section 55C powers; (2) add to the trust purposes “support” along with “create and preserve” housing; (3) add to trust purposes support for “workforce housing” defined as for families with up to 120% of AMI; (4) remove the Grafton provision on removal of trustees; and (5) specify that the trustees may meet as necessary to discharge trust business but in no event shall meet less frequently than quarterly.

C. Town administrative support, access to counsel and trust liaison to the Town.

1. Mr. Terkanian raised the question of whether trust communication should be to the town administrator or to the selectboard. Mr. DeVasto noted that appointment of a selectboard member was required by section 55C so it was reasonable to expect the trust communicate directly with the selectboard. He also noted that access to counsel was controlled by the selectboard. Mr. Terkanian was authorized to present the trustees’ suggested bylaw and declaration of trust provisions to the selectboard and to request assistance of counsel in that regard.
2. Transition from the existing Affordable Housing Trust to this trust was discussed. The legislation establishing the existing housing trust was reviewed (chapter 352 of the Acts and Resolves of 2006.) Mr. Sorkin, Ms. McIlroy and Mr. Terkanian reported on a conversation that the three of them had with the town accountant earlier on the 28th to discuss transition, accounting support, auditing, consolidation of existing accounts where possible, and the process of bill payment. It was expected that a transfer of assets to this trust was unlikely to occur until the completion of the town’s financial audit which will include the accounts of the existing trust. Mr. Sorkin informed the meeting that the cash balance held by the current trust was approximately \$130,000 to \$140,000 and that Community Preservation Committee has allocated \$500,000 for affordable housing purposes and that these funds, if appropriated at town meeting would become available to the trust on July first.

D. Open session future agenda items. Mr. Sorkin informed the trustees of a possible donation of real estate for affordable housing purposes. If the donation is offered and if acceptance by the trustees is required it should be placed on a future agenda. Ms. Nagle and Ms. Rule-Agger requested discussion of a trust mission statement. Mr. Terkanian will report on any action with respect to proposed bylaws or declaration of trust and will attend the next Housing Authority meeting to learn about coordination between the Authority and trust.

E. Next meeting will be a virtual meeting on Monday, January 18, 2021 at 4:00 PM.

- F. Approval of minutes of December 18, 2020. A number of typographical errors were noted in the draft minutes. Mr. Terkanian will correct and place approval of these minutes on the January 18th meeting agenda.
- G. Executive session. None scheduled.
- H. Adjournment. At 5:13 PM it was moved by Mr. DeVasto, seconded by Mr. Sorkin and unanimously voted (7 – 0) by roll call vote to adjourn.

Respectfully submitted

Harry Sarkis Terkanian, Chair

Public documents:

- 1. December 18, 2020 memorandum to trustees on possible bylaw and trust provisions
- 2. Town of Grafton affordable housing trust bylaw: <https://www.grafton-ma.gov/sites/g/files/vyhlf4461/f/uploads/article35.pdf>
- 3. Town of Grafton affordable housing trust declaration of trust: <https://www.grafton-ma.gov/sites/g/files/vyhlf4461/f/uploads/declaration.pdf>
- 4. Town of Lincoln affordable housing trust declaration of trust: https://www.mhp.net/writable/resources/documents/lincoln_declaration_of_trust_copy2.pdf
- 5. Enabling legislation for current housing trust: Chapter 352 of the Acts and Resolves of 2006
- 6. Draft minutes of the December 18, 2020 meeting.