

**Island Housing Trust (“IHT”) Board Meeting – Regular Meeting**

March 19, 2022 8:30 AM EST (Via Zoom Videoconference)

Board members present: Doug Ruskin, Jeffrey DuBard, Pamela Craven, Victoria Haeselbarth, Delos Lander, Richard Leonard, Trey Rasmussen Dan Seidman, Michelle Vivian-Jemison, Norman Werthwein, Wendy Wolf, constituting a quorum

Board members absent: Peter Freeman Sophia Welch

New Board member: Bob Egerton

Staff: Philippe Jordi, Executive Director, Christopher Anderson, Breeze Tonnesen

Guests: Jim Geary, Martha’s Vineyard Insurance; David Ennis, Affirmative Investments

*The Board Members received a package of materials in advance of the Meeting via email dated March 15, 2022 and a supplemental email dated March 18, 2022 containing information on directors’ and officers’ insurance (collectively, Board Materials).*

Mr. Ruskin acted as chair of the meeting and called the meeting to order at 8:30AM EST. He began the meeting by welcoming Bob Egerton, candidate for election to the Board.

**CONSENT AGENDA**

Thereafter, Mr. Ruskin turned to the Consent Agenda and indicated that items 3 and 5 were being reserved for further discussion. There were no comments or questions regarding items 1, 2 and 4.

**Action:** On motion duly made and seconded, the Board members present unanimously approved the minutes of the meeting of February 12, 2022, as presented in the Board Materials (Consent Agenda Item #1), with those Board members who were not present at the December meeting abstaining; and

Unanimously approved the Financial Report contained in the Board Materials (Consent Agenda Item #2) and the recommendation of the Project Development Committee for the acquisition of the property located at 88 Pin Oak Circle in West Tisbury for \$100,000 conditioned on securing zoning and permit approval as described in the Board Materials (Consent Agenda Item #4).

Election of Officers and Directors. Ms. Craven presented the nominations for directors and officers as recommended by the Governance Committee.

**Action:** On motion duly made and seconded, with Ms. Craven and Mr. Rasmussen abstaining as to their respective nominations, the Board unanimously elected the following individuals as directors to serve three-year terms ending March 31, 2025:

Robert Egerton  
Pamela Craven  
Trey Rasmussen; and

On motion duly made and seconded, each candidate abstaining as to his or her respective nomination, the Board unanimously elected the following individuals as officers to serve one-year terms ending March 31, 2023:

President—Doug Ruskin  
Vice President—Dee Lander  
Treasurer—Norman Werthwein  
Clerk—Peter Freeman  
Assistant Clerk—Pamela Craven

Mr. Ruskin also thanked Dan Seidman for his ten years of service on the Board, with the intention that an event recognizing his contributions be planned when such gatherings are again feasible. He also reiterated his statement from the February meeting that he did not intend to seek any further election as President because his second term ends on March 31, 2024 and he is of the opinion that it would be prudent for there to be an overlap of his last year on the Board with the first year of the term of the succeeding President so that there could be a smooth transition.

57 Rustling Oaks, West Tisbury (Item #5 in the Consent Agenda). Ms. Craven asked why, given the resolution of the litigation concerning this property, the Board's approval was required for the sale of the house and ground lease of the land with affordability restrictions at 57 Rustling Oaks in West Tisbury to an applicant approved by the Town. Mr. Jordi explained that there was a second challenge to the lottery via a complaint with the Massachusetts Commission on Discrimination by a claimant who did not complete an application for the lottery, and that IHT's outside counsel was drafting a response to the complaint. A discussion then ensued as to the facts and process concerning this claim.

**Action:** On motion duly made and seconded, the Board unanimously approved the sale of the house and ground lease of the land with affordability restrictions at 57 Rustling Oaks in West Tisbury for \$370,000 to Dayana Duncheva.

Proposal for New Financial Reporting. Mr. Jordi reminded the Board that he has been working with Mary Bihle to upgrade and simplify the financial reporting and to tie the reporting more closely to the GAAP financials. He noted that Ms. Bihle recommended a transition from monthly to quarterly financial reports. A number of Board members expressed interest in continuing to receive monthly financial reports. Inasmuch as the next planned step is for Ms. Bihle to present the proposed format to the Board at its April meeting, the decision was made to defer any decision on financial reporting until all of the directors have the opportunity to see what is proposed.

Directors' and Officers' Insurance. Mr. Ruskin introduced Jim Geary, of IHT's insurance broker, Martha's Vineyard Insurance. Mr. Geary provided an overview of IHT's directors' and officers' insurance coverage including dollar limits, major types of claims covered, premium cost to increase limits, defense costs and other aspects of the policy. He responded to various questions and at the conclusion of the discussion, Mr. Ruskin asked Messrs. Jordi, Werthwein and Geary to investigate whether IHT's coverage is sufficient and make a recommendation whether it should be increased and at what cost.

Affirmative Investments/IHT Partnership. David Ennis of Affirmative Investments (AI) then joined the meeting and, along with Mr. Jordi, reported on the progress with respect to the projects at Southern Tier in Oak Bluffs and Meshacket in Edgartown. They reported generally on the status of the projects and that they have obtained approval from the DHCD for 40B permits for both projects and are working on the permit from the Martha's Vineyard Commission. They also explained that funds provided by IHT and AI would be in the form of a line of credit to the jointly owned limited liability companies formed for each project and that the expectation was that these funds would be permanent investments, not to be repaid. The anticipated amounts of these investments are \$1.4M for Southern Tier and \$1.1M for Meshacket. At this point, the Board also discussed the proposed pre-development budgets (Consent Agenda Item #3) set forth in the Board Materials and recommended by the Project Development Committee, that will be shared 35% by IHT and 65% by AI. Messrs. Jordi and Ennis responded to questions.

**Action:** Following discussion, on motion duly made and seconded, the Board unanimously approved, with Mr. Egerton abstaining, the Pre-development Budgets for the Southern Tier Project of \$882,727 and Meshacket Project of \$828,615, as presented in the Board Materials.

401 State Road, West Tisbury – Design/Build Agreement & RFQ. Mr. Jordi described the process whereby the Town of West Tisbury has issued a request for proposal (RFP) to ground lease and develop a pocket neighborhood of 7 rentals with a shared common facility on a 3-acre town owned property at 401 State Road. The Town has granted an extension to May 17, 2022 for proposal submission. South Mountain Company has approached IHT about responding together to the RFP, and has offered to provide all design, permitting and construction responsibilities for the project at a guaranteed maximum price at the time of the RFP submission. In order to determine whether any other design/build teams may be interested, IHT has issued a request for qualification (RFQ) with a March 23, 2022 deadline to 10 architect/designers and 16 builder/general contractors both on and off-island. Thus far, there has been some communication with potential respondents, but no one has submitted a response to the RFQ. The Board package included a form of Agreement for the relationship between IHT and the respondent it selects drafted by outside counsel.

**Action:** Following discussion, on motion duly made and seconded, the Board unanimously approved, with Mr. Egerton abstaining, the form of Agreement with respect to 401 State Road, West Tisbury, as contained in the Board Materials.

Executive Director's 2022 Performance Challenge. Mr. Jordi shared background information on the performance challenge tool, highlighted the priorities for 2022 and discussed the contents with the Board.

Employee Housing Proposal. Ms. Tonnesen described the difficulties faced by employees of IHT in finding affordable housing on Martha's Vineyard and the ideas to address this challenge as presented in the Board Materials. Mr. Jordi clarified that IHT would not seek public funding for any staff housing project. Following discussion, there was a consensus among the Board that it supports IHT's continued exploration of options for addressing the housing needs of IHT's employees.

Where We are Headed Discussion. The Board continued discussion of this topic, with Mr. Ruskin noting that there is a need to be more cognizant of IHT's staffing requirements for the longer term.

Executive Session. At this point, the Board held an executive session during which it discussed the questions posed by Susan Decker in her document summarizing the conference call of March 2, 2022. The Board will continue the work with Susan Decker.

The meeting was adjourned at 10:37 AM EDT.

Respectfully submitted,

*Pamela F. Craven*

Pamela Craven  
Assistant Clerk