From: Stabler, Wendie C.

Sent: Wednesday, May 02, 2007 12:12 PM

To: DOSHCA_Gibraltar

Cc:

Subject: FW: CCS 2.pdf

Dear Mr. Slavin:

Enclosed, at your request, please find an electronic version of the 5/1/07 submission made on behalf of CCS (without the attachments, which were hand delivered to you yesterday), as well as a supplemental submission of today, enclosing the open space calculations of our engineering firm, Landmark Engineering.

As you can see, Landmark concludes that the net loss in open space from the 2000 "B & B" plans to the CCS Project is .36% or less than 1/2 of 1 percent. Thus, roughly 70% of the current 80% of open space currently existing at Gibraltar remains in the "as-built" CCS Project-- the same as it would have under the B & B proposal and much more than no doubt would be the case should the Gibraltar Property be developed for single family residential housing.

Please do not hesitate to call should you have any questions regarding the matters addressed herein,

Very truly yours,

Wendie C. Stabler
Saul Ewing LLP

SAUL EWING
Attorneys at Law
A Delaware LLP

RECEIVED
DELAWARE STATE HISTORIC
PRESERVATION OFFICE

2007 MAY -2 AM 8:18

May 1, 2007

Mr. Timothy Slavin
Director
State Historic Preservation Office
21 The Green
Dover, DE 19904

RE: Historic Conservation Easement Amendment Application – Gibraltar (the "Historic Conservation Easement Amendment")

Dear Mr. Slavin:

The question before you is actually quite simple. The question is this: "Is Gibraltar worth saving"? If so, the conservation easement dated June 27, 1997 and recorded in the Office of the Recorder of Deeds in and for New Castle County (the "Office") at Deed Book 2296, Page 78, as amended by that certain First Amendment dated February 8, 2000 recorded in the Office at Deed Book 2781, Page 136, must be further amended (collectively, the "Historic Conservation Easement").

The question of whether the State Historic Preservation Office ("SHPO") should amend the Historic Conservation Easement for Gibraltar can be answered by responding to the one simple question posed above. Stated slightly differently: "Does the State of Delaware continue to believe, as it did back in 1997, that *both* the mansion (the "Mansion") and the Gardens (the "Gardens") at Gibraltar ("Gibraltar") situate upon the 6± acre property at the corner of Greenhill and Pennsylvania Avenue on the Historic Scenic Byway (collectively, the "Gibraltar Property") should be preserved and not demolished due to their historic significance"?[1] If so, the question as to whether the Historic Conservation Easement should be amended must be unequivocally answered in the affirmative.

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[1] Gibraltar is listed on the National Register of Historic Places, having been eligible based upon several criteria, including that it was the former home of several prominent Delawareans (Hugh and Isabella duPont Sharp and the prominent industrialist, Rodney Brinkle, nephew of Caesar Rodney, a signer of the Declaration of Independence) and the site of the renowned Gardens designed by the pioneer female landscape architect, Marion Coffin.

BACKGROUND AND SUMMARY

My client, CCS Investors, LLC ("CCS")[2] seeks no State "hand-out", appropriations, and/or funding of any kind. CCS seeks only a modest accommodation by way of a facilitating amendment to the Historic Conservation Easement to allow it to proceed with rehabilitation of the Mansion and development of the Gibraltar Property, in accordance with the use variance already granted by the City of Wilmington in August 2006 (the "Variance").[3] CCS proposes to acquire the Gibraltar Property (excluding the Public Gardens which will remain with PDI) and to spend approximately Ten Million Dollars ($10,000,000.00) restoring the Mansion for "Class A Office space"; adding one two-story stone and stucco free-standing building of 10,000 square feet of office with parking underneath for 23 vehicles, and associated site improvements, including an additional seventy-four (74) surface parking spaces (the "CCS Project"). The current Historic Conservation Easement allows for 6,500 square feet of additional construction either through an addition or free-standing structure. Thus, the Historic Conservation Easement must be amended to allow the CCS Project to proceed.[4] Those who oppose the amendment to increase the allowable square footage on the Gibraltar Property know full well that to deny the amendment request means certain loss of the Mansion. They frankly do not care. They also do not concede that the Gardens are also in jeopardy, a matter best addressed by the owner, Preservation Delaware, Inc, ("PDI"), and not by CCS. However, CCS has reason to believe, based upon its dialogue with PDI, that the proposed Thirty Thousand Dollar ($30,000.00) annual stipend to be paid to PDI under the terms of the Agreement of Sale between CCS and PDI dated November 14, 2005 (the "Agreement"), is critical to sustain the Gardens into the future. If the Historic Conservation Easement is not amended, the future of the Gardens as a public amenity is likewise at acute risk.[5]

COMMERCIAL ADAPTIVE REUSE IS THE MEANS TO SAVE GIBRALTAR

As testified to by Adrien Fine of the National Historic Trust at the recent City of Wilmington Board of Adjustment Hearing in August 2006 (the "Board of Adjustment" or "Board")[6], and as referenced by the Hon. Robert Weiner in his comments filed in support of the

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[2] CCS is a local developer, involved in historic adaptive reuse and other development projects in Delaware.

[3] The use variance decision is attached hereto as Exhibit 1. The City is defending that decision, having moved to dismiss an appeal taken to the Superior Court. (See Exhibit 2). The Motion to Dismiss is pending.

[4] CCS requires only one simple amendment – the expansion from 6,500 to 10,000 (excluding structured parking and life safety additions to the Mansion not in excess of 1,000 square feet.) However, CCS supports the additional amendments proposed by SHPO on the basis that they provide clarity and increased conservation benefits to the public. See Footnote 16 below.

[5] See, e.g., comments of PDI filed in support of the Easement Amendment and comments of Wendy Gentry, Head Gardener.

[6] Testimony of Adrian Fine from Zoning Board of Adjustment Hearing and accompanying supporting letters are attached as Exhibit 3.

Historic Conservation Easement Amendment, adaptive reuse has proven itself time and time again to be the most effective way to preserve our heritage without exorbitant and recurring expenditures of public monies. House museums and publicly owned non-performing assets are not in the best interest of the tax payers, nor in the best interest of the preservation community in the long run. The renovation of the Mansion will require an estimated Five Million Dollars ($5,000,000) in rehabilitation and site costs-almost twice the amount of money that would be required to construct anew this amount of "Class A" office space, and obviously more than any Bed and Breakfast owner believes can be recouped in an appropriate investment horizon, if ever[7]. The overall cost of the CCS Project is approximately Ten Million Dollars ($10,000,000.00). Annual operating expenses for upkeep of the Mansion are estimated at $8.00 per square foot. The massive renovation and ongoing operating expenses can only be offset by an added income stream, which the supporting data demonstrates is provided by the 10,000 square foot annex[8]. Such an addition of square footage also makes the Gibraltar Property much more attractive for a high end user (projected to employ approximately seventy-five (75) employees on site) that would be willing to pay the premium rent, projected to be in the $22/sf (triple net) and/or $30-35/sf "full service" range.

THE SELECTION PROCESS WAS FAIR AND OPEN AND THERE WERE NO VIABLE ALTERNATIVES PRESENTED TO SAVE GIBRALTAR

CCS was the entity selected by PDI for its commercially viable adaptive reuse project. Its selection was the result of a lengthy, open process in which all stakeholders had a place at the table if they chose to be there. To state otherwise is to ignore the facts.

Upon selection, CCS commenced the public process and met with City Officials and elected and community leaders. Some of these same leaders now suggest that the process lacked fairness and openness. Not so.

Although some 80 people toured the Mansion and submitted proposals, it is my understanding that only CCS' proposal met all criteria, including, most importantly, saving the Mansion. If there really are viable alternatives, why have they not surfaced until now? What possible motive could PDI have not to consider any and all such proposals?

THE CITY OF WILMINGTON HAS ALREADY DETERMINED THAT THE USE FOR OFFICE IS APPROPRIATE

After multiple "one-on-one" meetings with civic leaders and elected representatives, and later several broader community meetings, CCS successfully secured a variance from the City of Wilmington Board of Adjustment, which decided the case after hearing many hours of testimony

[7] According to PDI, two previous efforts to find a suitor to develop the Gibraltar Property for a bed and breakfast and restaurant did not proceed.

[8] See Emory Hill Financial Analysis contained in Exhibit 4 at Tab 14.

(both "pro" and "con"), as well as considering voluminous supporting materials.[9] At the close of that public hearing process, the Board concluded that CCS had demonstrated that the CCS Project was, in fact, less intensive in many ways than the prior plans to construct a Bed and Breakfast and 5,000 square foot restaurant on the site.[10] Moreover, the Board further concluded that the application was, in fact, "residential" in scope and character and in keeping with both the mixed uses and character of the area. It was concluded that the project proposal presented the best opportunity to save the historic mansion – the only walled estate in the City of Wilmington, built by Caesar Rodney's nephew, and later, ironically, the home of Delaware's foremost preservationists, Hugh and Isabella Rodney Sharp.[11]

THE CCS PROJECT MEETS BOTH THE SPIRIT AND THE INTENT OF THE ORIGINAL EASEMENT

In fact, the CCS project, as proposed, involves the preservation of sixty-five percent (65%) open space (calculated at 70% if one were to include the Gardens, to be retained by PDI), and the construction of just one additional structure (as opposed to multiple large residential structures with little or no open space). Ninety seven parking spaces to service the office use are spread out over six (6) plus acres, twenty-three (23) of which are to be tucked *under* the building. Note that CCS's plans are completely unlike the Trolley Square lay-out to which this project has improperly been compared, for Trolley Square has this amount of parking in its front lot on less than one-half (.5) acre of land with virtually no landscaping.[12] Indeed, one must ask how the opponents of the CCS Project, with any sense of fairness, can contend that the Gibraltar Property was not intended for commercial adaptive reuse, for the evidence supports that: (a) the limitation of 4,000 and then 6,500 square feet could not possibly allow residential development consistent with the concept of preserving the Mansion; (b) the City previously approved a Bed and Breakfast and restaurant; SHPO approved an amendment to the Historic Conservation Easement to allow that project to proceed; and (c) the Historic Conservation Easement expressly allows "commercial or residential use."[13]

The "opposition," which consists of some area residents, contends that the Historic Conservation Easement should not be amended because the CCS Project involves construction of improvements when, in their words, State money was used to "buy the development rights." This is revisionist history at its worst. As relayed above, the objective was, *and always has been*

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[9] See attached binder (Exhibit 4).

[10] See plans and prior Board of Adjustment use variance contained in Exhibit 4 at Tabs 5 and 7.

[11] See attached Board of Adjustment Decision as Exhibit 5 and National Register Nomination attached as Exhibit 6.

[12] See Trolley Square site plan attached as Exhibit 7.

[13] See Conservation Easement at 2(H). "The restriction on use shall not affect any commercial or residential use of the Property…"

to save Gibraltar from full development for residential uses in a manner that would mean certain loss of the Mansion and the Gardens. The "plan" if there was one, was to restrict development, *not stop it*, through adaptive reuse of the Mansion and Gibraltar Property as a whole. (Indeed, as stated above, the language of the original easement makes clear that the use could be either "commercial" or residential and contains no limitation on impervious coverage and/or open space, as would customarily be the case for an "open space" easement.)[14]

Having a weak case on the merits, the "opposition" next takes to maligning my client's credibility and reputation by suggesting that prior projects have not garnered community support and/or have not been completed as promised. The objective testimony of those community leaders closest to these projects, all of whom are willing to go on record and be identified, establishes otherwise.[15] Indeed, many changes were made to the CCS Project to accommodate community concerns and CCS continues to try to work with directly adjacent neighbors to address their concerns.[16]

SHPO RESERVES DESIGN OVERSIGHT OF THE PROJECT AND MAY CLARIFY THE AMENDMENT

Even assuming the Historic Conservation Easement Amendment is approved, this agency's oversight continues. SHPO reserves design review over any project at Gibraltar, and will retain authority over the CCS Project to ensure it is carried out, consistent with the historic context in which it is situated, and, further, that the commitments CCS has made publicly endure. SHPO, as well as the City, have the authority to oversee the improvements and to insure that representations made by CCS are carried out. We are prepared for, and welcome that scrutiny. Specifically, we agree to the following clarifications to the Historic Conservation Easement Amendment, which are consistent with the CCS Project and representations to the community:

1. The CCS Project is and has been to construct one free standing building of 10,000 square feet and to add on up to 1,000 square feet of additional space to the Mansion to accommodate life safety features, such as an elevator and stair wells. In no event will the net increase in square footage (not including the structured parking) exceed 10,000 square feet (excluding the life safety improvements to the mansion). To the extent the Historic Conservation

[14] Indeed, it has been pointed out that the original easement, having been among if not the first of its kind here in Delaware, was based upon a DNREC conservation easement form, for lack of a better "model" to work from. Some of the misunderstanding as to its intent could well relate to that fact and the Historic Conservation Easement Amendment attempts to address some of these.

[15] See attached letter of CCS responding to Cleaver letter and supporting letters of the Briars, Brian Woodcock and Chris Patterson. (Exhibit 8).

[16] CCS Project changes adopted as a result of community input include reducing the building size from 12,500 sf (originally agreed to with PDI) to 10,000 sf of space; three stories reduced to two, landscape screening; egress to 16th St. to be prohibited by design; parking reduced and relocated away from homes and pervious pavers used where possible.

Easement Amendment is ambiguous in this respect, CCS has no objection to further clarification.[17]

2. The height of the annex can and should be limited to thirty feet (30'), which is seventeen feet (17) below the allowable height for the residential ("R-1-A") district.

3. The Gibraltar Property should remain predominantly open; sixty-five percent (65%) is the percentage CCS proposes, excluding the Gardens (which, if included, would bring the total open space to seventy percent (70%)).

In closing, please do not hesitate to call should you have any questions regarding this matter. I am also pleased to respond to comments filed, and indeed would very much appreciate the opportunity to do so should this submission not answer all questions. CCS believes that the Historic Conservation Easement Amendment will ultimately increase the conservation benefits to the public.[18]

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[17] See letter of Wendie Stabler to Gary Linarducci, President of Highlands Civic Association dated April 30, 2007 attached as Exhibit 9.

[18] We believe the applicable legal standard to be applied to SHPO's consideration of the Gibraltar easement amendment application is whether the conservation benefits to the public are increased through the proposed Gibraltar easement amendment and/or whether changed conditions warrant a modification of the easement. The Historic Conservation Easement Amendment proposes the following changes, in summary: i) the continued preservation of the Mansion and Gardens and the historic viewsheds and access drives through delineation of primary and secondary conservation easement areas; ii) the explicit recognition that existing entrances and access drives as well as the Gardens and the viewshed from Pennsylvania Avenue should be within the "primary conservation easement" areas; iii) establishment of terms pursuant to which the wall at 16th St. can be breached so as to allow maintenance of existing historic entrances while allowing safe alternative full access to the Gibraltar Property; iv) the requirement of an archeological survey; v) specificity that facade changes on three of the four sides may be for life safety reasons only; and vi) further clarification of ambiguous items in the original easement.

Title 7, Chapter 6902 of the Delaware Code provides that "a conservation easement may be created, conveyed, recorded, assigned, released, *modified*, terminated or otherwise altered or affected in the same manner as other easements." (Emphasis added.)

Section 7.11 of the Restatement (Third) of Property (2006), which is referenced by Chapter 6902, permits modification of an easement "... because of changes that have taken place since its creation ...if the particular purpose for which the servitude was created becomes impracticable..." The PRIMARY purpose of the Conservation Easement was to preserve the Gibraltar Mansion and Gardens. The original easement expressly acknowledged that EITHER "residential or commercial" uses were consistent with that proposition (so the "use" has not changed). The original primary purpose was the preservation of the historic resources in its "open context", not open space preservation in a vacuum. Indeed, those who were actually around when the easement was put in place (including the original Grantor, Rodney Sharp) have filed formal comments so indicating that the adaptive reuse concept was always the means to effectuate the primary intent of PRESERVING the Mansion and Gardens.

The CCS Project seeks to preserve the Mansion and the Gardens by establishing a modest additional income stream to support its costly preservation efforts so that all Delawareans may share and enjoy a piece of important Delaware history for generations to come, rather than to see the Mansion and Gardens replaced with new structures with no assured open space whatsoever. Thus, the restrictions contained in the easement have made conservation of the historic elements impractical and a modification is warranted.

Thank you for your consideration of this important application. CCS remains confident in the commercial viability of this project and sincerely reiterates its desire that it be given the opportunity to prove itself once again.

Very truly yours,

Wendie C. Stabler

cc: CCS Investors, LLC

Additional Documentation submitted with letter from Wendie C. Stabler received May 2, 2007

Scanned for Inclusion here:

Letter to Gary C. Linarducci, President, Highlands Civic Assn., addressing misunderstandings/misstatements

Referenced only:

CCS/Gibraltar Presentation to the City of Wilmington Board of Adjustment (August 9, 2006)

Traffic Impact Study for the Gibraltar Estate prepared by Landmark Engineering (March 2006; revised April 2006 and June 2006) presented to the City of Wilmington Board of Adjustment in August 2006

Minutes of the City of Wilmington Board of Adjustment Meeting (August 9, 2006)

City of Wilmington Building Zone Ordinance Decision on Case #1.8.06 (September 2006)

Notice of Motion for Superior Court Case CA No. 06A-10-005 CHT (October 2006)

National Register of Historic Places Nomination Form for Gibraltar

Map of Parking Spaces in Trolley Square

SAUL EWING
Attorneys at Law
A Delaware LLP

April 30, 2007

Gary C. Linarducci, Esquire
President, Highlands Civic Association
Law Office of Gary Linarducci

RE: **CCS/Gibraltar**

Dear Gary:

I write on behalf of CCS Investors, LLC ("CCS").

The purpose of this letter is two-fold. First, I would like to correct a number of glaring misunderstandings and/or misstatements that are being disseminated to the residents of the Highlands and beyond; and secondly, share our disappointment in the way you have chosen to handle this matter as President of the Highlands.

Let me first say that I respect Gerry White's (and indeed all people's) right to voice their opinions on this matter, and want to reiterate that CCS regrets that the community is so divided over this project. (This being a small town, and having many friends in the Highlands ourselves, the situation has been difficult for all of us.) However, the recent letter to the State Historic Preservation office written by Gerry White, which was disseminated by you over the weekend, reflects a misunderstanding of several key features of the proposed easement amendment and the history of this process and project, and therefore these issues must be addressed without further delay.

1. MOST IMPORTANTLY, while we concede that the proposed Easement Amendment lacks some degree of clarity on this point, it is CCS's intention to add a 27' high, 10,000 square foot office building (excluding the partially sub-grade parking area underneath) as well as minor additions to the mansion (not in excess of 1000 square ft) to accommodate life safety concerns in retrofitting that building. THUS, NO MORE THAN 10,000 SQUARE FEET OF ADDITIONAL SPACE (not including the life safety modifications to the Mansion) IS BEING PROPOSED. CCS is fully supportive of any clarifying language if some may feel the proposed amendment is confusing as it currently reads, and I frankly regret that we did not focus in on this seeming ambiguity sooner, so as to avoid any misunderstandings as to our intentions.

Importantly, however, the conservation easement, as it currently reads of record, does allow the 6500 additional square footage to be in the form of an addition to the mansion and/or in a free standing structure and/or in combination thereof. Nevertheless, THE CCS PROJECT HAS NOT CHANGED and CCS will agree to any clarifying language necessary.

2. The statement that the property is being given away "for free" is ludicrous, as it comes with one major financial liability—being the mansion itself, and the obligations to restore and rehabilitate it, not least of which is the obligation to restore the first floor to Department of Interior Standards. Stated another way that all of us can understand, it is as if CCS has agreed to assume the Gibraltar property "subject to" a mortgage of several million dollars.

3. How can it possibly be said that alternatives were not pursued? CCS participated in an open process in which all parties, be they represented by a commercial broker or not, could submit a proposal. Although some 80 people toured the mansion, and 6 submitted proposals, it is my understanding that only one proposal—CCS's, met all of the criteria, including, most importantly, preservation of the Mansion. Two members of the Highlands sat on that selection committee. Frankly, we know and understand that some people feel that PDI has fallen short in its mission as it relates to Gibraltar but, that is not the fault of CCS. The other side of the coin, however, is that PDI never planned to take over the mansion and its renovation in the first place, did not have the funds to renovate it (the $1,000,000 went to the Sharp family) and has sought in desperation to find a private partner to fulfill this mission for almost a decade. So, I guess one might say (hindsight being "20/20") that PDI should have had a "Plan B". But CCS, as the developer, has got to take the property as it finds it. The time to lay blame or punish is over. (Why not instead focus on the successful partnership PDI has had with the dedicated DCH volunteers in keeping the magnificent gardens in beautiful shape, free and open to all?)

4. The only safe, full access to the site is by extending 16th St a few hundred feet to enter the property at that point. Indeed, the past "Bed and Breakfast" proposal also acknowledged as much by showing this access point in its plans. We have redesigned the access so as to prevent egress from the site to 16th St—any one leaving the site must go to the corner of Pennsylvania Ave and Greenhill, thereby limiting traffic on 16th St. Only "rights in" will be permitted at the Pennsylvania Avenue entrance due to safety (visual) and historic concerns related to preserving the wall along the Scenic By-way.

5. The state has not done anything financially to assist the developer as Mr. White's letter claims. As stated above, the $1,000,000 went directly to the Sharp family who agreed to sell the property at far less than what it was worth, with the understanding it would thereby be preserved for future generations. The costs of taking on the Mansion renovation and sustaining the Gardens with an annual subsidy outweighs any purported land value being "given away".

6. Having lived and breathed this for two years now and having spoken at length to those who were involved in the process back in 1997, we are convinced that THE PRIMARY purpose of the Conservation easement was to preserve the valuable historic elements and secondarily, to preserve open space—the amount being preserved under the CCS proposal is roughly 70% of the

entire site and 65% of the lands to be conveyed to CCS—thus the secondary purpose is still being achieved so as to accomplish the primary objection – historic preservation. Indeed, the open space element is not that much different from what was anticipated by the bed and breakfast and restaurant, which was not financially viable. It is also much more open space than would be left if the site were to be developed for residential housing. Similarly, the other letter being disseminated community-wide, comparing the parking allocation to Trolley Square's front lot is grossly misleading. While there are 97 parking spaces in the front lot of Trolley Square – the same as proposed here—at Gibraltar, 23 of those spaces are tucked under the building, many surface spaces are pervious ("green") pavers, all of which are spread out over a 6 plus acre site. In contrast, the 97 spaces at Trolley Square take up less than 1/2 acre and as all of us well know, that 1/2 acre is virtually landscape-free.

Finally, we must inquire why you would choose to disseminate just one such extremely negative letter, using it as a vehicle to ask others to "weigh in"—an action frankly beyond my comprehension, which belies all sense of even-handedness. As you know, there are many submissions being made to SHPO, both "for" and "against"; there are immediately adjacent neighbors, both "for" and "against", yet you seemingly chose to disseminate this one letter, and some other very negative ones we have seen, knowing that to do so would be a "call to arms" against the easement amendment.

In your role as President of the Highlands, you were the first person with whom we met in the community after the CCS proposal was chosen and the site and architectural plans had been prepared. Indeed, you were involved in a number of meetings early on, months before the first meeting with the full Highlands back in March of last year. At that time, and on more than one other occasion, we inquired whether others from the Highlands should be brought in to form a committee to work with us. You stated that you did not feel such a committee was necessary and having been shown detailed conceptual plans, you did not express fault at that time with either the concept or the proposed use. Indeed, since that time, it has been brought to our attention that you in fact had sent a letter in support of a competing proposal for a retail/restaurant use at this site. Yet even after learning of this fact, we never questioned your impartiality and/or raised a potential conflict of interest as a result.

Consistent with our feeling that you intended to remain impartial given the divisiveness in the community over this development, you advised me at the Board of Adjustment hearing last August that your official position was that the Highlands was not taking an official position. Has that position of neutrality changed? It would certainly seem so.

In closing, I trust that with a renewed sense of fairness, you will disseminate this letter to all of the e-mail list that has received your past e-mails and attachments on this subject. CCS

wants to work with you and the community to make this a successful project of which all of us can be proud.

Very truly yours,

Wendie

Wendie C. Stabler

cc: Mr. P. Gerald White
Mr. Timothy Slavin, SHPO
CCS Investors, LLC

SAUL
EWING
Attorneys at Law
A Delaware LLP

May 2, 2007

Mr. Timothy Slavin, Director
State Historic Preservation Office
21 The Green
Dover, DE 19904

RE: Historic Conservation Easement Amendment Application – Gibraltar (the "Historic Conservation Easement Amendment")

Dear Mr. Slavin:

As a follow-up to my formal comments filed yesterday, May 1, 2007, on behalf of CCS Investors LLC[1], enclosed please find correspondence from our engineers, Landmark Engineering, which concludes that the open space differential between the proposed B&B and 6,500 square feet annex and the CCS Project is .36% open space, or less than ½ of 1%.

Again, the original Historic Conservation Easement dated 1997 sets forth no specific open space/impervious coverage ratio, and makes clear in Paragraph 2(H) that either "residential" OR "commercial" uses are permitted at Gibraltar. Significantly, these "permitted uses" were not changed in the 2000 Amendment which increased the allowable square footage from 4,000 to 6,500 square feet.[2]

I trust this responds to any concerns raised with respect to these issues, however, please do not hesitate to call should you have any questions.

Very truly yours,

Wendie C. Stabler
Attorney for CCS Investors, LLC

WCS/flz

[1] Capitalized terms not defined herein shall have the meaning ascribed to them in my submission of May 1, 2007.

[2] Paragraph 2(H) reads in pertinent part, "The restriction on use shall not affect any commercial or residential use of the Property, which is not inconsistent with the terms of this Easement Agreement, and the right to continue said use is reserved to the Grantors, their heirs, executors, administrators, successors and assigns."

LANDMARK ENGINEERING
CIVIL AND SITE ENGINEERING SPECIALISTS

May 2, 2007 C 1710

Ms. Wendie Stabler
Saul Ewing LLP

Dear Ms. Stabler:

SUBJECT: GIBRALTAR ESTATE

Per you request we have completed calculations of the overall open area for the subject project as follows.

1. The existing site including the garden area has 4.847 acres of open area out of a total property area of 6.107 acres or 79.37% open area.
2. The previous plan for a Bed & Breakfast with building expansion including the garden area had 4.297 acres of open area out of a total property area of 6.107 acres or 70.36% open area.
3. The proposed plan for the office use with building expansion including the garden area has 4.275 acres of open area out of total property area of 6.107 acres or 70.00% open area.

If you should require any additional information please contact our office.

Very truly yours,

Ted C. Williams, PE
Executive Vice President

From: Rebecca Tulloch
Sent: Wednesday, May 02, 2007 9:41 PM
To: DOSHCA_Gibraltar
Subject: Comments from the PDI Board of Trustees - Rebecca Tulloch, Chair

PDI ITrustee Letter p 1.doc (5... PDI Trustee Letter pp 2-3.doc ...

Please note I have sent the attached documents: page 1 of the letter and pages 2-3 of the letter by fax as a confirmation of this e-mail.
Thank you.

--
Rebecca Tulloch

Preservation Delaware, Inc.
1405 Greenhill Ave.
Wilmington, DE 19806
(302) 651 9617
director@preservationde.org

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STATEWIDE & LOCAL PARTNERS

NATIONAL TRUST for HISTORIC PRESERVATION

May 2, 2007

VIA FAX

TO **Mr. Tim Slavin**
Director
Division of Historical and Cultural Affairs
21 The Green
Dover, De 19904
302-739-5660

FROM: **Rebecca W. Tulloch**
Chair, Board of Trustees
Preservation Delaware, Inc.

This fax = 4 pages including this cover page

Preservation Delaware, Inc.
1405 Greenhill Ave.
Wilmington, DE 19806
(302) 651 9617
director@preservationde.org

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STATEWIDE & LOCAL PARTNERS

NATIONAL TRUST for HISTORIC PRESERVATION

May 2, 2007

Mr. Tim Slavin
Director
Division of Historical and Cultural Affairs
21 The Green
Dover, De 19904

RE: Historic Conservation Easement Amendment Application – Gibraltar

Preservation is a passion. Although the focus of preservation efforts is something tangible - a structure, a building, or a setting - the intangible is a part of every preservation effort. It is the sense of place – that is, the history, the art, the achievement, the beauty, the memories, the pride, and stories and accomplishments of peoples past - that drives such passion. The dedication to preserve is the dedication to share this sense of place with others now and into the future.

The passion to preserve is not an unyielding passion to avoid change. Preservation is not stagnation. Preservation is the careful, thoughtful consideration and action to accept and use change as a tool to achieve preservation. *With these thoughts in mind, we the members of the Board of Trustees of Preservation Delaware, Inc. (PDI) believe that the proposed amended easement for Gibraltar and the work to be undertaken by CCS Investors, LLC. will accomplish the preservation of the tangible and the intangible that we hold dear in Gibraltar. We are dedicated to this end. Conversely, we firmly believe that without the approval of the proposed amended easement for the benefit of preservation and the CCS Investors project, the gardens and Gibraltar will be lost. This is a harsh reality for the preservation community, the volunteers and supporters of the Gibraltar and to the PDI Board of Trustees.*

In support of the proposed amended easement and the CCS Investors project, we offer the following:

Preservation requires work, risk and return.
In the CCS Investors project and the amended easement, we believe that we have a viable and sustainable preservation plan. This plan will achieve the rehabilitation of the mansion according to the proposed amended easement. This plan provides for the construction of a new, detached building designed and planned with the cooperation and assistance from personnel of the Division of Historical and Cultural Affairs, PDI and CCS Investors that in no way compromises the importance and the conservation values of Gibraltar. This plan and the approved commercial use of the property will provide the income to rehabilitate, construct, repair, maintain, and sustain Gibraltar and the gardens for the benefit of future generations. This plan will protect and preserve that sense of place that is Gibraltar.

To clear a point, an easement amendment was not necessary to allow a commercial use on the property. Although that aspect of use is under control of the City of Wilmington, commercial use for the property was contemplated and accommodated in the original 1997 easement document.

Preservation is a commitment to stewardship.
The proposed amended easement, like the original easement, is an agreement for the easement holder and the property owner to work together as stewards of the property such that changes are not undertaken without due consideration and the approval of the State through the Division of Historical and Cultural Affairs. For example, the formal gardens, formal design aspects of the landscape, and historic buildings, structures and objects on the property will be strictly conserved as a Primary Conservation Easement Area (primary area). While areas outside of the defined Primary Conservation Easement Area that is the Secondary Easement Area (secondary area), may be developed only without compromising the spirit of the easement or the importance of the property. Protections are identified in the proposed amended easement such as strict limits on the footprint of new, free standing construction or additions to existing structures and the requirement of the express written consent of the State as the specific location and exterior design of such construction. These concepts of stewardship and the primary and secondary areas of protection are clearly demonstrated in the proposed easement language that allows construction of a new entrance. The new entrance is proposed at 16th Street (located in the secondary area) as a measure to protect the two existing

entrances that are both of historical and architectural significance (located in the primary area). The design and the precise location of this additional entrance is subject to the express written approval of the State.

What if the amended easement is not approved?
The reality of the loss of Gibraltar will strike the preservation community like an earthquake with after shocks for not only local communities and historical association, preservation-minded developers, but the Division of Historical and Cultural Affairs as well.

Gibraltar is a major historical and architectural asset in our State:

- ★ It is listed on the National Historic Register of Historic Places;
- ★ It is an *Official Save Americas Treasures* project;
- ★ It is the home of a nationally and internationally known garden and the only surviving home garden created by the world renowned Marian Coffin that allows public access;
- ★ It is the subject of the first proposed preservation easement amendment for adaptive reuse of a property for a financially, self-sustaining commercial use; and
- ★ It represents preservation through private funding and preservation-sensitive, responsible development.

To deny approval of the proposed amended easement would be a major setback to the progress made in preservation to date and the creative use of preservation-sensitive development to achieve preservation goals. Moreover, the denial this proposed amended easement may prove to be a major roadblock for the preservation of other properties – many of these state-owned and nonprofit-owned properties – that, just as Gibraltar, are in danger of being forever lost to the future.

Thank you for this opportunity to comment.

Very truly yours,

Rebecca W. Tulloch
Chair, Board of Trustees
Preservation Delaware, Inc.

From: Gail

Sent: Wednesday, May 02, 2007 2:17 PM

To: DOSHCA_Gibraltar

Subject: Gibraltar Conservation Easement Amendment

To: Tim Slavin
Division of Historic and Cultural Affairs

Dear Tim,
I am writing to express my concern regarding Preservation Delaware's request to amend the conservation easement on the Gibraltar property on Route 52 in Wilmington to accommodate development.
I thought it was important to bring to your attention that this property fronts directly on Delaware's only State and National Scenic Byway.

As the leader of the Brandywine Valley Scenic Byway I have spent many years working to preserve this significant scenic and historic roadway corridor. The conservation easement placed on this property when the state gave $1,000,000 for its purchase should not be changed without the support of the Open Space Council who made this a condition of their funding. I would also suggest talking with the Brandywine Conservancy who holds many conservation easements in the Brandywine Valley to see how this could affect other properties.

If we start changing conservation easements at this location it can set a precedent for changing others throughout the scenic byway corridor. Before anything is done, I think it would be worthwhile to look at what the long term effects of amending this easement can be for other properties.

Gail Van Gilder
Brandywine valley Scenic Byway Leader

From: Nancy Willing
Sent: Wednesday, May 02, 2007 5:46 PM
To: DOSHCA_Gibraltar
Subject: Support for Gibralter Plans

My Support of the Development Plans for Gibralter

Dear Sir/Madam,

I think that the site will not be significantly impacted by the plans laid forth for this property.

Rather than allow this magnificent mansion to further decay, this plan offers the best of all worlds: continued public access to the gardens and the preservation of the estate with an adapted use that should not generate a great deal of traffic.

Please find this support for the adapted-use plans for Gibralter for review under your consideration.

Sincerely

Nancy Willing
Co-Founder, Friends of Historic Glasgow

Ahhh...imagining that irresistible "new car" smell?
Check out new cars at Yahoo! Autos.