

July 21, 1987

Renfrew Museum and Park Board  
1010 East Main Street  
Waynesboro, PA 17268

Gentlemen:

I am writing this letter to preserve for the future a record of the circumstances and events that gave rise to a decision by Mrs. Emma G. Nicodemus to make a gift of her residence and farm as a museum and park following her death.

In the early part of 1966, Mrs. Nicodemus requested that I meet with her at her home with Chester E. Adams, then President of First National Bank and Trust Co., Waynesboro, Pa., and Anson B. Good, then Trust Officer of that Bank, to discuss some ideas she had with regard to the future use of her residence. At that time, she indicated that she had been giving thought to making a gift of her residence, after her death, as a museum and indicated that she had discussed this with her sister, Hazel Geiser. One of her early concerns was whether or not she and her sister together had sufficient funds to provide an endowment for the museum that would enable it to be properly operated. At that time, the national economy was reasonably stable and none of us could foresee the inflationary period that marked the decade of the 1970's and it appeared reasonably certain to us that the combined assets of these two ladies should be adequate to provide operational and developmental funds for the museum that she contemplated would be a house museum illustrative of an Early American home. For many years, Mrs. Nicodemus was a collector of fine antique pieces, many of which were of museum quality, and in which she was sometimes assisted by William S. Bowers, of Welsh Run, Pa.

After it appeared that endowment income that could reasonably be expected to be provided from the combined assets of Mrs. Nicodemus and Hazel Geiser, made the gift of a museum feasible, the next problem that was approached was that of making the gift a tax-free transfer so that her separate assets would not be materially depleted by death taxes. The formation of a nonprofit corporation which would be a tax-exempt

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corporation under Internal Revenue Code, Section 501, was not long considered by her because she did not want her plans to become common knowledge until after her death and she then gave consideration to selecting either the Commonwealth of Pennsylvania or the Borough of Waynesboro as the donee of the gift. Appropriate inquiry was made through Maurice Goddard, Secretary of the Pennsylvania Department of Forest and Waters, which Department maintains supervision over State owned museums and parks and Mrs. Nicodemus was assured that if she decided to name the Commonwealth of Pennsylvania as the beneficiary of her house to be used as a museum that the State would accept the gift; however, it was recommended to her that she first offer the gift to the Borough of Waynesboro and if the Borough of Waynesboro did not accept the gift, then she could be assured that the Commonwealth of Pennsylvania would accept it.

After these problems were resolved in Mrs. Nicodemus' mind, she then asked the question "Now what shall we do with the rest of the farm?" and finally answered her own question by determining that it would be appropriate as a park. Many conferences followed this to determine the refinements that are set forth in her last will and testament which was dated March 25, 1970.

Her principal concern about designating the Borough of Waynesboro as the beneficiary of this gift was that the Borough Council was composed of persons elected to manage the affairs of the Borough and had no special interest or concern in operating and managing a museum and a park of the nature which she proposed would be developed on her farm, which was to be supported by private endowment and not by tax funds. This led her to the conclusion that she made it a "condition to the acceptance of this gift of my dwelling and farm that the management of the museum and park shall be delegated to a committee of seven people to be appointed by the Town Council of the Borough of Waynesboro, three members of which committee shall be appointed from nominations made by the Board of Directors of First National Bank and Trust Co., Waynesboro, Pa." She also suggested names of persons to constitute the original committee and of those suggested all were members of the committee with the exception of Anson B. Good and Harold C. Shuck, who reasoned that it would be inappropriate for more than one person, namely Chester E. Adams, connected with First National Bank and Trust Co. to be a member of the original committee, or as it soon became known, the Renfrew Museum and Park Board. I am convinced that Mrs. Nicodemus believed that

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she was establishing a cultural benefit for the entire community, using the Borough of Waynesboro as the tax-free organization to hold the title and having the museum and park operated by qualified people with an interest in a museum and park "that would not be used as a site for athletic contests or primarily for playground activities, but rather that it be developed to provide broad, general recreational facilities" including picnic facilities, benches, walks, rest areas and natural exhibits." I am also convinced that she abhorred the thought of having this gift become a political issue at any time. Her initial suggestion to me was that four of the seven board members be selected from nominations supplied by First National Bank and Trust Company; I dissuaded her in this and suggested that I felt that the Borough ought to be able to select on its own motion the majority of the members of the board. It is my distinct impression that Mrs. Nicodemus never contemplated that the Borough Council would seek to exercise management control over the museum and park beyond the right given to it to select, under the conditions of the gift, as many as four of the members of the board.

I desire now to address myself to some of the events that occurred following the death of Mrs. Nicodemus.

In the early stages of planning for the opening of the museum within 18 months following the acceptance of the gift and of the park within two years following her death, the board had the very able assistance of then Borough Manager, Richard A. Miller, who had a keen interest in the Renfrew Museum and who visited many house museums and became generally knowledgeable about them.

Prior to the opening of the museum and with the assistance of our consultants, National Heritage Corporation, and Ms. Cluny of Winterthur, it was determined that general household goods in use by Mrs. Nicodemus up until the time of her death, which had no museum value, should be sold and such sale did take place August 9, 1973. At a later date, and after the museum had been opened, and when it became apparent that the Renfrew Board would not be conducting farming operations, it was determined that certain farming equipment and horse gear should be sold and such sale was conducted May 5, 1981. After many of the initial details relating to the museum operation had been cared for, a thorough investigation of the contents of the attic was made by the curatorial

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staff and at that time it became apparent that there was much material, consisting of non-museum-type property and duplicate pieces of furniture which were either not in good repair or had been restored and were therefore not of the quality for exhibition, and should be liquidated for the following reasons: (a) the fire insurance company was objecting to the storage of material in the attic of the museum; (b) the property proposed to be sold had no museum value; and (c) the museum could use the funds realized from the sale of these assets to advantage. Up until that time, the museum enjoyed the benefit of a large and interested group of volunteer guides, some of whom were opposed to the sale of any property that had belonged to Mrs. Nicodemus and who made their private objections known to members of the Borough Council. The result was that Borough Council directed the Board not to hold such sale despite the fact that there was no other available facility for the proper storage of this property. I later learned in conference with Borough Manager, Lloyd Hamberger, and Borough Solicitor, D. L. Reichard, II, Esq., that the Borough's attorney took the position that Mrs. Nicodemus' will gave the Renfrew Board authority over administrative matters but that the Borough, by acceptance of the gift, had authority over proprietary matters and that the disposition of any property which had come to the Borough, including personal property, was subject to control by the Borough Council and that consequently the Borough Council had the right to deny the Renfrew Board the authority to dispose of the personal property which was then an issue. No further or other determination of this issue has been made except that when capital funds became available through individual gifts, primarily from the estates of Daniel Ruth and Jane Ruth, a reception center was constructed on the ground floor of the barn, as well as a storage area with humidity and temperature control for such of the items stored on the attic as the Museum Board determined to be appropriate to retain and to so store.

With the resignation of James Koenig as Curator, whose major efforts were directed toward the museum and its exhibits, and with the coming of James Smith as Curator, the main thrust has been directed since the fall of 1985 toward park program and park development. By the end of 1986, the workload of Mrs. Shirley Baker, the second staff person for the museum operation, had increased substantially and the job classification for that position was therefore revised, which also called for full-time employment and an increase in hourly rate. Although the reclassification of the job description and the decision to

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go to full-time employment for the second staff person seemed clearly to be an administrative matter, the Borough Council, operating through its Personnel Committee, initially refused to adopt the recommendation of the Renfrew Board and delayed approving the hiring of Mrs. Baker to the new position until a representative group of the Renfrew Board asked for a position on the agenda for the Borough Council meeting held May 6, 1987, at which time the Borough Council's Personnel Committee accepted the recommendation of the Renfrew Board. The Borough Council has consistently equated employees of the Renfrew Museum and Park with other employees of the Borough despite the fact that no tax dollars are used for the support of Renfrew since its budget is made up entirely of trust income received from the trust created by Mrs. Emma Nicodemus and Miss Hazel Geiser. To overcall the decisions of the Renfrew Board as to the number of persons and the salaries to be paid those persons who are engaged to work at Renfrew Museum and Park seems to me to be a violation of the condition of the gift that "the management of the museum and park shall be delegated to a committee of seven," now known as the Renfrew Museum and Park Board.

Very truly yours,

MAXWELL, MAXWELL, DICK & WALSH

By \_\_\_\_\_  
LeRoy S. Maxwell

LSM/sd

I have read a copy of this letter and to the extent that it deals with matters relating to Renfrew Museum and Park prior to the death of Mrs. Nicodemus, which were matters involving conferences between Mrs. Nicodemus and me, alone and in conjunction with Chester A. Adams and LeRoy S. Maxwell, I find the recitation of facts and statements concerning Mrs. Nicodemus' concerns to be accurate.

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Anson B. Good

# Maxwell, Maxwell, Dick & Walsh

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November 6, 1987

Renfrew Museum and Park Board  
1010 East Main Street  
Waynesboro, PA 17268

Gentlemen:

My letter of July 21, 1987, to you failed to mention an important meeting which was held that resulted in the determination by Mrs. Nicodemus to first offer the gift of Renfrew to the Borough of Waynesboro. This meeting was attended by Mrs. Nicodemus, her sister, Hazel Geiser, Chester Adams, President of the First National Bank and Trust Company, and Anson B. Good, Trust Officer of said bank, Roy Hawbaker, then Borough Manager of the Borough of Waynesboro, John W. Keller, Esq., Borough counsel and also attorney for Hazel Geiser, and by me. At that meeting the basic concept for establishing the museum and for its endowment not only by Mrs. Nicodemus' assets but by a substantial portion of the assets of her sister, Hazel, was discussed. My recollection of this meeting was refreshed by the then attorney for the Borough of Waynesboro and for Miss Hazel Geiser, now the Honorable John W. Keller, President Judge of the Courts of the 39th Judicial District of Pennsylvania, who communicated with me after he had read the article in the Waynesboro Record Herald following the September 1987 meeting. Judge Keller has written me, after having read a copy of the letter reviewed at the September 28, 1987 Renfrew Board meeting as follows:

"There was some discussion concerning the willingness of the Borough Council to accept the title and the concept, and Roy (Hawbaker) and I felt that it could be handled."

Judge Keller has also commented in his letter to me:

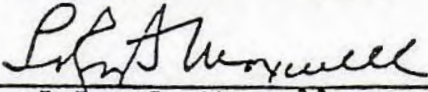
"I agree with your distinct impression that neither Emmy nor Miss Hazel contemplated Borough Council exercising management control. I find it astonishing that the Borough would have even desired to exercise control over personal property not of museum quality."

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There are matters which seem important to me and which I feel should also be a part of the record of the circumstances and the event that gave rise to the existence of Renfrew Museum and Park.

Very truly yours,

MAXWELL, MAXWELL, DICK & WALSH

By   
LeRoy S. Maxwell

LSM/mb