

Minutes of Board of Directors Annual Meeting Prairie Trails Club Inc.

Teleconference

March 19, 2020

Board Members

Diane Blais
Bruce Fingerhut
Carolla Heilstedt
Kathy Lucas (nonvoting)
Steve Lucas
Brian McMillin
Sharon Smead
Peggy Stalbrink

Guest

Russell Blais

Call to Order and Quorum

Steve Lucas, Vice Chair, called to order the annual meeting of the Board of Directors (“Board”) of the Prairie Trails Club Inc. (“PTC”) on March 19, 2020 at 6:03 p.m., CDT (7:03 p.m., EDT). Originally the meeting was scheduled for the Bass Lake Pub & Ristorante but was modified to a teleconference in response to social distancing directives from the Federal Government and State Government in response to the COVID-19 pandemic. Carola Heilstedt, Secretary, organized the teleconference. With the presence of Diane Blais, Carolla, himself, Brian and Sharon, the Vice Chair recognized a quorum. Shortly after recognizing the quorum, Peggy Stallbrink and Bruce Fingerhut also joined the teleconference so all seven Board members were present. Also present were Kathy Lucas, Treasurer, and member Russell Blais.

Board Consent to Add Treasurer’s Report to Agenda

Before commencing business, the Vice Chair asked if the members would consent to adding the Treasurer’s Report as an agenda item. The report had been circulated to the members earlier in the day. Consent was unanimous, and the Treasurer’s Report was considered later during the meeting.

Election of Board Chair, Vice Chair and Secretary

Steve called for the election of the Board’s Chair, Vice Chair, and Secretary. He said in 2019 Bruce was elected Chair, himself Vice Chair, and Carolla Secretary. By virtue of an election by the membership, Kathy is Treasurer. In some documents the Chair has been incorrectly referred to as Board President and the Vice Chair as Board Vice President. The current Chair, Vice Chair and Secretary have agreed to serve again in 2020 if that is the will of the Board. Steve said any other Board member may be nominated for or may seek election as Chair, Vice Chair, or Secretary. No one was nominated and no one other than the incumbents sought any

of the offices. Diane moved that the Board reelect its current officers. Sharon said she believed the current officers were “doing a good job” and should be retained. Brian concurred. Bruce Fingerhut was reelected Chair, Steve Lucas Vice Chair, and Carolla Heilstedt Secretary.

Cancellation of March 26 Membership Meeting

Board members agreed, in light of Federal and State Government directives for the COVID-19 pandemic, that the PTC membership should not meet in person on March 26. Carolla reflected she has managed meetings online with groups as large as a typical PTC meeting, but these have included simulated hand-raising and would be more challenging than the current Board meeting. The Board considered rescheduling a date and location for a membership meeting then decided uncertainties surrounding the pandemic made this approach problematic. The Board then cancelled the March 26 membership meeting but with the understanding that the PTC President or the Board Chair may schedule a meeting when thought prudent.

Diane observed that this Board Meeting illustrates a teleconference is an efficient and safe way to conduct meetings for groups of moderate size. She suggested that PTC committees and workgroups consider the use of teleconferences as we continue to progress.

Annual Membership for Special Services through Scholarship

During its November meeting, the membership considered establishing an annual membership, without dues, to someone who can provide special services. For example, a young person might have a skill set that would be valuable to the PTC, but the \$25 membership fee would be a disincentive to participation. Richard Stalbrink suggested the PTC support a scholarship for an annual membership to such a person. On motion by Bruce and seconded by Larry Wickert, the membership referred the concept to the Board for action.

In a March 11 email to Board members, Bruce wrote “I like Rich's idea of a scholarship. I would be happy to fund a scholarship account with a \$100 donation, and with my employers match that will become \$200. I would also like to put it out there that as a group we should have a goal of sponsoring at least two individuals a year. Preferably a couple of college students.” During the Board meeting, Bruce underlined this approach and added that he envisioned offers from the Board would be made with sensitivity to potential recipients. He was uncertain how much interest is likely but said this approach might encourage greater interest from young people in our trails system.

Peggy said she and Richard would also contribute \$100 to this fund. That would provide \$300 which would be enough for six years if there are two recipients each year. If the initiative does not attract interest within a reasonable time, the Board could redirect the amount in the fund for general PTC usage.

By consensus the Board endorsed this new fund with management by Bruce, Rich and Peggy. They will keep the Board apprised of developments pertaining to implementation of the fund. Any PTC member may suggest persons who might be worthy recipients, as well as strategies to support interest in the scholarship.

Development of a PTC Mission Statement

Inquiries that are made to the PTC often seek an understanding of the organization’s mission. A governmental entity may review a mission statement to determine if our non-profit corporation

qualifies for a program, or a charitable foundation may evaluate whether our mission is a good fit for a grant request.

The PTC's new trails brochure provides a brief description of what we do:

The PrairieTrails Club Inc. is a 501(c)(3) non-profit organization dedicated to developing, managing and maintaining the Erie Trail and approved Connectors in Starke County, Indiana. The Erie Trail is a multi-use route on the rail banked former Erie Railroad. The Erie Trail extends 9 miles between North Judson and US Highway 35 near Bass Lake. In 2019 a Next Level Trails grant was approved to extend it for another 2 miles southeast to Starke County 700 E. The American Discovery Trail, the Great American Rail-Trail, and US Bike Route 35 use the Erie Trail for a portion of their TransAmerican routes.

Kathy said she has had experience with the development of mission statements within private associations and governmental agencies. Typical, a mission statement is brief and concise. She suggested language that would be consistent with the brochure, and focused on the action part of the PTC, could be stated as follows:

The mission of the Prairie Trails Club Inc. is to help develop, manage and maintain the Erie Trail and approved Connectors in Starke County and to advance the Erie Trail with respect to the Great American Rail-Trail, the American Discovery Trail, and US Bike Route 35.

Peggy said she believed the brochure did a good job of summarizing what the PTC is and that Kathy's language is an appropriate statement of our mission. Sharon said she was supportive of the wording. Brian suggested we circulate the language to allow the Board and our members to consider it and offer their thoughts. Whatever language is approved would become part of our website updates and help guide our future vision. If a member is called upon to describe our mission before language is given final approval, the proposed language may be presented as our current mission statement. The Board then approved this approach.

Review of March 12 Discussion of Feasibility for Extension of the Erie Trail Northwest through North Judson

A diverse group met on March 12 at the Town Hall in North Judson to discuss the feasibility and wisdom of seeking to extend the Erie Trail northwest through North Judson. The group included North Judson Town Councilman, James Young; North Judson Clerk-Treasurer, Andrew Rowe; Town Council Attorney (by phone), Justin Schramm; Hoosier Valley Railroad Museum President, Todd Flanigan; HVRM Treasurer, Bob Barcus; Community Relations Manager for the LaPorte County Convention and Visitors Bureau, Jane Daley; Executive Director of the Starke County Economic Development Foundation, Larry Wickert; and PTC members Carolla Heilstedt, Bruce Fingerhut, Brian McMillin, Russ Blais, Max Rehlander, Kathy Lucas and Steve Lucas.

The meeting was designed to advance mutual understanding. The meeting was not intended produce final decisions, and no final decision resulted.

Part of the discussion centered upon a March 5 report on WKVI radio. The report stated in part:

...The Prairie Trails Club wants to extend the trail to the northwest, alongside the railroad tracks. Starke County Economic Development Foundation Executive Director Larry Wickert told the town council [on March 2] that in order to get a Next Level Trails grant from the state, it would help to have a permanent easement from the town.

But Town Attorney Justin Schramm was concerned that could affect the property value and asked council members to hold off on a decision. He noted that about five companies have expressed interesting purchasing the railroad, and the town is on the cusp of choosing a direction to take.

During the March 12 meeting, Steve Lucas circulated GPS maps showing a route for extension that the PTC was considering. He acknowledged that GPS records would need to be ground-truthed if a project is to advance. The maps illustrated that, going northwest from the current trailhead on Main Street, the route would use land shown to be in North Judson ownership, where no rail line has existed for decades, and would be adjacent to the Hoosier Valley Railroad Museum. Steve said HVRM approval would then be needed as the proposed trail went farther northwest through HVRM land and until adjacent to and west of English Lake Road leaving town. Rather than border the active North Judson railroad, however, the route anticipated would be separated from it by English Lake Road.

Larry Wickert suggested the proposed route should moot Justin Schramm's concerns regarding a railroad sale. There would be no effect on the portion of the railroad owned by the Town. Schramm responded that he needed to study the proposal but agreed that was a possibility.

Todd Flanigan said he believed the trail and operation by HVRM of the excursion railroad can be compatible. Bob Barcus added that HVRM's long-range plan includes bringing the Erie Trail closer to the Museum. He said aspects of the GPS mapping were inaccurate and that HVRM has real estate documents which would provide clarity. Max Rehlander offered to work with HVRM and help with designing a more precise trail route.

Several participants reflected on the extraordinary opportunity having both an excursion railroad and a TransAmerican trail provides to North Judson, as well as its potential value as a tourism destination, particularly acting in concert with LaPorte County. Justin Kiel, LaCrosse Town Council President, was unable to attend the meeting but reflected in an email, "I think it's safe to say the Town of LaCrosse supports the idea of connecting our two towns with a trail and we are happy to help in any way."

Jane Daley said the LaPorte County Convention and Visitors Bureau understood the importance of the trail systems within her county and within neighboring counties. In particular, southwest LaPorte County would benefit by an off-road interstate trail across the Kankakee River from North Judson, through LaCrosse and westerly.

Andrew Rowe noted he had outlined the initial geographic concept for seeking a grant to extend the trail through North Judson. Having HVRM and the trail viable would support branding North Judson as "the rail and trail town".

Bruce Fingerhut said he has discussed informally the trail extension concept with several local residents. The PTC was successful in seeking a Next Level Trails Round 1 grant through the Indiana DNR to extend the trail southeast from US 35 and past Bass Lake. The PTC would be willing to assist HVRM and the Town of North Judson with making this Round 3 application. Round 3 is expected to be the final round for Next Level Trails.

Carolla Heilstedt said she was excited for the cooperation shown by the HVRM relative to this project. She agreed the PTC and the HVRM needed to be mutually supportive, and a project design for a trail should be achieved that would advance HVRM and Town values as well as the needs particular to a trail. "It seems like we're pretty much on the same page."mmShe said the time-frames for completing a grant are narrow and applied strictly by DNR. Values of real estate donated for the trail can contribute significantly toward the required 20% local match, although the DNR formula discounts real estate value in its match calculation.

James Young spoke briefly. He said he could not commit the Town Council but encouraged the participants to continue with their efforts.

Review of March 16 Teleconference with Troyer Group for Extension of Erie Trail Southeast to CR 700 East

On March 16, Jonathon Geels of the Troyer Group conferred by telephone with the PTC's southeast trail extension workgroup. Jonathon reported the Troyer Group has been working with the Indiana Department of Natural Resources regarding design expectations, particularly to ensure the specifications manual references the appropriate information. He said the DNR is reviewing the plans and specifications to verify it is comfortable with the way the Troyer Group has laid out the plans, but he added that specifications should be organized to meet the local bidders' familiarity. The Troyer Group may implement INDOT standard specifications, minus the Federal Davis-Bacon requirements, which are likely the most familiar to a potential bidder. But the Troyer Group is also reviewing these specifications to determine if they are more complex than what is needed for implementation of the grant for NLT-1-07.

During the teleconference participants reviewed challenges and possible responses to those challenges at key points along the trail extension. The needs for trail development and later for trail management are channeled by governmental requirements and budgetary limitations.

Located at the western end of the project is US 35. Here INDOT has a defining role. The speed limit on US 35 is 55 miles per hour and the crossing must be developed accordingly. Signage on US 35 warning of the trail crossing must be placed according to INDOT standards. Trail users need to be made fully aware of the crossing and of their responsibility to cross when there is sufficient clearance between motor vehicles. The participants discussed how to maximize safe parking on the west side of US 35. The intention is to not disturb the existing asphalt trail, including the loop at the current trailhead. The possibility was raised of a single parking slot on the east side of US 35 for a horse trailer in support of the equestrian trail. Steve agreed to contact the Starke County Highway Department regarding signage issues for crossings at US 35 as well as at CR 600 East and CR 700 East. The Troyer Group will follow up with INDOT.

A second focus for discussion was designing the trail bridge over Bartee Ditch. Consistent with the PTC's commitment to the DNR for a permanent easement and an agreement with the Hoosier Valley Railroad Museum, as well as to help address fiscal concerns, the project would upgrade the existing north bridge over Bartee Ditch. A visual barrier would be used to deter trail users from the south bridge. Russ referenced maintenance challenges with wooden bridges on the Erie Trail over Fell Ditch and Bogus Run. The Troyer Group will complete an engineering assessment for upgrading the north bridge, including the relative costs for a wooden deck as compared to a concrete deck. Max will assist with consideration of bridge issues as we move forward.

Kathy has received the first two invoices from Troyer Group, one for the land survey and the second for preliminary design elements. She said these would be satisfied within the next few days. Jonathon agreed to identify future communications with the "NLT-1-07" designation. Carolla urged that the required environmental submissions be completed as soon as practical so they do not cause unneeded delay later for the construction phase.

Treasurer's Report

Kathy circulated copies of the Treasurer's Report for the period ending March 19, 2020. The report provided in substantive parts:

I) First Farmers Bank & Trust (FFBT) \$105,93.75

Balance forward from 01/16/20

INCOME

01/23/20 Deposit <i>Network for Good (Anonymous Donors)</i>	50.00
01/27/20 Deposit Mitchel-Kane donation (for expansion)	2,000.00
02/21/20 Deposit Amazon Smile	5.47
03/18/20 Deposit <i>R. Blais donation; M. Hollett dues, less PayPal fee of \$4.23</i>	<u>120.77</u>

Total Income \$2,176.24

EXPENSES

01/15/20 Check #1052 to Precept Partners <i>Payment for website updates and maintenance</i>	(270.00)
02/10/20 Bank Fee*	(3.00)
03/09/20 Bank Fee*	(3.00)
<i>(Check #1053 voided: wrong amount for Bowen)</i>	(00)
03/17/20 Check #1054 to Bowen Printing Printing of 3,000 brochures	<u>(890.00)</u>

Total Expenses (\$1,166.00)

*Treasurer's Note: FFBT agreed to refund bank fees for 2020 in a phone conference on 03/19/20.

Ending FFBT balance as of 03/19/20 \$106,983.99

II) Northern Indiana Community Foundation (NICF)

Balance forward from 01/16/20

INCOME

December 2019 Gifts from:

Ms. Nila Beauchamp	50.00
Ms. Cheryl K. Orkis	25.00

Total Gifts	75.00
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Interest and Dividends	1.53**
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\$76.53

**Treasurer's Note: NICF annual report shows \$5.88 but \$4.35 of that was already reported in September Treasurer's Report.)

EXPENSES

NICF Administrative Fees	(\$100.00)
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NICF balance as of last quarterly report on 12/31/19	\$3,911.70
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TOTAL OF BOTH ACCOUNTS	\$110,895.69
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Kathy expressed a special thanks to Jennifer and Jim Kane for the third \$2,000 donation from their foundation. They're great champions of our trail system and contributed to the southeast extension now in progress. We hope they'll join us for the ribbon cutting ceremony. The new donation is being earmarked for the possible northwest extension through North Judson, but if that doesn't come to fruition can be repurposed.

Kathy also drew attention to the donation by Russ Blais. She praised the great support that Russ and Diane have given to the PTC, not only financial but also with selfless contributions of their expertise and labor.

Kathy reviewed restricted and unrestricted funding as set forth below:

RESTRICTED GRANTS/DONATIONS

Luminous Fund 2 (2018)	Signage for Bass Lake General	4,124.92	Brochure (95.00)
Luminous Fund 3 (2019)	Match NLT Grant	5,000.00	
Hardesty Memorial Grant	Wayfinding/Interpretive Signs	7,606.25	Brochure (95.00)
Hardesty Memorial Grant (2019)	Match NLT Grant	5,000.00	
PTC Commitment	Match NLT Grant	5,000.00	
Indiana Greenways Foundation	Match NLT Grant	5,000.00	
Marshall County Horse Association	Bench (on Trail Extension)	350.00	

Lucas lakehouse guests' donation	Future Vision/website	700.00
Next Level Trails Grant (NLT-1-07)	1st Installment Trail Extension	68,750.00
Mitchel-Kane	NW Trail Extension (tentative)	2,000.00
TOTAL		\$103,531.19

SUMMARY OF ACCOUNTS	TOTAL	RESTRICTED	UNRESTRICTED
First Farmers Bank & Trust	\$106,983.99	\$100,531.19	\$6,452.80
Northern IN Community Foundation	3,911.70	3,000.00	911.70
	\$110,895.69	\$103,531.19	\$7,364.50

Brian moved to approve the Treasurer's Report including the update of Restricted and Unrestricted funds. Sharon seconded the motion. The motion carried.

Brochure Workgroup Completion and Brochure Distribution

During the June 2019 membership meeting, Carolla as PTC President formed a workgroup to update the brochure for the Erie Trail and its Connectors. Linda Byer, Paul Byer, Rick Vlaming, Russ, Steve, Kathy and Carolla were appointed members. Bruce was subsequently added as a member and Steve appointed Chair. Susan Byer and Yancy Lucas provided technical guidance. Through special efforts of Russ and Bruce, sponsors were obtained to cover most of the cost of printing. The outstanding amounts were underwritten by a Luminous Fund Grant and by a Hardesty Memorial Grant. Following membership input, Linda delivered the brochure proof to the printers. Then in mid-March, Diane picked up copies of 3,000 brochures and Kathy mailed payment. Although the process has been interrupted by the coronavirus and social distancing, the workgroup has begun their distribution. When feasible the workgroup will make a report of distribution and be dissolved with successful completion of its purpose.

Schedule a Board Meeting by Teleconference for June 11, 2020

The Board scheduled a meeting by teleconference for June 11, 2020 at 6:00 p.m., CDT (7:00 p.m., EDT).

Administrative Filings

These administrative filings were made in the quarter which includes January, February and March. They were noted as accomplished or in process during the meeting:

Kathy filed an e-postcard (990-N) with the Internal Revenue Service to renew PTC's status with the Federal Government as a tax exempt organization for 2020.

[PTC filing with the Indiana Secretary of State as a nonprofit organization is due in February of every second year. Marty Lucas made the filing in 2019 and the next is due in 2021.]

As required by Exhibit C of our contract with DNR to implement NLT-1-07, Kathy filed the Entity Annual Report with the State Board of Accounts for the Fiscal Year ending December 31, 2019. Based on the Report, the SBA determined on March 23, 2020 the PTC qualified for a tentative waiver of the audit required by IC 5-11-1-9.

Also, as required by NLT-1-07, Carolla submitted the PTC's Second Quarterly Report to the DNR's Division of Outdoor Recreation on March 30, 2020.

Adjournment

The meeting was adjourned at 6:42 p.m., CDT (7:42 p.m., EDT).