

Teller Historic and Environmental Coalition
Minutes of the Board of Directors' Meeting
January 27, 2010

A regular meeting of the Board of Directors of T.H.E. Coalition was held on Wednesday, January 27, 2010 in the large conference room at the Woodland Park Library. Acting Chairman, Dave Martinek, called the meeting to order at 4:00 p.m.

Present: Barbara Barbaro, Dee Breitenfeld, Jane Lass, Jane Mannon, Dave Martinek, George Parkhurst

Because of last minute personal matters, neither board candidate Mary Menz nor alternate candidate Sally Fant were able to attend the meeting. However, bios for both candidates were provided in the meeting packet for the Board members. In addition, Marion Vance, secretary, was traveling. Alternate (and board candidate) Barbara Barbaro volunteered to take the meeting minutes.

The first new business on the agenda was the **Election of Officers** for 2010. The following proposed slate was presented:

Chair	Dave Martinek
Vice Chair	Dee Breitenfeld
Secretary	Marion Vance
Treasurer	George Parkhurst
Director(s)	Mary Menz Barbara Barbaro
Alternate to Dave Martinek	Sally Fant

A motion was made by Jane Mannon to accept the slate as proposed and seconded by Dee Breitenfeld. The motion passed and the slate was elected by a unanimous voice vote.

Approval of Minutes from December 16, 2009 - A motion was made by George Parkhurst and seconded by Jane Lass that the minutes of the called Board meeting of December 16, 2010 be approved as written. The motion was approved in a voice vote.

Treasurer's Report - Treasurer George Parkhurst presented the Statement of Financial Position as of December 31, 2009. A copy is attached to these minutes. Funds in the Park State Bank account total \$23,585. Of that, \$9,367 is "unrestricted", and \$14,218 is earmarked for specific purposes, or held in the name of member groups. A motion was made by Jane Lass and seconded by Jane Mannon that the report be accepted as presented. The motion was approved by a voice vote.

Other New Business

- **Consideration of hiring an independent contractor Jodi Mijares, as Administrative Assistant** – A discussion ensued regarding how we will control administrative expenses, as well as the need for an administrative assistant. Dave Martinek referenced a bullet point proposal (see attached) for hiring an assistant, included in the Board member packet. The Board agreed that there needs to be one person to act as supervisor for all administrative work that is done by such an assistant, including specific duties and the number of hours worked per month. Overall, 20% or less of our money should go to administrative expenses. It was also noted that the Board should keep close track of hours worked for inclusion in future grant requests. A motion was made by Jane Mannon and seconded by Dee Breitenfield) that a representative of the Executive Committee will meet with Jodi to discuss the position and draw up a contract. The motion was approved with George Parkhurst dissenting. After the vote, there was also a suggestion that we put Jodi on a six-month trial basis. Dave will discuss this with Jodi and email a copy of the contract to all Board members for review.
- **Proposed 2010 draft budget** – Dave Martinek asked the Board members to take the proposed 2010 budget home and study it. He reminded us that we must make sure the expenditures conform to what the affiliates expect. The Executive Committee will review the proposed budget and come up with a final one for the Board.
- **Proposed April 15th membership event** – There are plans to have a membership event in April with Jim Steinberg as our guest speaker - to be held in the Woodland Park Library. Because April 15th is “tax day”, it was suggested that the date should be changed to April 22nd or another April date.
- **The “Midland Days” Seminar** – Dave Martinek discussed the plans for the “The Midland Days” seminar to be held at the John Wesley Ranch in Divide on Saturday, March 13. The will trace the history of the Colorado Midland and Midland Terminal railroads and will be hosted by Art Crawford, Mel McFarland, and Dave. The purpose of the nearly day-long seminar is to raise money so that we have more cash on hand to take care of the Depot. The seminar will feature comprehensive presentations by Mel, Art and Dave, and include panel discussions and audience participation. Lunch will also be served. The Divide Chamber of Commerce is receptive to being a co-sponsor of the event. The Ranch seats about 80 people, and Dave is confident that we can attract enough reservations (at \$75.00/person) to make some money for the MDAD Depot project. Once the expenses for the catered lunch are taken out, the proceeds will be split between the Divide Chamber of Commerce and THE Coalition. There is no charge for us to use the Ranch. Limited personnel assistance is needed from the chamber and THE to help to manage the event during session. The event also needs a non-profit organization for attendees to write checks to. A motion was made by Jane Lass and seconded by Barbara Barbaro that THE Coalition co-sponsor the seminar. The motion passed.

- The schedule of 2010 Board meetings was circulated. It was noted that the November 24th meeting is the day before Thanksgiving this year. It was suggest that date be changed. The Executive Committee will publish a new date.
- Dick Unzelman will publish a schedule for future MDAD Committee meetings. The next meeting is scheduled for February 10th at 4:00 pm.
- Dee Breitenfield reported that **The Coalition of the Pikes Peak Historic Museums** has advised that they have voted to join THE Coalition. However, they need something in writing that tells the benefits of joining our organization. The most recent brochure was given to Dee. No action was taken as to what will be sent to them.

Old Business

- **2008 Archaeological Assessment issues - MDAD committee** – Dave Martinek advised the Board that the final Archaeological report for the Assessment performed in May 2008 was sent to SHF in November 2009, after some delay by the Archaeologist Richard Carrillo, and that final payment to Mr. Carrillo was sent just after Christmas. However, we received a phone call in early January indicating that there were two deliverables missing from the final report to SHF – a letter from Pete Kuyper confirming his permission to perform the assessment on his Depot property and some more financial information. Marion Vance called SHF initially to find out what additional financial information was needed. The SHF representative said she would send THE Coalition a letter explaining what we need to send them. Marion also drafted a letter for Pete attesting to his permission after the fact. Dave delivered the letter to Pete and he signed it. After the promised SHF letter failed to arrive, Dave called the SHF representative again and left a voice mail. A few days, another SHF representative (Mr. Kraich) called to say that all SHF really needed was Pete’s permission letter but no further financial information because the grant amount was too small. Mr.Kraich said upon receipt of the letter, the SHF would reimburse THE Coalition the final portion of the grant in 2 to 3 weeks. Dave then sent SHF Pete’s letter (which is included in THE files).
- **Depot Sewer Issue – MDAD committee** – Dave Martinek submitted an application in January to Teller County, on behalf of Pete Kuyper, requesting permission to convert the Depot septic tank into a holding tank. Dave is anticipating that the plan will be denied, which will then prompt a request for variance by Pete and THE Coalition to the Teller County Board of Heath. The variance will request their permission for a holding tank until the conclusion of the MDAD Preservation Project and be subject to review by the Teller County Board of Health each year, so that we can document the progress of the preservation work. Dave believes a temporary variance will be granted, once submitted. Once the holding tank is in place, the east addition of the Depot can then be occupied as a project office, for events and for meetings by THE Coalition and its partners, provided it is not occupied on average more than 96 hours per month.
- **Dave Conley’s review of the DCBO memo** – In late 2009, Pete Kuyper’s attorneys drew up a memo describing how a public charity could be created, i.e., the Divide Community Betterment Organization or “DCBO” (funded mainly by Pete), to address community issues

in Divide, one of which would be the eventual ownership of the Midland Depot and property. In response to THE's request, Dave Conley, THE Coalition's legal counsel, recently penned an opinion regarding the memo and concluded that the creation of a public charity to own the Depot and property, as opposed to THE owning it, appears to be a workable plan. The public charity would be a non-profit organization operating for the benefit of its member organizations, one of which would be THE. There are still many questions, however, including how will THE maintain control of the Depot, the preservation project and the Depot's operation afterward, if it is owned by a different entity. Dave Martinek is suggesting that Pete lease the Depot and grounds to THE. The next step is for Pete to hold a meeting (with potential members of the DCBO Board of Directors from the supported organizations) where we can ask, and obtain, answers to those questions.

The next meeting is scheduled for Wednesday, March 24, 2010, 4:00 PM in the Colorado Room of the Woodland Park Library.

There being no further business, the meeting adjourned at 5:30 p.m.

Respectfully submitted,

Barbara Barbaro

Board Member