

Rockcastle Karst Conservancy
General Meeting – December 2, 2018
Final Minutes

In Attendance 12/2/18:

Directors: Sean Cain, Werner Jud, Janice Gott, Bob Roth.
Gary O'Dell (by phone).
(A quorum does exist.)

Others: Neena Jud, Mary Gratsch, and Bob Dobbs were present. Scott Pavey arrived late.

52nd Meeting of the Rockcastle Karst Conservancy was held at the Boone County Scheben Branch Library, Union KY. Called to Order by Chair Sean Cain at 2:03 PM.

(Meeting Agenda at end of Minutes.)

Announcements:

RKC has an option to purchase the Crockett Entrance of the Sloans Valley Cave!

Secretary's Report: (Submitted by J. Gott)

Read in-between meeting motions of 10/10/18 and 10/24/18. Motion #3 Deed Restriction will be amended to "residential or **commercial** development."

MOTION: Motion to accept the October in-between meeting motions with the amendment to the Sloans Valley Motions (J.Gott, B.Roth 2nd, 4-0-0).

Read summary of Minutes of Meeting of 9/16/18.

Bob Roth arrived.

MOTION: Motion to accept the Minutes of 9/16/18 (B.Roth 2nd, J.Gott, 5-0-0).

Treasurer's Report: (Submitted by W. Jud)

RKC received a donation from Robert Warner, with no further information, and another donation towards the Sloans Valley entrance. RKC received grant money from Corning (further discussion below). RKC has two new life members, including Julie Schenck-Brown, a vice-chair of the NSS. RKC now has 57 life members. Annual liability insurance for the RKC properties was renewed.

MOTION: To accept the Treasurer's Report and Life Member Fund Report as provided (B. Roth, J. Gott 2nd, 5-0-0).

Committee Reports:

(A) **Membership/Message Committee:** (J. Gott/B.Roth)

1. Material is requested for a Newsletter, in our resolve to provide more than one newsletter a year. Perhaps we can do a newsletter instead of a holiday postcard. With the big Sloans Valley news, a newsletter, if it can get out within a week, would be preferred by the Board rather than a postcard.
2. The RKC tri-fold flyers need to be revised, to include all four preserves. However, it may soon include the new Sloans Valley entrance, so we don't want to do a large print run without finalizing the Crockett Entrance deal. Most of the remainder of the old flyers were handed out at Open House. Rob Coomer prepared the original folder. The RKC Tri-fold Sign for the information table has good new language that can be used.
3. Membership postcards could be reprinted for use at Winter Adventure Weekend. The card should be amended to add a line for the date.

(B) **GSP Committee:** (Scott Pavey reporting)

1. Work weekend at GSP went well, a lot was accomplished.
2. A large tree is down on the Sara Corrie Trail.

3. The Roadway Flood Mitigation FEMA Grant has approved the budget expansion to cover unplanned expenses. The grant has been partially paid to GSP. Neena will be sending them a third invoice. The fund administrators are still being uncooperative about the value of our volunteer labor on the project.
4. Friends of GSP is making progress, and a meeting is scheduled for the upcoming week.

(C) Misty Cave Committee: (S. Cain)

1. S. Cain reported that Misty is closed for the year, for bat hibernation.

(E) Skylight Dome Committee: (Thor Bahrman)

1. Several groups have visited Skylight Preserve, using both entrances.
2. Thor visited in October. He and a friend cleared the trails from storm debris, and used the wood to re-line the trails. The road needs work; it is hard for non-4-wheel drive vehicles to get up the hill.
3. The new key-boxes are working well; much easier than borrowing the key.

(D) Cornhole Cave Committee: (M. Gratsch)

1. Taxes have been paid for the year.
2. Cornhole also needs roadwork.

(E) Fundraising Committee:

1. Mary Gratsch volunteered to Chair the Fundraising Committee.
2. Winter Adventure Weekend will be our first fundraising opportunity for Sloans. Mary has some product ideas. A banner or posters are needed.
3. Neena said we might qualify for an Acres for America grant.
4. We need a form letter asking for Own Sloans funds. B. Dobbs suggested sending this letter to the people who have helped to survey Sloans Valley.
5. We need to have a presence at the NSS Convention. New Life Member Julie Schenck-Brown from NSS should be contacted for their grant.
6. The Boy Scout Council and JROTC groups might be willing to help with the entrance area.
7. G.O'Dell has an article submitted to the NSS news about Sloans Valley, which hasn't been published yet. He could ask them to publish it, with a codicil that RKC is in the process of purchasing an entrance, and looking for help with funding. His article is being turned into a slide presentation for Winter Adventure Weekend.

MOTION: To appoint Mary Gratsch as Chair of the Fundraising Committee (B. Roth, W. Jud 2nd, 5-0-0).

(F) Acquisition Committee: (B. Dobbs)

1. Bob Dobbs reported that RKC now has an option to purchase the Sloans Valley entrance property. Eric Sellers is working on having the necessary parts surveyed.
2. Mary Gratsch ran a cleanup day on the Saturday after Thanksgiving to open up the Crockett Entrance. She had nine new people show up for it, as well as others she knew. They bolted a ladder to the entrance wall. She learned that there were two other entrances on the larger property, which do not have a known connection to the Sloans Valley Cave System: Smiling Paul and Childrens Cave.
3. The Board thanks the committee of Bob Dobbs, Mary Gratsch and Janice Gott for their work.
4. The management plan will need to be created once we own the property. Neena noted that the plan should include a description of the physical attributes of the property.
5. J. Gott is tracking our compliance with Land Trust Standards and Practices during the Sloans Valley process.

Old Business:

- A. Elections – Janice Gott is the only nominee for the RKC Board position opening in March 2019.
MOTION: To place Janice Gott on the RKC Board for another term (S.Cain, W.Jud 2nd, 5-0-0).
- B. Investment Fund – Two members from the NSS Board met with RKC regarding the (NSF) endowment fund investment program for our Life Member Fund. There are a lot of options as to how our program with them will work. We agreed that the principal should not be touched, and income for the RKC general fund should be drawn off of the annual proceeds.
- C. Waivers – Bob Roth has collected the waivers from GSP, in order to begin filing waivers (from KOR, GSP, Grottoes, etc.) all in one place, eventually the restored Ticket House. The new waivers are for all RKC properties combined, and once on file will not have to be filed again.
- D. Friends of Great Saltpetre Cave – A subcommittee of the Great Saltpetre Cave Management Committee is being formed, called “Friends of Great Saltpetre Cave.” It will be for non-cavers/non-grotto members who would like to help financially and physically on projects at the Cave. There will be an organization meeting next Thursday.
- E. Corning Grant – Bob Roth has arranged for an annual grant for \$1,500 from Corning. He would like for it to be dedicated to educational purposes, and to establish a process where it would be divided among three projects, which could be applied for as grants for projects at GSP or other RKC preserves. Janice Gott will be helping him draw up grant language.

New Business:

- A. Sloans Valley Management Committee – Mary suggested that some of the local people who helped at the cleanup might be interested in being on the committee.
- B. RKC Archives – Sean has a box of important RKC records. It might be a good idea to have them scanned onto disk and saved in another location. At least a list of the documents should be on the RKC website.

Next Meeting: The Spring meeting will be held on Sunday, March 24th, 2019 at 2:00 p.m., presumably at the Burlington Library.

Adjournment: Motion to adjourn made by B. Roth, seconded W. Jud, at 4:26 p.m., Passed unanimously.

Meeting Minutes prepared by Janice Gott, Secretary.

Action Items

- 1. Winter Newsletter to be composed. – Bush, with input from all
- 2. Mail or email newsletter or postcard - Gott
- 3. Banner and Poster for Own Sloan is needed before Winter Adventure Weekend - Cain
- 4. Tri-fold brochure update.
- 5. Ask NSS representative for details how other funds structured their NSF endowment fund – Cain
- 6. Meet with NSF representatives again - Cain
- 7. Collect and scan waivers – Roth
- 8. Friends of Great Saltpetre Cave, approve amended GSP Management Plan - Dobbs
- 9. Write proposal for Education Grant Program – Roth & Gott

New Waiver In-Between Meeting Motion 10/10/18

To accept the new waiver indicated as Rev 3.102018 (Roth, Gott, 5-0-0)

Sloans Valley In-Between Meeting Motions 10/24/18

MOTION #1: Sloans Valley Cave Entrances Six Step Plan:

- 1) **Mary’s Loan** - Mary Gratsch loans \$60,000 to RKC, and RKC gives her a note detailing their intention to repay her (1) \$35,000 as soon as Eric Sellers gets his financing and closes with his bank, along with any interest that may be collected from Eric on those funds, and (2) \$25,000 as RKC collects acquisition funds for their new Sloans Valley Entrance property, paid quarterly, at no interest for one year, and at 2% interest thereafter on the balance until she is paid back.
- 2) **October 25th Closing with Wells Fargo** – At Bruce Orwin’s office, (1) RKC brings a cashier’s check for \$60,000 for Wells Fargo, and (2) Eric Sellers signs a mortgage with RKC. The terms in the mortgage are no interest for 90 days, and 4% interest-only payments for another 90 days. The loan is due at 6 months, at which point RKC has the right to foreclose, although they could arrange to extend the agreement if they wish. The mortgage, and/or the related option to buy agreement, also states that when RKC receives a deed to their desired cave entrance lot, \$25,000 of the loan will be forgiven/absolved/satisfied. Also at the closing, or before it, (3) Joshua Crockett will sign a Quit Claim deed to cede any rights to property in the Sloans Valley area to Eric Sellers. Our understanding is that his sister has already signed a similar Quit Claim document. This should settle any stray boundary problems in the vague legal descriptions in the deed. (4) Eric Sellers receives a deed for the property from Wells Fargo. The Wells Fargo to Eric Sellers deed will necessarily use the existing poor legal description. (5) Sellers signs an Option to Buy agreement with RKC for the cave entrance lot. (6) The deed, quit claim deed and option to buy are filed with the Pulaski County Clerk.
- 3) **Survey** - Eric Sellers pays for a survey of two areas – a rather small building lot around the house, and the RKC lot. The building lot survey will be used for the bank’s requirement, and the RKC lot will have a good legal description to use on their deed. This should be done in the next few weeks, as the surveyor has time and reasonable weather.
- 4) **Subdivision** – At another closing at Bruce Orwin’s office, the Crockett property will be subdivided. (1) RKC will receive a deed from Eric Sellers for the Cave Entrance lot, using the new survey legal description. (2) This will fulfill \$25,000 of his mortgage with RKC. (3) Eric will have a new deed, describing his greater property by a description of the neighboring properties that bound it, minus exceptions within it including the RKC property, and inclusive of the survey description of the building lot. (4) The two deeds are filed with the County Clerk. His new deed should be satisfying to his bank.
- 5) **Bank Loan** – (1) Eric Sellers takes his new deed to his bank, and finances his improved property loan with them. (2) RKC receives \$35,000 from the loan. (3) RKC closes their mortgage with Eric Sellers and files a Deed of Release. (4) Mary Gratsch receives \$35,000 from RKC against her note with RKC, along with any interest that has been collected from Eric if this process has taken more than three months.
- 6) **Acquisition Fund** – RKC continues to raise money to repay Mary Gratsch the remaining \$25,000. Quarterly payments are made to her. If this process takes more than a year, interest is also paid to her by RKC on the outstanding balance on a quarterly basis.

MOTION #2: Deed Restriction

When the deed to the cave entrance lot is created in step 4, it includes a statement that this property is hereby permanently deed restricted to prohibit residential **or commercial** development.

MOTION #3: Mary’s Loan Note

To approve the attached “Mary Gratsch Loan Agreement 2” with any minor changes necessary.

MOTION #4: Option between Eric Sellers and RKC

To approve the attached “Sellers to Karst Conservancy” Option to Buy the Sloans Valley Cave Entrance lot from Eric Sellers, with any minor changes necessary.

MOTION #5: Check Signing by Werner Jud

In order to facilitate the mortgage for the Sloans Valley property with Eric Sellers, to allow a one-time override of RKC bylaws, (Chapter 5, Section C 4 e) that any check over \$1,000 carry two signatures. In this instance, preparation of a cashier’s check to Wells Fargo Bank for \$60,000 may be handled by Werner Jud alone.

Passed 10/26/18 (Gott, Jud , 5-0-0)



WINTER 2018 MEETING AGENDA

Sunday, December 2, 2018

Scheben Branch Library, Union, KY

- **Call to Order – Sean Cain**
- **Announcements**
- **Secretary’s Report – Janice Gott**
 - A. **In-between meeting 5 motions**
- **Treasurer’s Report – Werner Jud**
- **Committee Reports**
 - A. **Membership/Message Committee – Janice Gott**
 - a. Holiday Postcard
 - b. Next Newsletter content
 - c. RKC tri-fold flyer revision
 - B. **GSP Committee – Neena Jud**
 - a. Roadway Flood Mitigation Grant
 - C. **Misty Committee – Sean Cain**
 - D. **Skylight Committee – Thor Bahrman/Jerry Brandenburg**
 - E. **Cornhole Committee – Mary Gratsch**
 - F. **Fundraising Committee**
 - a. This Committee needs a chair
 - b. Sloans Valley Fund
 - c. Acquisition Fund Replenishment
 - G. **Acquisition Committee – Bob Dobbs**
 - 1. Acquisition Report – Bob Dobbs
 - a. Sloans Valley Entrance Option signed
 - 2. Conservation Easement Committee Report – Janice Gott
- **Old Business**
 - Elections: Janice Gott’s term expiring in March 2019
 - a. Currently Gott is the only nominee
 - NSF Investment program for Endowment Funds – Mary Gratsch
 - Waiver Consolidation - Bob Roth
 - “Friends of Great Saltpetre” Memorandum of Understanding – Bob Dobbs
 - Grant for Education – Roth, Gott
- **New Business**
 - 1. Will soon need a Sloans Valley Committee
- **Next Meeting Date**
- **Motion to Adjourn**