

NORTHEASTERN CAVE CONSERVANCY, INC.

Board Meeting Minutes

Submitted by Christa Hay

12/14/03 CT Male Associates, 9:30 AM

Meeting called to order at 9:45

1. Introduction and greetings – President Bob Addis
2. Attendance:
Officers: B. Addis, B. Folsom, J. Levinson, C. Hay
Trustees: J. Allison, J. DeGroff, V. Kappler, A. Lehmann, E. Lucas, S. McLuckie, P. Murphy, J. Siemion, M. Warner
3. Nominating Committee Report - Bob Simmons- Attachment A-1(found at end of document)
4. Addis moved to convene a meeting of the Trustees to elect Officers. Ed Lucas presided over the elections as Chairman of the Trustees. The new Officers were seated at this time.
2nd by Allison
Passed unanimously

Due to no other nominations the existing Officers where elected to the same positions:
President – B. Addis
Vice President – B. Folsom
Treasurer – J. Levinson
Secretary – C. Hay
5. President's Report – Bob Addis – Attachment A
 - NNJCC – meeting on January 6th- several NCC members to attend.
 - Publicity with employer as a NCC volunteer.
6. Vice President's Report – Bill Folsom – Attachment B
7. Treasurer's Report – Joe Levinson – Attachment C
8. Secretary's Report – Christa Hay - oral
 - Electronic vote for Clarksville survey passed.
For – Rest, Abstained – Murphy, Lehmann No response – Warner
9. Acquisitions Committee Report –Chuck Porter – oral
 - Clarksville – Presidents report covered most
 - Ella Armstrong - still in the works.
 - South Bethlehem – keeping in touch with lawyer.
10. Conservation Committee Report - Joe Armstrong – oral
 - Cleanup part I of Knox - there will be a part II in the spring
 - Will be setting up more of the same for next year.
 - Thanks for taking the garbage away.
11. Fundraising Committee Report - Alan Traino
 - See VP report
12. Membership Committee Report - Tonya Smothers – no report
13. Office Committee Report – Emily Davis / Mike Warner- Attachment D

14. Knox Cave Preserve Report – Emily Davis – Attachment E
15. Onsequethaw Cave Preserve Report – Thom Engel – no report.
16. Sellecks Karst Preserve Report - Jon Allison – oral
 - Levys – rock in entrance is stable for now – will check again in spring.
 - Sellecks – log in entrance will check in spring.
17. Proposed Clarksville Preserve Report - Mike Warner – oral
 - Continue working on stewardship, conservations issues and management plan issues.
18. Publications/Publicity Committee Report - Christa Hay- oral
 - Newsletters going out
 - Write up for NSS News on Clarksville.
19. Website Subcommittee Report – Norm Berg – no report.
20. Land Trust Liaison Committee Report – Mike Warner- oral
 - ALC want to take a conservation easement on Clarksville – start this early in Clarksville purchase process.
 - April 15 -17, 2004 – National Cave Conservancy Forum, Lewisburg, WV. NCC sending representatives.
21. NCKMS 2005 Report - Mike Warner – oral
 - In process of putting information on webpage.
22. Legal Committee Report – Dan Werner.
 - Some info in VP report.
23. Addis moved to open the Committee of the Whole. The Vice President will preside.
2nd by Levinson
Passed unanimously
 - Bob Simmons – keeping in touch with cave owners in Connecticut. Has NCC looked for environmental issues on Clarksville property? Bob S- has volunteered to do an environmental run thru in spring of 2004.
 - Bill Folsom –is liability insurance necessary? Discussed CT vs. NY. Cave for pay groups already name NCC as additional insured on their insurance.
 - Jeff DeGross – blasting starting soon in quarry. Beneficiary of Halloween at Howes; 04 – Hospital; 05 NCC has applied.
 - Vince Kappler – what is going on with property markers? Thom Engel was making?
 - Joe Armstrong – logging would be an asset on Clarksville if NCC needed money.
 - There was discussion concerning conservation easements – we lose value on land and then have less collateral for a loan.
24. Folsom moved to close the Committee of the Whole.
2nd by Lucas
Passed unanimously
25. Hay moved to accept the minutes of the September 20, 2003 meeting.
2nd by Levinson
Passed unanimously

26. Addis moved to offer up to \$20,000 for Ella Armstrong and the surrounding approximate 14 acres. The terms shall maximize at 7% interest, 5 year term, \$6,000 deposit, and a June 2005 closing date. There shall be no prepayment penalty.

2nd by Allison

Passed unanimously

27. Kappler moved the Executive Committee is authorized to negotiate with ~~commercial~~ institutions and/or individuals to secure funding for the Clarksville property. Terms and conditions of all loan contracts must be reviewed and approved by a 2/3 majority of the ~~entire~~ Board of Trustees.

2nd by Folsom

Amended by Levinson to remove words.

2nd by McLuckie

Amendment passed unanimously

Amended motion **Passed unanimously**

28. Levinson moved to accept the 2004 budget as attached in the treasurer's report.

2nd by Warner

Passed unanimously

29. Addis moves the Northeastern Cave Conservancy, Inc. enters into an agreement with June Alberts, Jeanette Olson, and Jennie Moak to purchase 11 Acres, more or less, surrounding Clarksville Cave, Albany County, NY for \$50,000.00. The sales price shall be divided into payments for the three abovementioned owners. A contingency fee of \$6000.00 is established for closing costs.

2nd by McLuckie

Passed unanimously

30. Addis moved that the Officers will conduct an Executive Committee meeting on January 17th at 3:00pm at Howe Caverns restaurant.

2nd by Levinson

Passed unanimously

31. Addis moved that the next NCC Board meeting will be held on Saturday March 27th at 2:00 pm at the Cave House.

2nd by Levinson

Passed unanimously

32. Addis moved to thank Christa Hay and CT Male Associates for the meeting arrangements.

2nd by McLuckie

Passed unanimously

33. Addis moved to adjourn.

2nd by Levinson

Passed unanimously

Meeting adjourned at 1:05 pm.

ATTACHMENT A-1
REPORT OF THE NOMINATING COMMITTEE
December 14, 2003

1. Requests for nominations for the four officer positions were sent via e-mail to the NCC and NRO list serves on two occasions.
2. A request for nominations was also included in the last NCC newsletter.
3. The committee has received no new nominations.
4. Each of the present officers has been contacted with respect to serving another term.
5. Each of the present officers has indicated that they will sit for another term in their present positions at the pleasure of the Board.
6. The nominating committee hereby presents the following slate of candidates for the Boards consideration:
 - President – Bob Addis
 - Vice President – Bill Folsom
 - Secretary – Christa Hay
 - Treasurer – Joe Levinson

Respectfully submitted,

Robert Simmons
Nominating Committee Chair

ATTACHMENT A
PRESIDENT'S REPORT
December 14, 2003

The big news is the rapid progress made by the Acquisitions Committee to acquire about 11 acres around Clarksville Cave. We have a basic written agreement signed by June Alberts representing the 3 sister-owners and also signed by myself. Probably it is not a total and legal binding document, one reason being the clause that the NCC Board must approve any final agreement and all 3 sisters must sign. Mike Breen of Middleburgh is on board as our attorney, and his office will prepare a final agreement. Mike will have to have the survey drawing showing the subdivision and the legal description of our parcel.

The survey has commenced and it is possible that the field work can be completed before the heavy snows blanket the ground. This leaves the drawing and legal description for them to do, so that part of it should not take very many weeks into 2004. One good selling point to the Alberts was that our survey would be around the entire parcel and thus would serve as a finished survey should the Alberts ever sell in the future. Or it would be a good base for future subdivisions for the Alberts if they choose that route. In all case, our survey has value to them.

Chuck Porter and I have a very positive visit with the Town of New Scotland's Building Inspector, Paul Catlin. This could be the only town in New York State where the entire subdivision process is approved by the Building Inspector - no public announcements, no public hearings in front of a commission. The 3 or 4 pages of surveying and environmental requirements seemed very straightforward. In fact, one form was nearly completed during our visit to his office!

Part of the agreement mentioned above is that the owners will construct a gravel parking lot on our new land. We have a verbal agreement that in the immediate future we will continue to use the existing upper parking lot, but out of all of this we will get a new parking lot.

Elsewhere you will learn of exciting news from the Fund Raising Committee. Bill Folsom has been working with Alan Traino to get a good method for the NCC to accept credit card donations. The Office Committee reports a very encouraging burst of donations, some in the hundreds of dollars, upon hearing of the Clarksville agreement (through the underground?).

Not to ignore other possible acquisitions, you will hear of progress on several fronts.

All in all, there is forward momentum in the NCC, and it is exciting! Cavers are stepping forward to help in many ways, donating time, talent, and money. These are good days as the NCC moves into its fifth year as a member-based organization. Thanks to all of you.

Bob Addis

Attachment B
Vice President's Report

12/14/03

NCC to accept credit cards

I am working with Alan Traino on getting this set up. My role is to run the software that we will run monthly that will debit those NCC members who wish to donate a specific dollar amount over time. The software will also be able to handle one-time charges such as special donations and yearly NCC membership dues. The software package was recommended by Bill Stringfellow who handles this currently for the SCC. The name of the program is PC Charge Pro and is installed on my PC ready for the specific credit card payment processor we end up going with. Note that Alan Traino donated the cost of the software in order to speed up the process so we are ready to fundraise for Clarksville.

Preparations for potential NCC acquisitions in Northeastern states other than New York

Dan Werner, NCC Legal Committee Chair notified me that he believes we need to register as a foreign corporation in any state in which we own property. I have started the process for VT and will leave it up to the Board when we spend the money for this, as it does cost \$125 on a yearly basis as well as a \$125 up front filing fee. Next on my list would be MA, CT and then NJ, but we do not need to register until we have a pending acquisition.

Dan also writes that the NCC may want to consider registering as a formal Charity in New York State:

The Charities Bureau itself is fairly helpful answering questions about whether you need to register, and if so, how to register. You may want to give them a call directly. It may be that NCC is under the \$25,000 threshold for filing the annual report, but as NCC grows (hopefully!!!), you all should look closely at the registration requirements.

NY AG's charity registration requirements:

<http://www.oag.state.ny.us/charities/forms/char023.pdf>

For more general information, go to
<http://www.oag.state.ny.us/charities/charities.html>

Attachment C
Treasurers Report
For
The Northeastern Cave Conservancy, Inc.
14-Dec-03

As of 9-Dec-03 we had \$21,293.25 in our bank account. In addition, at the last accounting, we had assets around \$12,333 being held by the National Speleological Foundation. We have also been notified that we are receiving a grant from the foundation towards Clarksville in the amount of \$2,200.

Respectively submitted,

Joe E. Levinson

Attachment D
Office Committee Report

12/14/03

The Pete Johnson Fund is over \$1100. I am hoping for more now that the NE Caver has publicized the fund. I will be sending out thank you letters and a list to Pete's family at the end of the year.

Donations are already coming in for Clarksville.

Emily Davis
Northeastern Cave Conservancy
Office Committee

Attachment E
Knox Cave Preserve Report

12/14/03

The Knox cave road repaving is done. Special thanks to Ken Fortuin, who called me to let me know that the workmen were moving out and had not repaired the damage that they had done to the parking area. I called Callanan and they're gravelling the parking area.

I am in favor of putting a sign up with contact information at the cave entrance. We do not have people arrested who have not been in the cave so this is a good place for the sign. I have made two of these in the past. One lasted about 1.5 years the other for only 3 months. Would someone be willing to make a couple more and we could replace them when they get destroyed? I would like to design the text for this if we can get someone to make it.

Emily Davis
Northeastern Cave Conservancy
Knox Cave Preserve

Description	<u>Budget for 2004</u>							Actual From 2003
	Actual From 2003	Budget	Fund	Income				
Knox Property	\$ 75.00	\$ -	Preserve	Regular Members	75	\$ 15.00	\$ 1,125.00	
Onesquathaw Property	\$ 75.00	\$ -	Preserve	Family Members	10	\$ 5.00	\$ 50.00	
Selects Property	\$ 75.00	\$ 148.39	Preserve & General	Student Members	1	\$ 10.00	\$ 10.00	
Office Expense	\$ 100.00	\$ -	Mailing & Office	Benefactors	20	\$ 50.00	\$ 1,000.00	
Office of the President	\$ 15.00	\$ -	Mailing & Office	Institutional Members	6	\$ 100.00	\$ 600.00	
Office of the Vice President	\$ 15.00	\$ -	Mailing & Office					
Office of the Treasurer	\$ 15.00	\$ -	Mailing & Office					
Office of the Secretary	\$ 15.00	\$ -	Mailing & Office					
Web Site	\$ 25.00	\$ 22.00	Mailing & Office					
Mailings (4 Newsletter, 1 Election)	\$ 490.75	\$ 210.81	Mailing & Office					
Legal Fees	\$ 100.00	\$ -	Legal					
Promotional Items	\$ 1,000.00	\$ 724.53	General					
Petty Cash	\$ 50.00	\$ 46.83	Mailing & Office					
Total	\$ 2,050.75	\$1,152.56						

				Income					
								Actual From 2003	
							Subtotal of Membership	\$ 2,785.00	\$3,055.00
				Donations				\$ 5,000.00	\$8,051.97
								\$ 7,785.00	
				Total Members	112				

Mailings	Price per Unit	Number	Total
Copying	\$ 0.05	1334	\$ 66.70
Postage	\$ 0.37	85	\$ 31.45
			\$ 98.15

Clarksville Purchase

PURCHASE:

Item	
	\$
Lawyer for closing	450.00
	\$
Survey	3,500.00
	\$
Taxes	750.00
	\$
Recording Fee	75.00
Realty Transfer	\$
Tax	115.00
Notice of Settlement	\$
	75.00
	\$
Misc	1,035.00
	\$
Purchase Price	50,000.00
	\$
Total	56,000.00
	\$
Difference	(24,261.40)

Actual \$\$\$

NSS Grant	\$
	\$
NSF Grant	2,200.00
	\$
CCG	438.60
	\$
Pledges	7,100.00
Promisary	\$
Loans	22,000.00
	\$
Total	31,738.60