

ERIE TO PITTSBURGH TRAIL ALLIANCE, INC. (EPTA)
Minutes of October 17, 2018 Annual Meeting
Held at The Hi-Ed Building, Corry, PA

Participants

Organization

Voting Members

Bob Jennings	Allegheny River Trail in Clarion (ART in C)
Chris Ziegler	Allegheny Valley Land Trust (delegate) (AVLT)
	Butler Freeport Community Trail (BFCT)
Jim Fincher	Chautauqua Rails to Trails (CRT)
Marty Radock	IMPACT Corry (IC)
Barney Scholl	Mercer County Trails (delegate) (MCT)
Kim Harris	Oil Region Alliance (delegate) (ORA)
Leah Carter	Titusville Area Trails Association (delegate)(TATA)
Ron Steffey	At-Large (delegate)
Roy Weil	At-Large (delegate)
Debra Frawley	At-Large (delegate) <i>Pennsylvania Environmental Council</i>

Voting Members Absent:

Bill Weller	Allegheny Valley Trails Association (AVTA)
Courtney Mahronich Vita	Friends of the Riverfront (FOR)
Tom Baxter, IV	At-Large
Toni Henry	At-Large
Sandy Mateer	Redbank Valley Trails (RVT)
Emily Beck	VisitErie

Guests:

Designated Alternates--

Marilyn Black	Alternate for ORA
Mary Shaw	At-Large (alternate for Mr. Weil)
Marty Radock	Impact Corry
Tyler Dingfelder	Clear Lake Authority
Bill Hayes	Clear Lake Authority
Chuck Thompson	Tri-County Snowmobile
Laura Hawkins	Main Line Canal Greenway
Erin Wiley Moyers	DCNR

President Barney Scholl called the meeting to order at 10:04 A.M. welcoming everyone to the meeting. Self-introductions were made by meeting attendees.

A quorum of the Board of Directors was present (25% of the total shall constitute a quorum).

Approval of Minutes: The minutes of the July 25, 2018 regular quarterly EPTA Board of Directors meeting were provided in advance. It was noted asked if the discussion regarding an audit committee was an action, because that was not reflected in the minutes. Those in attendance agreed there was not a motion made, it was discussion. L. Carter moved to approve the minutes as presented, seconded by J. Fincher. Motion approved.

Treasurer's Report: The Treasurer's Report was provided in advance of the meeting. R. Weil noted that he would be working on a draft budget for 2019 for action at the January 19, 2019 meeting. S. Mateer moved that the Treasurer's Report be placed on file, seconded by K. Harris. Motion approved.

Letters of Support: No letters of support were requested this past quarter.

Logo Usage Request: No logo use requests were received.

Secretary reported that the EPTA entered the Industrial Heartland Trail Coalitions "Shark Tank – Trail Edition" contest to win a cash prize. The contest focus was how to get more people involved with your trail. The EPTA submitted their pre-entry submission with a focus on purchasing a drone to film complete and not complete sections of trail (gaps), marketing completed sections completed to potential users, and gaps to potential funders and partners. The contest was canceled because ORA was the only formal pre-submission.

Grant Opportunities and Workshops- Erin Wiley Moyers, DCNR Regional Advisor issues a fairly comprehensive list of grants, workshops, and other pertinent information via email weekly. A reminder was made about the upcoming DCNR grant workshops in November; if you plan on applying for a DCNR Community Conservation Partnership Program grant, you should plan on attending one of the workshops, if at all possible.

Old Business:

1. **Policies Based on PANO Recommendations** – There are several policies that the Pennsylvania Association of Non-Profit Organizations (PANO) recommends all non-profits have to be sure they are legally in compliance within the Commonwealth of Pennsylvania. M. Black will be providing drafts of policies over the next several meetings for review and approval of the EPTA Board.
 - **Whistle Blower Policy** - draft of a policy covering this subject was provided in advance of the meeting for review. The draft presented is based on a model from PANO. After discussion and changes to the draft policy were made and read aloud R. Steffey moved to approve the Whistle Blower policy as read, R. Weil seconded. Motion approved. A copy of the revised policy is attached to these minutes.
 - **Conflict of Interest Policy** - draft of this policy covering this subject was provided to Board of Directors in advance of the meeting for review. The draft presented prior to the meeting was based on a model from PANO. After discussion and recommended changes were addressed, and the revised sections of the policy were read aloud R. Steffey moved that the policy be approved as read, L. Carter seconded. Motion approved. A copy of the revised policy is attached to these minutes.

A copy of the policies will be placed on the EPTA website, and an electronic copy will be sent to Board Members. Board Members are required to complete and sign Conflict of Interest Policy Annual Affirmation of Compliance and Disclosure Statement. The EPTA will maintain the completed forms on file with the Secretary of the Organization. Completed signed forms shall be returned to the Secretary prior to the January 19, 2019 meeting.

2. **Officer and Directors Insurance:** Insurance has been secured.
3. **Pennsylvania Association of Non-Profit Organizations:** The EPTA Membership to PANO is expiring; K. Harris moved to renew our membership at a cost of \$100 per year, R. Weil seconded. Motion approved.
4. **Strategic Plan Discussion:** Notes of the Executive Board Conference Call prepared by B. Scholl were provided in advance.

5. **EPT Gap Committee:** A report dated October 5th was distributed prior to the meeting. R. Steffey provided a brief update regarding a meeting the committee had with the Impact Corry, the Tri-County Trail Blazers, and Clear Lake Authority Representatives regarding the trail from Corry to Spartansburg, and Spartansburg to Centerville after the report was submitted to the Secretary for distribution. In addition, the Gap Committee is looking at ways on how to make gaps in the trail system more appealing to investors, how do we convey the message of the gap to spark their interest? We have discussed the possible use of drone, and/or video. It was noted that the Board is aware that the Committee has been very busy, and accomplishing much, and it would benice to have the spreadsheet explained, even though it is fluid, and always will be so.

It is important for the EPTA Gap Committee to stay on top of projects on gaps on the EPT corridor. It will be most helpful to provide helpful information to funding sources and provide support to gap projects knowing at the least of an upcoming project seeking funding with a summary that includes the goal, scope of work, and tentative budget in the application to assist the Gap Committee keep abreast of what is occurring on the gaps. R. Steffey moved that the EPTA Board approve the Gap Committee to request organizations seeking EPTA support for grant applications to provide the Board and Gap Committee with a summary description to be provided prior to the EPTA meeting preceding the funding application due date, L. Carter seconded. Motion approved

6. **Sales Tax Exemption:** Complete
7. **PA Sales Tax License:** R. Weil reported that there was no progress.
8. **Update on RTC Trail Counter:** The Gap Committee still needs to develop a use policy.
9. **EPTA Signage at all Trailheads:** M. Black provided a report on the recently installed kiosks along the EPT.
10. **Marketing Committee:** a report was sent out prior to the meeting. It was noted that no Committee Meeting has been held.
11. **Industrial Heartland Trail Coalition Update:** D. Frawley provided a brief update on the IHTC Summit, and the Appalachian Regional Commission grant that PEC applied for to conduct a feasibility study of the gaps along the EPT and PA Wilds Loop corridors.
12. **Erie to Pittsburgh Trail Northern Endpoint:** No report available. A meeting of the stakeholders is necessary to discuss. M. Baker may be able to assist with bringing stakeholders together.
13. **General Membership:** No past list of previous general members is available. If you have any information on them, please pass on information to L. Carter.
14. **“Swoosh” Design:** A proposal for the header will be available for the January 2019 meeting.

New Business:

1. **Long-Range Transportation Plan-** Both the Northwest and Southwest Commissions have Long Range Transportation Plans (LRTP) underway. M. Black prepared a written overview of the NW Commission LRT and included links for information on the Southwest Commission’s LRTP. It was stressed that it is extremely important that those involved in trail development be aware, and participate in the studies, by preparing and submitting the surveys.
2. **Equipment To Facilitate Call Into EPTA Meetings-** EPTA Meetings travel along the corridor for its quarterly meetings. The bylaws permit calling into meetings for participation. After discussion on different types of possible avenues of attending meetings from a remote location K. Harris moved that the EPTA purchase equipment to permit members to participate remotely in meetings if necessary through the purchase of a MVOICE8000EX-B Expandable USB/BT Conference Speaker Phone with extension microphone at a cost not to exceed \$400.00, L. Carter seconded. Motion approved. K. Harris will purchase equipment for EPTA just prior to the January 16, 2019 meeting, so there is time to return the item if it does not function properly for us.

3. **EPTA Annual Report**- C. Mahronich at the request will draft an annual report for EPTA; the Board will review the report prior to it being released. This report is important for when an individual trails speak about being part of the EPT, when the EPTA is seeking funds and support, and when the organization is looking to engage potential new partners.
4. **EPT Summit** – Discussed the possibility of having a regional summit in 2020 somewhere along the EPT. PRPS provides a grant opportunity with DCNR grants to host regional summits on the years, there is no PA Statewide Summit. The EPTA Board felt this can help many municipalities and local/regional trail groups that do not have time and resources to attend educational sessions across the state. Those interested in serving on a committee to help put a summit together in 2020 along the EPT should let B. Scholl know.

Member Reports on Progress: - Written reports received from members were distributed electronically with the agenda packet prior to today's meeting.

Adjournment: - J. Fincher moved to adjourn the meeting, seconded by B. Jennings. Motion approved. Meeting adjourned at 1:50 PM.

The January 16, 2019 meeting will be held at 10:00 AM in Franklin, PA with the location to be announced.

Respectfully submitted,
Kim Harris, EPTA Secretary
Minutes Prepared November 30, 2018

Whistleblower Policy

Adopted by motion of Board of Directors of
Erie to Pittsburgh Trail Alliance (EPTA) on October 17, 2018
Effective upon Adoption

The Erie to Pittsburgh Trail Alliance (EPTA) is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. EPTA requires members of the Board of Directors and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This Whistleblower Policy reflects the practices and principles of behavior that support this commitment. It is important that EPTA be apprised about unlawful or improper workplace behavior including, but not limited to, any of the following conduct:

- Theft;
- Financial reporting which is fraudulent, intentionally misleading or negligent;
- Improper or undocumented financial transactions;
- Forgery or alternation of documents;
- Unauthorized alteration or manipulation of computer files;
- Improper destruction of documents;
- Improper use of EPTA assets, including, but not limited to its funds, supplies, intellectual property and other assets;
- Improper access and/or use of confidential donor information;
- Authorizing or receiving compensation for goods not received or services not performed;
- Any other improper occurrence regarding cash, financial procedures, or reporting;
- Violations of EPTA's conflict-of-interest policy;
- Any abuse of, harassment of, or discrimination against an EPTA director, volunteer, consultant, employee, client, vendor or others; and
- Failure by EPTA to provide reasonable accommodation for disability or religious belief.

Employees and directors should feel free to raise issues of concern, in good faith, without fear of retaliation. Members of the Board of Directors and employees will not be disciplined, demoted, lose their jobs, or be retaliated against for asking questions or voicing concerns about conduct of this sort. Employees and/or other interested persons are encouraged to report any such improprieties without fear of retaliation or intimidation. In order to encourage the reporting of such wrongful actions against EPTA's interest, this Whistleblower Policy also applies to situations involving harassment and/or employment discrimination.

EPTA Executive Committee will investigate any possible fraudulent or dishonest use or misuse of EPTA's resources, or abuse, discrimination or a failure to provide reasonable accommodation, by directors and/or staff. The Executive Committee or Board of Directors for EPTA will take appropriate action against anyone found to have engaged in fraudulent, dishonest, abuse or discriminatory conduct, including disciplinary action by EPTA, or civil or criminal prosecution when warranted.

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of EPTA's policies. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the Board of Directors position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

ERIE TO PITTSBURGH TRAIL ALLIANCE (EPTA) CONFLICT OF INTEREST POLICY

Adopted by motion on October 17, 2018; Effective Immediately

I. Application of Policy

This policy applies to Board members of the Erie to Pittsburgh Trail Alliance (EPTA). Persons covered under this policy are hereinafter referred to as “interested parties.”

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of the organization. There are a variety of situations which raise conflict of interest concerns including, but not limited to, the following.

Financial Interests - A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by the organization. Examples include situations where:

- the organization contracts to purchase or lease goods, services, or properties from an interested party, or a relative, or business associate of an interested party;
- the organization purchases an ownership interest in or invest in a business entity owned by an interested party, or by a relative or business associate of an interested party;
- the organization offers employment to an interested party, or a relative, or business associate of an interested party, other than a person who is already employed by the organization;
- an interested party, or a relative or business associate of an interested party, is provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with the organization;
- an interested party, or a relative or business associate of an interested party, is gratuitously provided use of the facilities, property, or services of the organization.

Other Interests - A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his/her relationship with the organization, or where his/her duty or responsibility owed to the organization conflicts with a duty or responsibility owed to some other organization. Examples include where:

- an interested party seeks to obtain preferential treatment by the organization for himself, or relative, or business associate;
- an interested party seeks to make use of confidential information obtained from the organization for his own benefit, or for the benefit of a relative, business associate, or other organization;

- an interested party seeks to take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which s/he has reason to believe would be of interest to the organization.

The EPTA recognizes that all trail group Board members have a potential inherent conflict of interest, since they are dedicated to their individual trail as well as the goals of the EPTA. Such Board members need not further describe this inherent potential conflict. Each Board member, however, should assess how this loyalty to their individual trail affects individual decisions and issues before the EPTA, and give serious consideration to recusing themselves from either voting on ultimate decisions, or possibly even discussions on issues directly affecting their individual trail.

III. Disclosure of Actual or Potential Conflicts of Interest

An interested party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

An interested party shall complete a questionnaire, in the form attached hereto, to fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon his/her association with the organization and shall be updated annually thereafter during each Erie to Pittsburgh Trail Alliance Annual Board meeting. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

For Board members, the disclosure statements shall be provided to the Secretary of the Board, or in the case of the Secretary's disclosure statement shall be provided to the President of the Board.

The Secretary of the Board of Directors shall file copies of all disclosure statements with the official corporate records of the organization.

IV. Procedures for Review of Actual or Potential Conflicts - Generally

Whenever there is reason to believe that an actual or potential conflict of interest exists between the Erie to Pittsburgh Trail Alliance and an interested party, the Board of Directors shall determine the appropriate organizational response. This shall include, but not necessarily be limited to, invoking the procedures described in Section V, below, with respect to a specific proposed action or transaction.

V. Procedures for Addressing Conflicts of Interest - Specific Transactions

Where an actual or potential conflict exists between the interests of the Erie to Pittsburgh Trail Alliance and an interested party with respect to a specific proposed action or transaction, EPTA shall refrain from the proposed action or transaction until the proposed action or transaction has been approved

by the disinterested members of the Board of Directors of the organization. The following procedures shall apply:

- An interested party who has an actual material conflict of interest with respect to a proposed action or transaction of the corporation shall not participate in any way in, or be present during, the deliberations and decision making of the organization with respect to such action or

transaction. The interested party may, upon request, be available to answer questions or provide material information about the proposed action or transaction.

- The disinterested members of the Board of Directors may approve the proposed action or transaction upon finding that it is in the best interests of the corporation. The Board shall consider whether the terms of the proposed transaction are fair and reasonable to the organization and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- Approval by the disinterested members of the Board of Directors shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

VI. Violations of Conflict of Interest Policy

If the Board of Directors has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstances, the Board determines that the interested party has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Enclosures: Annual Affirmation of Compliance with Conflict of Interest Policy
Disclosure Statement – Actual or Potential Conflict of Interest

NOTE: The Model Policy on which the HeritagePA Policy and Disclosures are based was copyrighted 2005-2016 by Maryland Association of Nonprofit Organizations, dba Standards for Excellence Institute, offered under licensing agreement through the Pennsylvania Association of Nonprofit Organizations (PANO) which is located at 4801 Lindle Road, Harrisburg, PA 17011; (717) 236-8584; www.pano.org. EPTA is a member of PANO.

**Erie to Pittsburgh Trail Alliance (EPTA) Conflict of Interest Policy
Annual Affirmation of Compliance and Disclosure Statement**

I have received and carefully read the Conflict of Interest Policy for Board members of the Erie to Pittsburgh Trail Alliance and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that EPTA is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Except as otherwise indicated in the Disclosure Statement and attachments, if any, below, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of the Erie to Pittsburgh Trail Alliance, nor does any relative or business associate have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a material conflict of interest, I will promptly and fully disclose the circumstances to the President of the Board of Directors of EPTA.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

I presently serve the Erie to Pittsburgh Trail Alliance in the following capacities:

- Board of Directors
- President, Vice President, Secretary, Treasurer, or another Elected Officer (Specify: _____)

Name (Please print): _____

Signature

Date

Erie to Pittsburgh Trail Alliance (EPTA) Disclosure Statement
Actual or Potential Conflict of Interest

Please complete the questionnaire, below, indicating any actual or potential conflicts of interest. If you answer “yes” to any of the questions, please provide a written description of the details of the specific action or transaction in the space allowed. Attach additional sheets as needed.

Financial Interests - A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by the organization.

Please indicate, during the past 12 months:

Has the organization contracted to purchase or lease goods, services, or property from or otherwise had a direct business relationship with you, or from any of your relatives or business associates? ___ Yes
___ No

If yes, please describe:

Has the organization purchased an ownership interest in or invested in a business entity owned by you, or owned by any of your relatives or business associates? ___ Yes
___ No

If yes, please describe:

Has the organization offered employment to you, or to any of your relatives or business associates? ___ Yes
___ No

If yes, please describe:

Have you, or have any of your relatives or business associates, been provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with the organization? ___ Yes
___ No

If yes, please describe:

Have you, or any of your relatives or business associates, been gratuitously provided use of the facilities, property, or services of the organization or received a grant, loan or other financial assistance from the organization? ___ Yes
___ No

If yes, please describe:

Has a relative had a direct or indirect business relationship with the organization? Yes

No

If yes, please describe:

Have you served as an officer, director, trustee, key employee, partner or member/shareholder of an entity doing business with the organization? Yes

No

If yes, please describe:

Other Interests - A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he/she would not have obtained absent his/her relationship with the organization, or where his/her duty or responsibility owed to the organization conflicts with a duty or responsibility owed to some other organization.

Please respond to the following questions indicating if you had this activity anytime during the past twelve months:

Did you obtain preferential treatment by the organization for yourself, or for any of your relatives or business associates? Yes

No

If yes, please describe:

Did you make use of confidential information obtained from the organization for your own benefit, or for the benefit of a relative, business associate, or other organization? Yes

No

If yes, please describe:

Did you take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which you had reason to believe would be of interest to the organization? Yes

No

If yes, please describe:

Name (Please print):

Signature

Date

