

September 28, 2022 RSCA BOARD MEETING Minutes_ Approved on 11/2/22

Attending: Steve Hohenwarter, Chuck Colson, Alana Hunter, Gail Scott, Derek Shaw, Michael Sheely, Andrew Olenik, Janet Spleen. Via Zoom: Noreene Sweeney, Mick Kauffman

Absent: Brad Boyd, Seth Obetz, Peggy Steinman, Rick Heilig

This meeting took place in person in the conference room of Lancaster Arts Hotel and via Zoom.

President Gail Scott called the meeting to order at 5:42 PM.

Minutes

Steve made a motion to approve the March minutes and Chuck seconded the motion.

Nomination of Directors to fill open seats: The three Director nominees attending this meeting were unanimously recommended by the Executive Officers, who reviewed seven applications at a Sept. 11 Officer's meeting. Pursuant to the bylaws, a majority of the Board can vote at any meeting to fill vacant Director positions. We have 4 of our 15 seats vacant. Gail noted that the question had been raised about whether the prospective board members should leave the room while the board voted.

Gail shared an emailed suggestion from Brad, that the nominations and introductions could be made today, but the Board should wait to vote at the next meeting. He also expects that we will receive more applications to consider.

Gail said that she was in favor of following the planned agenda to vote for the nominated board members at this meeting. She said that in her view, the Board would benefit from the participation of the new Directors in decisions that need to be made prior to the next meeting. There was additional discussion about precedent when the Board voted in the past on new Directors.

Alana asked if Brad was at the Executive Officer Sept. 11th meeting where the nominations for this meeting were originally discussed. Gail clarified that Brad was not present at the Officer's meeting, but that he was present when he was appointed to his Director position in the RSCA's March 2022 Board meeting, and subsequently participated in the rest of the meeting.

The nominees were invited to introduce themselves.

Derek Shaw introduced himself to the board, he was one of the Friends of the Rocky Springs Carousel Association when it first began. He is currently retired from the American Lung Association. He writes 4-5 articles per month for a trade publication called Amusement Today. He also helps with marketing at the Ma and Pa railroad, and has served in leadership roles at several Associations and nonprofits. He expressed his interest and excitement about the carousel.

Mike Sheely introduced himself to the board next. He has been retired from the postal service after 36 years of service. He is on the board of the Keystone Art and Culture Center and has been doing social media marketing and photography since 2012 for small businesses and nonprofits. He described his enthusiasm to be involved with the RSCA and how he grew up in Lancaster County with the carousel. He has children and several grandchildren.

Andrew Olenik has spent most of his career in software sales, and retired in 2020. He is the father of five children, with the youngest age 6 and the oldest age 17. He took some time off, and he now works for Google. He said that he is very interested in the community aspect of the association and the fundraising, and he believes that his strength will be in fundraising and finding potential locations. He has board experience and volunteer experience. He is a Scouting leader, and was invited to serve on the Lancaster Board of Performing Arts. He is originally from Delaware County, and attended Millersville University.

Vote for new Directors: Alana made a motion to appoint the new Directors. Mick made a motion to appoint all 3 in one vote. Chuck made a motion to table the vote until the next board meeting. He said that there may be other candidates applying as well. There was some discussion: Gail emphasized the importance of having board members who have marketing experience. Alana brought up that we could have them volunteer until the next meeting. Mick suggested that it would be unfair if we ask them to participate without being able to vote as board members. Gail expressed that she wants to bring in as many passionate and engaged board members as possible. She noted that at least one current Board member wants to step down, and there may be additional openings in that regard.

Andy suggested that since Brad's email initially raised the issue of tabling today's vote to appoint new Directors, the Board could choose to consider his email request as a "second" to Chuck's motion. There was general agreement with this, and Gail declared that Chuck's motion was therefore seconded by Brad.

Gail called for a vote on whether we should table the appointment of new Directors: Chuck voted yes, Brad was considered a yes, via his email request. Gail, Steve, Alana, Mick, Noreene, and Janet voted Nay. The motion to table the vote for the Director nominees was not passed. Alana seconded Mick's motion that all 3 candidates be voted on together. Gail called for a vote, and the result was unanimous to appoint the three nominees to Director positions on the Board.

President's Report: Gail described attending Eileen Gregg's well-attended book talk (~100 people) at the Garden Spot Retirement Community recently, sponsored by Lititz Historical Society, and making several contacts there who wanted to help us. She suggested that at least one Board Member continue to attend Eileen's talks to help with community outreach and marketing. Brad attended a talk early in the summer, and Noreene has as well. Eileen's next talk will be "First Friday" October 7th at Mulberry Art Studios. Eileen needs some computer or AV help with it, we have heard, if anyone can help, they should reach out to her. The RSCA is not sponsoring these events, but is supportive.

Prospective partner: Gail had a meeting last week with Jim Bland, Executive Director at Hands on House. Brad also met with them earlier in the Summer. They are interested in being a

potential partner, and she is encouraged about this opportunity. They have questions they need answered to develop a proposal.

Treasurer's Report: Steve reviewed the need for all Directors to complete a Conflict of Interest form. He then noted that he'd found that one of the two financial reports shared for this meeting (the year over year comparison) needed a correction, which he will fix and send out. We have \$21,730. In our account currently. Our year to date income = \$20,000 from Peggy Steinman and \$500 from Tom Wolf. Steve is working with the Fulton Bank loan officer on a revised loan document. The loan (balance \$88,751) was guaranteed by LNP but they want it changed. Gail and Steve are moving a Certificate of Deposit to the Fulton Bank from another bank to serve as the new collateral. Gail noted that the bank would not accept the carousel itself as collateral, and attempts to work out other options had stalled. Getting the loan changed has been a year-long effort. Steve said that our rate floats with the prime, so interest costs are increasing (more than \$100/ month) which will impact our budget for payments. Gail noted that we want to start paying down principal. The bank wants to know how many Officers will sign the new loan documents. There was a consensus that two is sufficient, and Gail and Chuck, as the President and Vice President will sign it.

Steve submitted the 2021 IRS 990 form, having earlier shared it with the Directors by email for approval. Steve made a motion to confirm the Board's approval. Alana seconded the motion. Gail called a vote to approve the submitted IRS 990. The vote was unanimous.

Steve filed a registration renewal form with PA's Board of Charitable Organizations, because ours was not kept current while the Board was inactive. He received a rejection, but believes that it was because he had submitted the prior year's form, and he will correct and resubmit.

Extraordinary Give discussion: We need either an a) "independent financial statement review" or b) an "audit", in order to participate in this November's ExtraGive, which has an October 10th application deadline (this is the Community Foundation's rule.) Steve called multiple accounting firms that do audits, and Gail reached out to more, but all were too busy to do it. Not all CPAs do audits or financial reviews. Andy will ask his brother who is a retired CPA, if he can do an independent financial statement review. Steve said he estimates that the cost for an audit would be about \$4-5,000, but a financial statement review will cost less, probably \$2500 or so. Concerns were raised if it would be worth it to participate this year, without having a partner yet, or a strong marketing message and a proposed site. There was discussion of a long-standing consensus among the Board, dating back to when the city site fell through, that without a new site & firm restoration plan, donors are reluctant to contribute to the RSCA. Chuck said that we have not asked for donations specifically yet, since relaunching. Gail agreed, but noted that we have not received any contributions *at all* through our website this year, which has a donation section that does ask for contributions, although the site is getting visitors. Andy made a motion to forgo the ExtraGive this year. Gail seconded the motion. A vote proceeded, with one Nay vote (Chuck) and nine Yays, so the vote carried. The decision to do a financial statement review in 2022 still will be discussed further at the next meeting, if we can get at least one quote, and a timeframe. The independent financial review can be used for 2

years, according to the Lancaster Community Foundation's ExtraGive rules. Alana suggested that it could be beneficial to do one this year.

Operations Committee report: Chuck explained the moving of our 3 trailers from the city-owned lot to the current location (provided by Pat Egan, owner of a security business). One of the trailers is not in good shape, and may need to be replaced, but the contents appeared to be preserved. (11/2 correction: One trailer is no longer locked.) Chuck will be replacing a tarp on one trailer, where there is a concern of some possible leakage at the door. Andy offered to help if needed. We have been asked to find a new storage location for the animals, but storage space is tight in the county and we haven't found any other options yet. We have a lease for 3 years, and Rob Ecklin said he will honor it, but the property manager informed us they will be doing work in the basement soon on the boiler. Gail asked Chuck to meet with the Ecklin property manager to review what work they plan and the safety of the animals.

Band organ: Chuck said that the band organ was successfully moved out of storage to Dutch Wonderland, with a truck and assistance from Seth Obetz. It's fully functional and operational after some minor repairs. Dutch Wonderland wants to hold a press conference in the park once it's on display. Tom Wolf will be coming up for another visit to tune it. Gail said that Tom needs us to find the organ's "tuning roll" among our music rolls in storage. Gail said that our attorney is working with Dutch Wonderland to finalize the terms of the loan agreement. We're having problems finalizing it, over insurance issues. We will be asking them if they will cover the insurance cost or put the band organ on their own insurance policy. A discussion of our insurance policy began, and challenges getting a reasonable quote for an exhibit rider for the band organ, and for future loans of the animals.

Exhibiting the animals: Andrew brought up that we should put the animals on parade and give businesses opportunities to "foster" them. This could help resolve the storage challenges, and we can charge businesses to host the animals as a fundraiser and to cover insurance costs. Alana brought up that we will need ironclad agreements with these businesses. We need to discuss building more stands and get the insurance policy loan riders in place in order to do this.

Chuck and Brad went to the Long's Park Summer Concert Series and brought Patriot to display. The Concert series management said they would like us to come back next year, and have Patriot on the stage for the July 4th concert.

Website and social media: Gail mentioned that any board members interested can help with the website and social media. Mike volunteered to take over social media. Alana suggested making a Promotion Committee to handle the website and social media.

Manager discussion tabled until next meeting: Gail proposed to move discussion of remaining agenda items to the next meeting, including the decision to hire a part-time manager, which she noted she strongly favors. She and Steve had pledged a donation to cover the cost. She said it will improve our professionalism and help us better manage projects that the Directors and volunteers take on. She said she and her assistant Kate have handled managerial

responsibilities, since Kim Jovinelli stepped down in early June, but she does not have the bandwidth to continue the hours required. Goals and objectives for this year haven't been completed. We still have the majority of the budget planned for the position. Kim did not work many hours in May. Andy asked how would funding for the Manager role be sustainable, and Gail said, it might not be; this is a consultant, or independent contractor role, and we may only need someone for our first year or so, while the site location is sought and fundraising is in place. Andy made a motion to postpone the discussion of hiring a manager. Alana and Chuck seconded.

Additional discussion of a site for the Carousel was tabled until the next meeting. Gail noted that Hands on House wants some follow-up discussions with us soon, and at some point they'll seek a memo of understanding before they commit to next steps, if we should decide to move forward with them. When will we rule other options out? Several board members have offered to go out to talk to potential partners. There also needs to be follow-up with Strasburg Railroad's new leadership before the next meeting.

Prospectus or fact sheet for potential partners: Gail brought up the need for a prospectus when talking to potential partners, and that completing one has been on our project list for some time. We have a model from "Restore Oregon"'s 2019 comprehensive [Request for Expressions of Interest \(RFEI\) for the Jantzen Carousel](https://restoreoregon.org/wp-content/uploads/2019/05/JBC_RFEI.pdf) (https://restoreoregon.org/wp-content/uploads/2019/05/JBC_RFEI.pdf) which has case studies & specifications. Alana suggested that Derek could get an idea from Glen Echo park about how much it costs to run their carousel. The funding is a key question: who will do the fundraising? What is the potential revenue from the carousel? [

Site & building dimensions? Chuck said that Brad has been in contact with the owner of the carousel's previous building, Mrs Stolfus, and she was not receptive to having more people inside to do measurements. Gail will reach out to Gregory Scott, the architect who wrote about the building in Eileen's book, for his thoughts. You would think it would be mutually beneficial for the owner to have a blueprint or CAD drawing of the building for herself, which we could offer her, although we should ask if she already has one. Brad proposed that Stevens Tech students could do a draft or blueprint of the current building.

Gail will follow up with remaining agenda items including confirming the next meeting date via email (Brad suggested the first Wed in November vs. the last Wed in October.) The band organ committee discussion has been tabled until the next meeting.

Cost projections? Gail asked Derek if he could follow-up with Knoebels, as well as Brad, about the discussion Brad had re: providing a quote to do restoration of our carousel. This is useful information for a potential partner and our fact sheet/ prospectus. Derek said that Knoebels has repeatedly won awards from the Amusement Park industry for the quality of their carousels.

Andrew motioned to adjourn the meeting, Gail seconded the motion. **Meeting adjourned at 7:16 PM.**