

**NEVADA COMMISSION FOR THE RECONSTRUCTION OF THE V&T RAILWAY**  
**Minutes of the, Thursday March 25, 2021 Meeting**  
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**DRAFT**

A regular meeting of the Nevada Commission for the reconstruction of the V&T Railway was held at 11:00 a.m. on Thursday, March 25, 2021, in the Community Center Robert “Bob” Crowell Boardroom, 851 East William Street, Carson City, Nevada.

The meeting video is available on Carson City’s website by clicking on the link below:  
[https://carsoncity.granicus.com/MediaPlayer.php?view\\_id=2&clip\\_id=1757](https://carsoncity.granicus.com/MediaPlayer.php?view_id=2&clip_id=1757)

**PRESENT:** Chairperson David Peterson  
Vice Chair Clay Mitchell  
Treasurer Deny Dotson  
Commissioner Stephanie Hicks  
Commissioner Jim Wells

**1. CALL TO ORDER**

Chairperson Peterson Called the meeting to order at 11:00 a.m.

**2. ROLL CALL AND DETERMINATION OF A QUORUM**

General Manager Elaine Barkdull-Spencer called roll and noted the presence of a quorum. She also introduced Gabe Willaman, Track Maintenance; Ken Dorr, Railway Engineer; and Carla Wilson, Event Producer.

**3. PLEDGE OF ALLEGIANCE**

Chairperson Peterson led the Pledge of Allegiance.

**4. PUBLIC COMMENT**

Chairperson Peterson welcomed Member Jim Wells to the Board and entertained public comments; however, none were forthcoming.

**5. FOR POSSIBLE ACTION: APPROVAL OF MINUTES – MARCH 3, 2021, V&T RAILWAY COMMISSION MEETING.**

Chairperson Peterson introduced the item and entertained comments, changes, or corrections and when none were forthcoming a motion.

**MOTION: Vice Chair Mitchell moved to approve the minutes of the March 3, 2021 meeting. The motion was seconded by Commissioner Hicks and carried 5-0-0.**

**6. FOR POSSIBLE ACTION: REVIEW AND POSSIBLE APPROVAL OF A MISSION STATEMENT, GOALS AND OBJECTIVES FOR THE V&T RAILWAY.**

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Chairperson Peterson introduced agenda items 6, 7, and 9 and noted that they will be discussed concurrently. He also invited Linda Ritter, President of Ritter Consulting Associates, Inc., to walk through her presentation which is incorporated into the record.

The information to be discussed is available to the public on the V&T Commission website at: <https://vtrailway.com/wp-content/uploads/2021/03/Strategic-Planning-Workshop-Presentation-3-25-2021.pdf>

Ms. Ritter gave background and reviewed the agenda materials including a proposed Mission Statement supported by Goals and Objectives, and responded to clarifying questions. The Commission and meeting attendees provided feedback to Ms. Ritter. Chairperson Peterson entertained a motion.

**MOTION: Commissioner Hicks moved to approve the proposed Mission Statement, Goals, and Objectives, with the addition of a long-term goal to look into the expansion of the V&T infrastructure. The motion was seconded by Treasurer Dotson and carried 5-0-0.**

**7. DISCUSSION ONLY: PRESENTATION OF RESULTS OF A PUBLIC OPINION SURVEY REGARDING VARIOUS ASPECTS OF THE V&T RAILWAY OPERATION.**

Ms. Ritter reported on the results of an opinion survey which included stakeholders, visitors, tourism representatives, writers, etc. which was conducted in March 2021 to assess positive and negative impressions of the Railway and its events, and to solicit for input into improvements for the future. The survey results are also posted on the website at the link above. Chairperson Peterson thanked Ms. Ritter for evaluating 750+ responses in “a very short amount of time.”

The Commission discussed the results and Ms. Barkdull-Spencer noted that some of the suggestions had already been incorporated prior to the COVID-19 emergency shutdown.

**8. DISCUSSION ONLY: DISCUSSION REGARDING INTERNAL STRENGTHS/WEAKNESSES AND EXTERNAL OPPORTUNITIES/THREATS IMPACTING THE GOALS OF THE V&T RAILWAY.**

Ms. Ritter reviewed the strengths, weaknesses, opportunities, and threats (SWOT) analysis of each theme in the Strategy Map, also available via the link above, and facilitated discussion among the Commissioners. The Commission expressed concern over the decline of revenue sources due to the pandemic, and explored several ideas to generate additional revenue. Mr. Willaman wished to add vandalism as a threat. Commissioner Hicks suggested exploring rental opportunities of the Depot or grounds. Suggestions were also made regarding sponsorship opportunities, a consolidated marketing portal, safety/operating protocols, partnerships with railroad museums, and local discounts. Vice Chair Mitchell recommended scaling down during major events for capacity reasons.

**9. FOR POSSIBLE ACTION: DISCUSSION AND TENTATIVE APPROVAL OF TACTICS FOR INCLUSION IN THE V&T RAILWAY STRATEGIC PLAN.**

Chairperson Peterson introduced the item. Ms. Ritter facilitated discussion on tactics, noting that they would be the basis for the development of a Work Plan based on the SWOT analysis. Ideas including merchandising, shade structure, food sales, and private-public partnerships were discussed. Commissioner Hicks recommended events for specific fundraisers to fund needs. Vice Chair Mitchell was in favor of a foundation that could sponsor the events. Ms. Ritter offered to return with a written Work Plan as a next step.

Chairperson Peterson recessed the meeting. A quorum was still present when reconvened.

**10. FOR POSSIBLE ACTION: DISCUSSION AND POSSIBLE ACTION REGARDING A REQUEST FOR PROPOSAL FOR THE HIRING OF A V&T RAILWAY ADMIN/OPERATIONS COORDINATOR.**

Chairperson Peterson introduced the item and referenced the Request for Proposal (RFP) incorporated into the record. He also thanked Commissioner Wells and Treasurer Dotson for their input and edits, and for bringing it to the “State standards.” Vice Chair Mitchel and Commissioner Hicks were in favor of the RFP. Chairperson Peterson entertained a motion.

**MOTION: Treasurer Dotson moved to approve the Request for Proposal to hire an Admin/Operations Coordinator. The motion was seconded by Commissioner Hicks and carried 5-0-0.** The commission was also in favor of advertising the position in the *Nevada Appeal* and the *Reno Gazette Journal*.

**11. FOR POSSIBLE ACTION: DISCUSSION AND POSSIBLE ACTION REGARDING FISCAL YEAR 2021 FINANCIAL REPORTS OF THE V&T RAILWAY COMMISSION AND A PROPOSED TENTATIVE BUDGET FOR FISCAL YEAR 2022.**

Chairperson Peterson introduced the item and thanked Treasurer Dotson for his work on the FY 2022 budget. Ms. Barkdull-Spencer reviewed the FY 2020-2021 budget report for the period ending on February 28, 2021, incorporated into the record, highlighting the reduction in revenue, and responded to clarifying questions. Treasurer Dotson also discussed the FY 2022 budget and noted that the projected revenue would be “a little over \$630,000 and expenses [would be] around \$510,000.” He also responded to Commissioner questions and clarified that the Carson City funds were not yet incorporated into the draft budget, as they were still unknown. Commissioner Wells requested a breakdown of operational costs, noting that with no trains running, the marketing expenses seemed high. Storey County Controller Jennifer McCain stated that the budget was tentative (and in flux) for now and adjustments would have to be made between the tentative and final budgets. She also offered to work with Commissioners (forming a budget committee). Chairperson Peterson entertained a motion.

**MOTION:** Commissioner Wells moved “to accept the [FY] 2021 financial report through February 28, 2021, and approve the proposed tentative budget for FY 2021-2022.” The motion was seconded by Vice Chair Mitchell and carried 5-0-0.

**12. FOR POSSIBLE ACTION: DISCUSSION AND POSSIBLE ACTION REGARDING REVIEWING ALL CURRENT CONTRACTS AND MONTH TO MONTH SERVICE AGREEMENTS WITH V&T RAILWAY.**

Chairperson Peterson introduced the item. Ms. Barkdull-Spencer informed the Board that due to the COVID-19 pandemic, the contracts had currently been converted to month-to-month and that they would be “looking at RFP” for renewals. She also requested direction from the Commission on which contracts to renew and on whether to continue some of the month-to-month agreements. She highlighted the hourly payments to Mr. Dorr and Mr. Willaman and the upcoming RFP for hiring an administrator. Chairperson Peterson recommended dividing the responsibilities of working on the agreements among the Commissioners. Commissioner Hicks offered to work with Vice Chair Mitchell on the maintenance agreement.

Member Wells was not in favor of month-to-month agreements and recommended extending existing contracts, albeit with expired terms and conditions while evaluating, prioritizing, and beginning the process of negotiating new contracts which might become effective on July 1, 2021. Treasurer Dotson recommended the updated agreement with V&T Railroad owner Tom Gray and track maintenance as high priorities. Michael Smiley Rowe provided legal input and offered to work on the agreement with Mr. Gray’s attorney. Vice Chair Mitchell suggested doing “the RFPs right” even if they are not bound by fiscal year timeframes. Commissioner Hicks was in agreement given the unknown elements such as railcar capacity, etc., and recommended having the RFPs out after this year’s operating season. Ms. Barkdull-Spencer clarified that the season would begin in May and end in December. Discussion ensued regarding the expired contracts and Ms. Barkdull-Spencer offered to forward the Commissioners a copy of the contract that is assigned to them. Chairperson Peterson entertained a motion.

**MOTION:** Vice Chair Mitchell moved to “instruct the various members of this Commission to review, and possibly to bring back for updates, the various contracts that we have. Specifically, that [Treasurer Dotson and Chair Peterson] will work on [the] review and update the contract with our train operator, Tom Gray of V&T Railroad.” Additionally, Commissioner Hicks and Vice Chair Mitchell “will review, and potentially bring an update, [to the contract] for track maintenance with [Mr. Willaman] as well as working on [a long-term] RFP.” Also, Commissioner Wells “will review, and potentially bring an update, [to the contract] for engineering with Ken Dorr.” The motion was seconded by Treasurer Dotson and carried 5-0-0.

**13. FOR POSSIBLE ACTION: DISCUSSION AND POSSIBLE ACTION REGARDING AMENDMENT ONE OF FREEDOM RAIL LLC’S ”INDEPENDENT RAIL**

**BIKE RIDES SERVICES AGREEMENT” WITH THE V&T RAILWAY COMMISSION, EFFECTIVE APRIL 1<sup>ST</sup>, 2021.**

Chairperson Peterson introduced the item. Ms. Barkdull-Spencer provided background and reviewed highlights of a draft of the First Amendment of Freedom Rail, LLC’s Independent Rail Bike Rides Service Agreement with the Commission which, if approved, would take place on April 1, 2021. Chairperson Peterson noted that the contract will have additional safety language and stipulate the acceptance of previously sold gift certificates. Treasurer Dotson was amenable to approving the proposed agreement with the additional changes; however, he was adamant about not running the bikes until all the safety changes about “the train and the bikes operating on the same day” were implemented. Mr. Rowe reminded the Board that the Board had already, at its last meeting, approved this amendment, subject to clerical corrections and “adjustments to reflect the intent of the agreement.” He also reviewed draft safety language he had crafted, at Mr. Gray’s request, which included the observance by rail bikes of all seven elements of the operational safety plan and to ensure that the V&T Railroad would be the sole dispatcher of movements on the track. Discussion ensued on whether to have a new motion or to accept the previous meeting’s motion which allowed for the changes discussed by Mr. Rowe. It was agreed to have Chairperson Peterson to work with Freedom Rail, LLC to convey the changes made by Mr. Rowe, based on the previous meeting’s motion.

**14. FOR POSSIBLE ACTION: DISCUSSION AND POSSIBLE ACTION REGARDING A PROPOSED NEW AGREEMENT WITH ROY L. STREET FOR THE FINAL PAYMENT OF \$431,489.71 DUE ON JANUARY 1ST , 2021 FOR PROPERTY AT THE 3581 DRAKO WAY IN CARSON CITY.**

Chairperson Peterson introduced the item. Ms. Barkdull-Spencer provided an update on the agreement and noted that one item relating to the title search was still pending. She expected that to be resolved by the next meeting and anticipated that the first payment would be received in May. Ms. Barkdull-Spencer anticipated the \$5,300 per month payment to begin on May 1, 2021. Based on discussion on the interest payments, the Commission agreed to collect prorated interest based on the original agreement calculations. No formal action was taken on this item.

**15. FOR DISCUSSION ONLY:**

**MONTHLY NON-ACTION ITEMS:**

**A. GENERAL MANAGER’S REPORT**

Chairperson Peterson the Commission thanked Ms. Barkdull-Spencer and presented her with a farewell plaque and flowers. Ms. Barkdull-Spencer thanked the Commission and invited them to visit her at her new place of employment with the Northern Nevada Development Authority.

**B. ATTORNEY'S REPORT**

Previously discussed.

**C. UPCOMING MEETINGS – V&T RAILWAY COMMISSION:  
APRIL 29, 2021, AT 1 PM.**

Chairperson Peterson read the item into the record.

**D. COMMISSIONER COMMENTS, ANNOUNCEMENTS, AND  
REQUESTS FOR INFORMATION FROM STAFF.**

Treasurer Dotson reminded the Commission to sign the tentative budget presented earlier.

**16. PUBLIC COMMENT**

None

**17. FOR POSSIBLE ACTION: TO ADJOURN**

Chairperson Peterson adjourned the meeting at 2:42 p.m.

The Minutes of the March 25, 2021 Nevada Commission for the Reconstruction of the V&T Railway meeting are so approved this 29<sup>th</sup> day of April, 2021.