

**Tennessee Trails Association
2nd Quarter Board Meeting Minutes
REI (Brentwood, TN)
May 2, 2015 at 1:00 p.m. CDT (FINAL)**

PRESENT: Carolyn Miller, Levonn Hubbard, Joan Hartvigsen, Donald Dresser, Sandy Janus, Carolyn Watson, Rosemary Marshall, Naullain Kendrick, Charlie Bright, Ann Jacobs, Doug Burroughs, Neal Richardson, Ed and Donna Pyers, Frank Jamison, Bob Richards

ABSENT: Kathy Woods, Tim Townley, Diane Manas, Bruce Whitehead, Kathy Tange-duPre, Graydon Swisher, Millette Jones, Vicky Moeller, Sara Pollard, Cheryl Heckler, Jane Hamm, Gayle Livingston, Louise Miniard

GUESTS PRESENT: Rob Weber, Bob Fulcher, Jim Johnson, Dorothy Dresser

Welcome and introductions – Carolyn Miller

The 2nd Quarter Board Meeting was called to order at 1:00 p.m. Several reports were circulated by email to the Board prior to the meeting for pre-reviewing purposes. Reports are included with these minutes. Introductions were made of those attending.

Secretary's Report – Joan Hartvigsen (for Diane Manas)

The 1st Quarter Board Meeting Minutes (February 7, 2015) were circulated prior to the meeting for review. Motion to approve the February 7, 2015 meeting minutes with two changes (Sandy Janus was present at the February 7, 2015 Board Meeting. Correct spelling to "promote" under Membership Report) made by Levonn Hubbard, seconded by Donna Pyers. Motion approved unanimously.

Treasurer's Report – Kathy Woods not present.

The Treasurer's Report was circulated by email prior to meeting for review. <attached>

Membership Report – Tim Townley not present

A membership report was circulated by email prior to meeting. <attached> Joan Hartvigsen reported that four Highland Rim Members were incorrectly classified as unaffiliated. Carolyn Miller suggested postponing this discussion to a future board meeting when Tim Townley is present.

Reports by Regional Representatives

East Tennessee Regional Representative – Bruce Whitehead, absent
No report

Middle Tennessee Regional Representative – Kathy Tange-DuPre, absent
No report.

West Tennessee Regional Representative – Graydon Swisher, absent.
No report.

Reports by Chapter Chairs

Chapters' reports were circulated prior to meeting and are as follows:

Clarksville – Sandy Janus
No report.

Columbia/Franklin – Carolyn Watson
No report.

East Tennessee – Rosemary Marshall

Our Chapter is the host for the 2015 TTA Annual Meeting, November 13-15, Tremont Lodge and Resort, Townsend, TN. Hikes in the Great Smoky Mountains National Park.

Highland Rim – Naullain Kendrick

Highland Rim Chapter held thirteen hikes. Many of these hikes featured waterfalls and wildflowers. We conducted a backpacking trip to the Walls of Jericho. We conducted a joint hike with the Murfreesboro Chapter on Good Friday. Many Highland Rim members volunteered for Trails and Trilliums, a three day festival for South Cumberland State Park. Many of our members are also active members of Friends of South Cumberland State Park and the Friends of Short Springs Natural Area and perform volunteer work on a continual basis. Highland Rim Chapter meets monthly. We meet for dinner, conduct our monthly business meeting and then enjoy a program. Our April program was a presentation by The University of the South: Sewanee Professor Dr. Ken Smith on work to reintroduce the American Chestnut which is resistant to the Chinese fungus which killed the trees in the 1920's.

Jackson – Vicky Moeller, Absent

No report

Memphis – Charlie Bright

No report

Murfreesboro – Ann Jacobs for Sara Pollard

Our monthly meetings continue to be well attended. MTSU Professor Cliff Ricketts engaged our members in an interactive presentation on alternative fuels to run vehicles. Angela Jackson of the Murfreesboro Parks & Recreation Department brought us up to date on the Murfreesboro Greenway extension plans. Duane Rice of the Middle Tennessee Bluebird Society shared valuable information on attracting bluebirds in our backyard. Our next hike planning meeting is May 12 and we'll plan hikes for July-December 2015. Trail maintenance at Barfield Park is planned for National Trails Day in June.

Nashville – Doug Burroughs

Nashville TTA Chapter membership is 90 as of March 2015, which includes 6 recent new members. Chapter Officers are Doug Burroughs, Chair; June Parker, Treasurer; Nancy Juodenas, Hike Coordinator; Nora Beck, Programs Coordinator and Libby Francis, Chapter Chair Emerita. The Nashville Chapter Treasurer duties were recently transferred from Amy Sutton to June Parker. Amy Sutton continues to collect the statewide TTA mail from the Melrose Post Office mailbox and process as needed. Membership application/renewals are forwarded to the Membership Director, etc. Twelve hikes were scheduled and published in the TTA Newsletter. The Nashville Chapter continues to meet the 4th Tuesday of each month at the REI store in Brentwood, TN. The three monthly meeting topics were: The January meeting was a business meeting to plan hikes, monthly meeting topics, etc. for the rest of the year. After the meeting, we decided to do this at a dedicated meeting away from REI because several potential new members came to the meeting based on the REI web page posting and were not too interested in the planning activity. In February Bill Griffiths discussed his Appalachian Trail hike. In March four Chapter members discussed their trip last summer to the Banff, Lake Louise and Jasper area in Canada. The Nashville Chapter continues to collate, label, fold, tab, stamp and mail out the printed copies of the TTA Newsletter each month. This process has been coordinated by Diane Manas.

Plateau Chapter – Cheryl Heckler, Chapter Chair

Our membership has been holding steady at 55. We hike every Wednesday and two Saturdays per month. One of the Saturday hikes in April was a joint hike with Soddy Daisy Chapter. We did our annual spring overnight hiking trip to the Smokies Deep Creek area in Bryson City. Our

meeting programs for this quarter were Friends of Cumberland Trail, Permaculture and Worm Farm. For March we do a dinner meeting. We registered a National Trails Day event offering a choice of two Cumberland Trail hikes: Piney River or Soak Creek.

Soddy Daisy – Ed & Donna Pyers, Co-Chairman

George Bonneau, Hiking Coordinator/Treasurer. 1. Chapter membership at 23. We have lost 12 members since the beginning of 2015. 2. This quarter several new members volunteered for the Spring Breakaway. 3. During this quarter our Chapter conducted over 23 hikes (Tuesdays and Saturdays). 4. Letters were sent to the unaffiliated in the Soddy Daisy area with no response. 5. April 18th our Chapter will be hiking with the Plateau Chapter (wildflower hike). 6. Our next Chapter meeting will be May 5, 2015.

Sumner Trails – Jane Hamm and Gayle Livingston, Co-Chairs

Our February chapter meeting was held at Barfoot Charlie's in Hendersonville. This is a long standing winter chapter meeting for us since we enjoy Trivia Night and the comradery generated within our chapter teams. We had a winning night with appetizer prize vouchers, which we used as refreshments for our March meeting! A good time was had by all. In March Ranger Paul Earnest from Bledsoe Creek State Park presented a program about Bledsoe's park activities, trails and an update about the new visitor's center to be completed in late May or June. With the new state park reservation system, Bledsoe's visitor count has increased dramatically this past year. The new 2,000 sq. ft. visitor center will allow for more programming for volunteers and visitors. Since many of our members live near this Sumner County state park, we are excited about the new park offerings and programs. We also had a hiking party/hike sign up meeting in March which helped program our Spring hike schedule and encourage members to become hike leaders. We have found that social functions always help our members focus on programming the hike schedule. For our April chapter meeting we met at Casa Vieja Mexican Grill in Hendersonville and welcomed three guests. Our new format of a social chapter meeting every other month has allowed more time for visiting, meeting guests, discussing upcoming hikes and future hike destinations. We filled each weekend with hikes for April and one weekday hike.....a new record for us. Our membership remains at approximately 37 individual and family units. Sumner Trails usually offers two to three hikes per month, but this Spring we have had four hikes in April and anticipate at least three in May.

Upper Cumberland – Louise Miniard, Chapter Chair

The Upper Cumberland Chapter is hiking most Saturdays.

Reports by Associate Organizations

Cumberland Trail Conference – Rob Weber and Frank Jamison

Rob Weber and Frank Jamison updated the TTA Board on CTC and TTA reorganization. In February 2015 the TTA Board of Directors and the CTC representatives came to an agreement to allow CTC to develop a plan and the documents necessary to organize as an independent charitable non-profit organization with its own board of directors and officers. TTA and CTC will continue to be sister organizations advocating for hiking trails in Tennessee. This relationship will be governed by a memorandum of understanding defining the roles and relationship. Copies of the Cumberland Trails Conference Mission Statement, Charter of CTC Formation Group Inc., Agreement to Form a Corporation and Cumberland Trail Conference Job Openings were distributed to TTA Board Members. *<attached>*

Agreement to Form a Corporation Document

- Reviewed Conditions Precedent.
- "Working Relationship" with TDEC – expect this to be on a case by case basis and on designated projects
- Corporation and TTA – MOU (still need some discussion as to what this will be).

- Assumption of responsibility for all obligations – will need to be done prior to closing.
- Lists of what gets transferred to the new corporation.
- The TTA Membership will need to approve the agreement at the general membership meeting November 14, 2015 in Townsend, TN.

MOTION: Levonn Hubbard moved to approve the Agreement to Form a Corporation as presented. Seconded by Joan Hartvigsen. Motion carried as amended. Amended by removing the phrase "along with the Application for Cancellation of Assumed Corporate Name executed by TTA."

Land Acquisition Funding – comments about the State being the only entity with the authority to purchase land for the trail/park and the need for flexibility and funds being available as needed. Bob Fulcher suggested that funds be transferred to the Land Trust for Tennessee. The Land Trust for Tennessee is the only land trust authorized to serve as an agent for the State of Tennessee in land purchases. Response that the current CTC has plan to make grants for land acquisition. Comment: will need an alliance and work with CTC, Land Trust and the State in order to determine. CTC vision: connector corridors to the core trail. Comment: think that no matter the relationship of who manages the capital campaign monies, it should not impact the transfer of financial assets.

CTC Job Descriptions for Trail Positions

- Trail Building Program Coordinator *(Attached)*
- Trail Building Assistant *(Attached)*

Funding Document

Request to assign or donate the Justin P. Wilson funds to the trail building positions.

How much will CTC be committing each year.

Positions begin June 15, 2015 – June 16, 2016.

Anticipate \$82,000 to fund trail positions for the first year.

Discussion about the historical nature of the TTA and the Cumberland Trail.

MOTION: Authorize \$50,000 of the Justin P. Wilson funds for the CTC to provide funding for the Trail Building Program Coordinator and trail building crew along with the cooperation of TDEC to be submitted to Justin P. Wilson for his approval.

MOTION: by Levonn Hubbard. Seconded by Joan Hartvigsen. Motion carried.

This funding will employ four people for 100 hours per week.

Tennessee Rails-Trail Advisory Council – Bob Richards

Bob Richards encourages all Chapters to register hikes with the American Hiking Society's National Trails Day, June 6, 2015. Currently only 51 events registered. In 2014 96 events were registered in Tennessee. Tennessee State Parks will also be hosting events.

Approve Committee Members

Nominating Committee for President, Vice President and West TN Rep.

MOTION: Sara Pollard and Don Dresser will serve on the Nominating Committee. Motion by Levonn Hubbard. Seconded by Ed Pyers. Motion carried.

Awards Committee Members

MOTION: Libby Francis, Doug Burroughs and Cheryl Heckler will serve on the Awards Committee. Motion made by Levonn Hubbard. Seconded by Donna Pyers. Motion carried.

2015 Annual Meeting Update – Rosemary Marshall

The meeting will be at the Tremont Lodge and Resort in Townsend, TN November 13, 14 and 15. Information and registration form will be published in the June 2015 TTA Newsletter. Rosemary invited Board Members and guests to volunteer to lead a hike on Saturday and Sunday. The three Friday hikes have leaders already. There are 15 Saturday hikes, need seven more hike leaders. Need four hike leaders for the four Sunday hikes. Carolyn Miller will invite the Superintendent of

The Great Smoky Mountains National Park to speak. Robert Paul is the hike coordinator for the 2015 Annual Meeting. Garnett Rush is the Auction Coordinator.

Tennessee Wilderness Act *< Attached >*

Board members were encouraged to write their senators and representatives requesting them to support designating a portion of the Cherokee National Forest as a Wilderness Area.

Charlie Klabunde Estate, two Breckenridge Lake lots, Cumberland County. *< Attached >*

MOTION: Levonn Hubbard moved that TTA will accept responsibility to investigate the Charlie Klabunde lots in Breckenridge Lake development and make a recommendation to the TTA Board. Seconded by Don Dresser. Motion carried.

Dates for future TTA Meetings

Board Meeting: Saturday, August 1 at REI, Brentwood

General Membership Meeting: Saturday, November 14, Townsend

Board Meeting: Sunday, November 15, Townsend

Respectfully Submitted,

Joan Hartvigsen

(for Diane Manas)

Secretary, Tennessee Trails Association

4/16/2015

Income/Expense by Category - Last quarter
1/1/2015 through 3/31/2015

Category Description	1/1/2015- 1/31/2015	2/1/2015- 2/28/2015	3/1/2015- 3/31/2015	OVERALL TOTAL
INCOME				
Donations	0.00	25.00	0.00	25.00
Memberships	715.28	1,140.00	3,280.51	5,135.79
Merchandise Sales	0.00	55.00	0.00	55.00
Website fees	26.97	0.00	98.01	124.98
TOTAL INCOME	742.25	1,220.00	3,378.52	5,340.77
EXPENSES				
Bank Charge	0.00	0.00	10.00	10.00
Chapter Allocations	265.00	1,078.00	271.00	1,614.00
Evan Means Grant	0.00	0.00	4,310.00	4,310.00
Filing Fees	0.00	22.25	0.00	22.25
Newsletter Stipend	309.00	0.00	0.00	309.00
POB and Mailing Supplies	0.00	46.10	0.00	46.10
Postage and Delivery	582.12	25.88	460.07	1,068.07
Printing and Reproduction	0.00	660.00	1,055.00	1,715.00
TOTAL EXPENSES	1,147.12	1,832.04	6,106.07	9,085.23
OVERALL TOTAL	-404.87	-612.04	-2,727.55	-3,744.46

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Tennessee Trails Association
Net Worth
As Of March 31, 2015

Assets:**Cash and Bank Accounts:**

Regions Checking	39,338.53
Regions Money Market	111,187.82
CDxxxxxx3362	9,062.02 *
CDxxxxxx3612	10,398.46 **
Total Assets	169,986.83

Liabilities:

0

Net Worth

169,986.83

*Matures 9/6/15

**Matures 5/15/15



TTA Membership Report

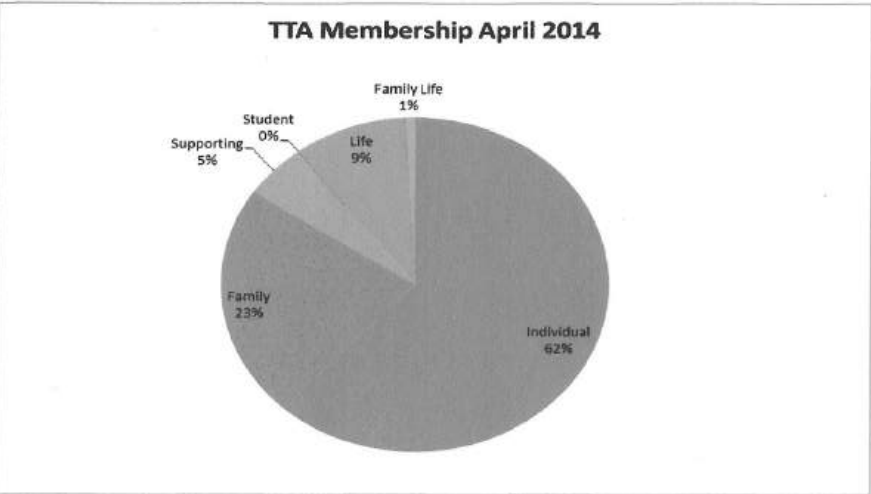
2nd Quarter 2015

Tim Townley – Membership Dir.

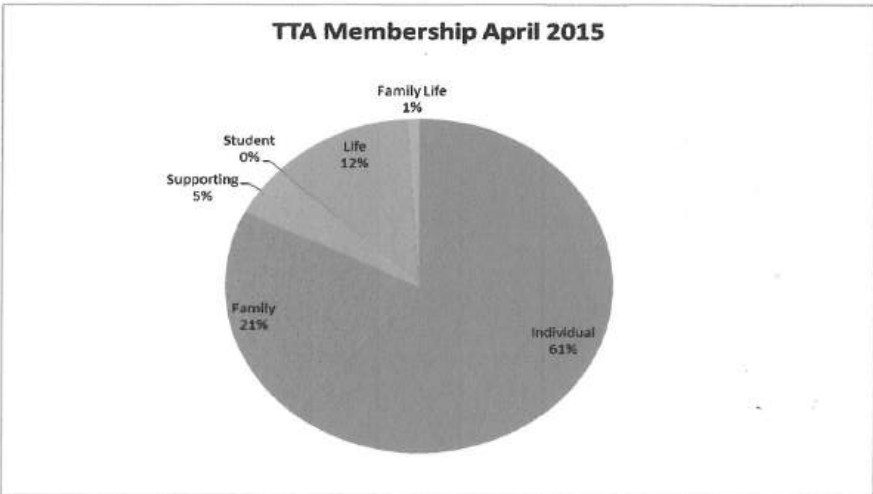
TTA Membership Report – Q2 2015

Date	Total	Individual	Family	Supporting	Student	Life	Family Life
Jan-12	539	330	121	31	2	51	4
Feb-12	584	356	133	38	2	51	4
Mar-12	580	352	134	36	2	51	5
Apr-12	583	353	134	37	3	51	5
May-12	573	345	136	34	2	51	5
Jul-12	594	354	145	36	2	52	5
Aug-12	580	347	138	37	2	51	5
Sep-12	573	345	137	34	1	51	5
Oct-12	583	345	144	37	1	51	5
Nov-12	588	348	146	37	1	51	5
Dec-12	591	349	147	38	1	51	5
Jan-13	584	353	137	37	1	51	5
Feb-13	590	358	138	37	1	51	5
Mar-13	586	350	139	40	1	51	5
Apr-13	573	343	138	36	0	51	5
May-13	574	352	132	34	0	51	5
Jun-13	575	354	133	32	0	51	5
Jul-13	594	364	137	37	0	51	5
Aug-13	589	359	138	36	0	51	5
Sep-13	549	339	122	32	0	51	5
Oct-13	567	354	124	33	0	51	5
Nov-13	562	352	120	33	1	51	5
Dec-13	564	353	122	32	1	51	5
Jan-14	554	338	126	33	1	51	5
Feb-14	547	331	131	28	1	51	5
Mar-14	564	346	131	29	1	52	5
Apr-14	557	344	126	29	1	52	5
May-14	547	337	124	28	1	52	5
Jun-14	540	338	117	27	1	52	5
Jul-14	527	331	113	25	1	52	5
Aug-14	533	335	115	25	1	52	5
Sep-14	529	328	117	26	1	52	5
Oct-14	509	314	113	23	2	52	5
Nov-14	517	323	112	24	1	52	5
Dec-14	519	319	118	24	1	52	5
Jan-15	508	316	110	24	1	52	5
Mar-15	487	303	102	23	1	53	5
Apr-15	458	281	96	22	1	53	5

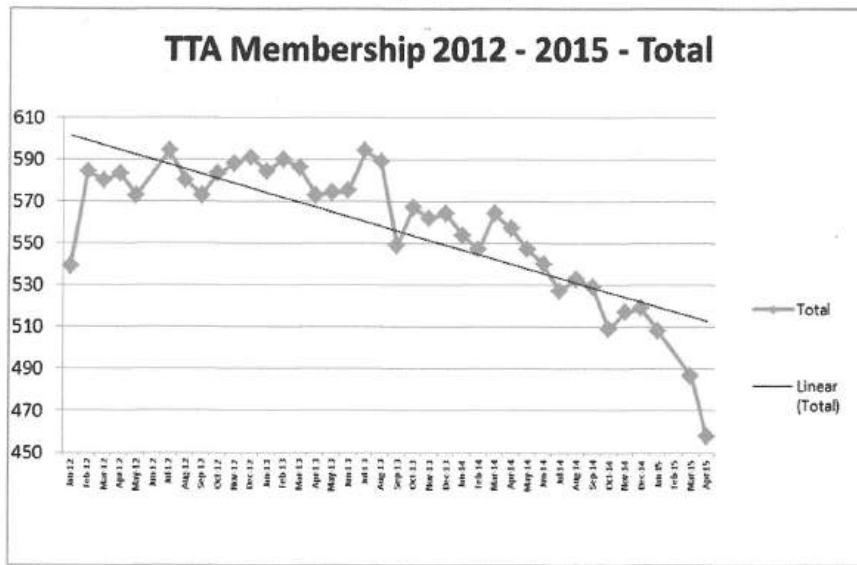
TTA Membership Report – Q2 2015



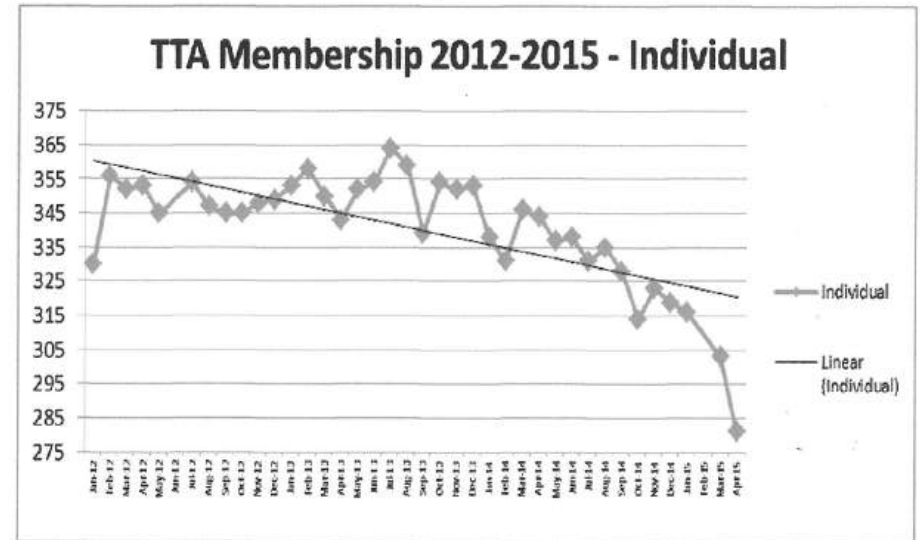
TTA Membership Report – Q2 2015



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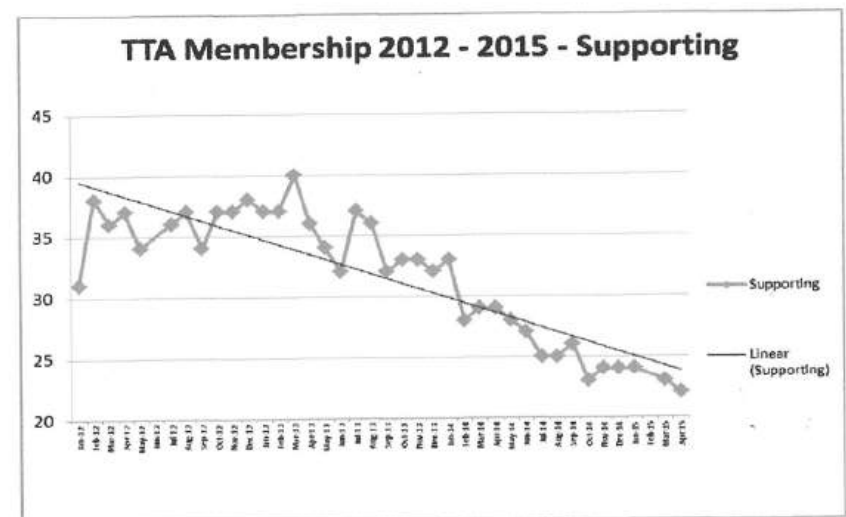
TTA Membership Report – Q2 2015



TTA Membership Report – Q2 2015



TTA Membership Report – Q2 2015



Cumberland Trails Conference Mission Statement

The mission of the Cumberland Trails Conference is to serve as an advocate for the Cumberland Trail State Scenic Park (CTSSP) as a scenic foot trail, and to conserve natural resources and promote rational development within the counties surrounding it so as to preserve their natural beauty and intrinsic value for posterity. In doing so, we work in these regions

- to promote the development, awareness and utilization of the CTSSP as a scenic foot trail ;
- to promote the preservation of natural, cultural and historical heritage;
- to promote educational and recreational opportunities relative to the CTSSP and other trails;
- to provide financial and volunteer assistance to the CTSSP in support of its responsibility to acquire land, design, construct and maintain the Cumberland Trail;
- to develop and maintain standards for trail design, construction and maintenance;
- to assist local communities in acquiring approvals from the Tennessee Department of Environment and Conservation (TDEC) for trail access to the CTSSP;
- to provide financial and volunteer assistance to local communities in the planning, land acquisition, and design of trails;
- to provide trail construction assistance to the CTSSP as requested and to participate with government and non-government organizations in local communities in the construction and maintenance of both TDEC approved access trails to the CTSSP and other trails not having access to the CTSSP.

CHARTER OF CTC FORMATION GROUP, INC.

ARTICLE I GENERAL PROVISIONS

Section 1.1. Name. The name of the corporation is CTC Formation Group, Inc. (hereinafter "the Corporation").

Section 1.2. Public Benefit Corporation. Pursuant to the provisions of Section 48-68-104(2) and (3) of the Tennessee Nonprofit Corporation Act, the Corporation is a public benefit corporation.

Section 1.3. Registered Office and Agent. The street address and zip code of the Corporation's current registered office is 409 Thurman Avenue, Suite 102, Crossville, Tennessee 38555. The current registered office of the Corporation is located in Shelby County, Tennessee, and its current registered agent at that office is the Corporation itself.

Section 1.4. Incorporator. The name, street address, and zip code of the incorporator is as appears beneath the signature of the incorporator, affixed hereto.

Section 1.5. Principal Office. The street address and zip code of the principal office of the Corporation is 409 Thurman Avenue, Suite 102, Crossville, Tennessee 38555.

Section 1.6. Not for Profit. The Corporation is not for profit.

Section 1.7. Members. The Corporation shall have no members within the meaning of the Tennessee Nonprofit Corporation Act.

Section 1.8. Distribution of Assets on Dissolution. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute all of the assets of the Corporation exclusively for one or more of the purposes of the Corporation, or to an organization or organizations which is or are then exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue statute) (hereinafter "a tax-exempt organization"), or to the government of the United States or the State of Tennessee, or to a local government or governments, for a public purpose. Any such assets not so distributed shall be distributed by the Chancery Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation, or to a tax-exempt organization or organizations, or to another organization or organizations to be used in such manner as in the judgment of the Court will best accomplish the general purposes for which the Corporation was organized.

ARTICLE II. PURPOSES AND POWERS

Section 2.1. Purposes. The purposes for which the Corporation is organized are to provide financial and volunteer assistance with land acquisition, design, construction, and maintenance of the Cumberland Trail in Tennessee; to serve as an advocate for the Cumberland Trail and the regions bounding it in order to preserve the natural resources, beauty, and intrinsic value of the region; to assist local communities in the planning, land acquisition, design, construction, and maintenance of connector and other trails along the Cumberland Trail; and to promote educational and recreational opportunities to this system of trails. The foregoing enumeration of purposes is intended to specify purposes characterized as charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue statute), as now exists or as may hereafter be amended (hereinafter referred to as the "Code"). The Corporation is organized and shall be operated exclusively for such charitable, scientific, or educational purposes, and all

provisions of this Charter shall be limited by and construed to be consistent with such purposes.

Section 2.2. Powers. The Corporation shall have all powers attributed to public benefit corporations under the Tennessee Nonprofit Corporation Act and, consistent therewith, shall be empowered to engage in any and all lawful activities which may be incidental or reasonably necessary to any of its enumerated purposes, including but not limited to:

(a) the power to purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in real or personal property, wherever located; and

(b) the power to sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of, or grant a security interest in, all or any part of the real or personal property of the Corporation;

provided, however, that the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by any organization recognized as exempt from federal income taxation under Section 501(c)(3) of the Code.

Section 2.3. Limitations. The following limitations shall apply to the purposes, powers, and activities of the Corporation:

(a) no part of the net earnings or receipts of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for items or services rendered and to make payments and distributions in furtherance of its charitable, scientific, and educational purposes;

(b) no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;

(c) no part of the activities of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; and

(d) notwithstanding any other provision of this Charter, the Corporation shall not, except to an insubstantial degree, pursue any purpose, exercise any power, or engage in any activity which is not consistent with and in furtherance of one or more of the exempt purposes stated in Section 501(c)(3) of the Code.

ARTICLE III. ORGANIZATION AND GOVERNANCE

Section 3.1. Board of Directors. The business and affairs of the Corporation shall be governed by a Board of Directors. The initial Board of Directors shall be designated by the incorporator. Thereafter, the Board of Directors shall be selected in the manner prescribed by the bylaws of the Corporation. The bylaws shall specify the qualifications and number of directors, *provided* that there shall be at all times at least three (3) directors. The bylaws shall also specify the term each director shall serve, procedures for removal of directors and filling of vacancies, and the time and manner of meetings of the Board of Directors.

Section 3.2. Bylaws. The Board of Directors of the Corporation shall adopt bylaws for the management, regulation, and control of the affairs, property, and operation of the Corporation, *provided* that such bylaws shall not be inconsistent with this Charter or with the law of the State of Tennessee. The bylaws of the Corporation may be altered, amended, or repealed at any time by the Board of Directors.

Section 3.3. Immunity of Directors. To the extent allowed by the Tennessee Nonprofit Corporation Act, the directors of the Corporation shall be immune from personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director.

IN WITNESS WHEREOF, this Charter is hereby adopted by the undersigned incorporator for filing with the Secretary of State of Tennessee, this ____ day of _____, 2015.

Charles M. Key
Incorporator
716 W. Brookhaven Circle
Memphis, Tennessee 38117

AGREEMENT TO FORM A CORPORATION

THIS AGREEMENT is made and entered into as of the date of the last signature below by, between, and among Tennessee Trails Association, Inc. ("TTA") and the individuals whose signatures appear on the signature page of this Agreement (the "Organizers"). The TTA and the Organizers are referred to collectively in this Agreement as the "Parties."

RECITALS

A. TTA is a Tennessee nonprofit, public benefit corporation recognized as exempt from federal income taxation as a public charity under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended, (hereinafter, a "tax-exempt" organization). Certain individual members of TTA (including the Organizers and other individuals) have previously served as an organizing committee for the Cumberland Trail Conference ("CTC"), which has heretofore operated as a division of TTA under an Assumed Name duly registered by TTA with the Secretary of State of the State of Tennessee.

B. The Parties desire to re-organize the CTC as a separate and independent corporation under the Tennessee Nonprofit Corporation Act, for the purposes stated in and pursuant to the Charter attached hereto as Exhibit A and incorporated herein by reference.

C. The Organizers propose to recommend for adoption by the corporation upon its formation a set of bylaws substantially in the form attached hereto as Exhibit B and incorporated herein by reference.

D. In recognition of the fact that certain pre-incorporation activities must proceed while additional discussion of the details of formation takes place among the interested parties, and to assure that the benefits of such pre-incorporation activities ultimately inure to the corporation to be formed, the Parties have in this Agreement set forth their declaration of intent with respect to the formation.

TERMS AND CONDITIONS

In consideration of the foregoing and of the mutual promises and covenants contained herein, the Parties agree as follows:

1. **Formation of Corporation.** Following the execution of this Agreement, the Organizers shall cause a corporation to be formed by filing with the Secretary of State of Tennessee a Charter substantially in the form attached hereto as Exhibit A, along with the Application for

Cancellation of Assumed Corporate Name executed by TTA. The name of the corporation to be formed shall be "CTC Formation Group, Inc." (hereinafter "the Corporation").

2. **Membership Interests.** The Corporation shall have no members within the meaning of the Tennessee Nonprofit Corporation Act. Whenever the word "member" or "membership" is used in the Charter, Bylaws, or otherwise in the pre- or post-incorporation activities of the Corporation, it shall be understood to refer to formal participation in the activities of the Corporation, the acceptance of certain obligations with respect to the support of the Corporation, and such other benefits and obligations as shall be specified from time to time by the Board of Directors of the Corporation.

3. **Initial Costs.** The Organizers shall cause the Corporation to be formed as soon as is practicable following the execution of this Agreement. TTA hereby promises to advance such funds as may be necessary to meet the obligations of the Corporation, if any, prior to incorporation, solely with respect to the organization of the Corporation and its application for recognition of exemption from federal income taxation, not to exceed five thousand dollars (\$5,000) in the aggregate. Such advance shall be treated as an interest-free loan to be repaid to TTA by the Corporation within twelve (12) months following its formation.

4. **Engagement of Counsel.** The Parties hereby approve and ratify the engagement of Charles M. Key as legal counsel for the Corporation to be formed.

5. **Transfer of Assets and Assumption of Liabilities.**

5.1 **Conditions Precedent.** The following conditions must be satisfied prior to any transfer of assets to or assumption of liabilities by the Corporation. Upon the failure of any of the following conditions, and unless otherwise agreed to in writing, signed by TTA and the Corporation, TTA shall not be obligated to transfer any asset and the Corporation shall not be obligated to assume any liability contemplated in this Section 5.

(a) The Corporation shall have been formed under the Charter attached hereto as Exhibit A, shall have received recognition of exemption from federal income taxation as a public charity under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended, and shall have provided documentation thereof to TTA in the form of file-stamped copies of such Charter and a letter of determination from the United States Internal Revenue Service.

(b) Ratification of this Agreement by the membership of TTA on or before December 31, 2015.

(c) The Corporation's Incorporators shall have appointed the following persons as the First Board of Directors of the Corporation: Rob Weber, Frank Jamison, and Carolyn Miller. No additional directors shall have been elected or appointed by the Corporation without the prior written approval of TTA.

(d) The First Board of Directors of the Corporation shall have elected the following persons as the Initial Officers of the Corporation:

Rob Weber	Chair
Frank Jamison	Vice Chair
Carolyn Miller	Secretary and Treasurer

No additional officers shall have been elected or appointed by the Corporation without the prior written approval of TTA.

(e) The Corporation shall have adopted the Bylaws attached hereto as Exhibit B, and shall have adopted a committee structure approved by TTA.

(f) The Corporation shall have adopted, and made available to TTA, a mission statement and a written framework for accomplishing its mission.

(g) The Corporation shall have entered into a working relationship with the Tennessee Department of Environment and Conservation (TDEC), as appropriate for carrying out its mission.

(h) The Corporation and TTA shall have entered into a Memorandum of Understanding regarding their future communication, cooperation and mutual assistance, covering, at a minimum: sharing and coordination of membership lists; reciprocal discounts; working relationship regarding trail building; and joint publicity.

(i) The Corporation shall have presented releases or other documentation to TTA sufficient to assume responsibility for all obligations previously undertaken by TTA relative to the Cumberland Trail.

5.2 Transfer of Assets. Upon satisfaction in full of the conditions precedent stated in Section 5.1 above, but not sooner than November 15, 2015, TTA shall cause the transfer to the Corporation of any and all right, title, and interest TTA has, may have, or may in the future have in the following assets:

(a) The name "Cumberland Trail Conference," including but not limited to TTA's execution and delivery to the Corporation of an Application for Cancellation of Assumed Corporate Name relative to the name "Cumberland Trail Conference,"

(b) Cash and financial assets, equipment, supplies, and other assets reflected in the Balance Sheet of the Cumberland Trail Conference dated as of the last day of the month preceding the date of the Closing (described in Section 5.4 below) and in any inventory of assets available at Closing, including (whether or not itemized as such in the aforementioned Balance Sheet) payments owed by the State of Tennessee on invoices for

construction of the bridge across Big Soddy Creek and for trail construction on the western slope of Black Mountain, and any proceeds from claims against the North Chickamauga Creek Conservancy;

(c) Any contract assumed by the Corporation under Section 5.3 below;

(d) Any interest in real property owned by TTA that is located in or adjacent to the Cumberland Trail State Scenic Park; and

(e) Any lease of real property by TTA that is located in or adjacent to the Cumberland Trail State Scenic Park.

Each such asset shall be transferred as is, with no representation or warranty with respect thereto. The full performance of such transfer shall be acknowledged and confirmed by the parties, consistent with this Agreement, upon its occurrence, as hereinafter set forth.

5.3 Assumption of Liabilities. Simultaneous with the transfer of the aforementioned assets to the Corporation, the Corporation shall assume the following liabilities:

(a) All remaining obligations to past donors of property or monies to TTA in connection with the Cumberland Trail;

(b) All remaining obligations to TDEC or any other agency of the State of Tennessee incurred by TTA in connection with the Cumberland Trail;

(c) All remaining obligations to past or present employees of TTA in connection with the Cumberland Trail, or to others arising out of any actions by such employees, for which TTA would be responsible;

(d) All remaining obligations to other parties, with whom TTA has had contracts or other arrangements related to the Cumberland Trail, whether or not such obligations currently are known or quantified; and

(e) All of TTA's obligations relative to the assets transferred under Section 5.2 above.

5.4 Closing. On completion of all of the conditions to performance of this Agreement listed above, and on request of The Corporation, the parties shall hold a closing at a mutually agreed place and time at which TTA shall transfer ownership of the assets described above to The Corporation. At the closing, TTA and The Corporation shall present releases, sign documentation, and take other steps sufficient to assure the transfer of assets and assumption of obligations listed above, to secure title in the assets to the Corporation free and clear from liens and encumbrances, and to protect TTA from future liability with respect to the obligations assumed by the Corporation. Following the closing of the transaction contemplated by this Agreement, TTA shall discontinue

CUMBERLAND TRAIL CONFERENCE
JOB OPENING

About us:

The Cumberland Trail Conference (CTC) is an affiliated organization of Tennessee Trails Association charged with acquisition and construction of the Cumberland Trail, a Tennessee State Scenic Trail and the core of the 300-mile linear Cumberland Trail State Park. CTC manages both paid and volunteer staff in cooperation with Tennessee State Parks to complete this work. CTC also works with local communities to establish and build connecting trail corridors throughout East Tennessee.

Position Available:

Trail Building Program Coordinator

Date of Job Opening:

May 15, 2015

Full Time/Part-time:

Full time; 40 hour rotating schedule, including some weekends

Location:

Position Base in Crossville, Tennessee

Qualifications:

Suggested 4-Year Degree in Biology, Botany, Communications, Education, Environmental Science, Forestry, Recreational Services, or Related Fields.

Individual Considerations:

- Leadership Skills
- Communication Skills
- Coordination Skills
- Trail Related Experience (helpful)
 - Building
 - Maintenance
 - Map Reading
 - Safety Education
 - First Aid Education
- Good Physical Condition
- Comfortable in a Backcountry Setting

Transportation:

Required

Salary:

Negotiable

Application Requirements:

Resume: Please focus on work, educational, or volunteer related experiences.

References: Three

Interview: Qualified applicants will be notified regarding an interview with CTC's staff.

Job Description:

General responsibilities include 70% trail development and maintenance, 30% program coordination and leadership, organization and promotion, and grant writing and management. All responsibilities are completed in cooperation with Cumberland Trail Conference's (CTC) Board and volunteer leadership, the staff of Cumberland Trail State Park (CTSP), and any partnering organizations or communities.

Deadline for Application Requirements:

Immediate

Mail, E-mail, or Fax resume to:

Cumberland Trail Conference
409 Thurman Ave, #102
Crossville, TN 38555
931-456-6259 (Phone)
931-456-4934 (Fax)
Ctcoffice2014@gmail.com

CTC Trail Building Program Coordinator (Job Description)

General responsibilities include 70% trail development and maintenance, 30% program coordination and leadership, organizational and promotional, and grant writing and management. All responsibilities are completed in cooperation with Cumberland Trail Conference's (CTC) Board and volunteer leadership, the staff of Cumberland Trail State Park (CTSP), and any partnering organizations or communities.

Trail Development and Maintenance 70%:

To provide-on-the ground leadership for the development and construction of the core CTSP trail corridor and associated community connectors, to include trail design.

To develop and lead volunteer trail construction teams, to include trail, rock, bridge, and mechanized teams.

To lead and coordinate the activities of all WagonMasters, Adopt-a-Trail, partnering organizations, and volunteers as it relates to trail construction.

To provide trail construction and safety training to all volunteer participants, ensuring all activities are done with the utmost concern for the safety of the participants.

To transport volunteers, material, tools, and equipment to trail construction work sites.

To assist and provide leadership for the completion of trail maintenance and inspection.

To maintain and monitor trail equipment and material, to include inventory.

To maintain and monitor motorized transportation.

To assist and provide leadership for the construction and maintenance of trail and trailhead facilities, to include signage, kiosks, and other related facilities. This might include the development of kiosk informational material.

Program Coordination & Leadership, Organization & Promotion, and Grants 30%:

To coordinate and organize volunteer trail building and educational programs, to include establishing program/educational parameters and timetables, pre-site inspection, project budgetary costs, program publicity, volunteer recruitment, material purchase and preparations, and follow-up program reports and publicity.

To provide on-the-ground program oversight, to include trail and safety training.

To provide and lead educational programs that are appropriate for the programs.

To cultivate and recruit individual and community volunteer resources for programs.

To cultivate and develop new programs to assist in the completion of the CTSP or community connector trails.

To complete grant requests to support program and staffing needs.

To attend and promote the Cumberland Trail Conference, Cumberland Trail State Park, and associated programs at various public functions (fairs, earth day, etc.) and various community groups throughout the Cumberland Trail corridor.

To complete the pre/post program publication and promotion through the use of internal communication (website, email, facebook) and external sources (local media, partnering organizations).