

Right of Way Consultants Council

Membership Meeting

Charleston Civic Center, Charleston, WV

June 24, 2013

The meeting was called to order by Faith Roland, Board Chair at 9:40AM. Board members present were Faith Roland, Kerry Malone, Charlie Davis, Jerry Colburn, Wade Brown, Trent Oglesby, and Lisa Harrison. Jim Walker was also in attendance, as well as Bob Briggs (Pilgrim Land Services), David Harrah (Texas Department of Transportation), Sheila Mills (Texas Department of Transportation), Alli Baker (NSI Consulting and Development), Mark Murray (GNP Land), Teri Morgon (HDR), Dan Houlihan (Revolution Pipeline Resource), Nancy Green (Twin Peaks Field Service), Len Boschetti (Universal Field Services), Norm Henenberg (Paragon Partners), Joe Coates (Coates Field Service), Chrissy Menghini (BEM Systems), Troy Bergeron (GNP Land), Linda Stephens (Realty Valuation Services), and Alex Souder (Pinnacle Group).

Introductions

Everyone present introduced themselves.

Chair Report

Roland reported that Trent Oglesby was elected to serve as our new director. Revisions are being made to the ROWCC Bylaws to correct inconsistencies, and members will be receiving the revised Bylaws for their approval. ROWCC will now receive online payments via the web site to pay member dues and to join our organization. Roland reported on web site changes that will include members only access for confidential information and member benefits.

A photo was taken of the group.

Roland reported that the 2012 membership meeting Minutes were approved at the September meeting in Las Vegas. She recapped the Saturday, June 22 Board meeting and described the need to bring Jim Walker on board to keep the Council on track and in compliance.

Treasurers Report

Davis commented on the Treasurers Report. The ROWCC has \$51,567 in the bank and no major unpaid expenses. In keeping with elimination of paperwork whenever possible, the Treasurers Report was passed via iPad for review. The report was reviewed by all members present. There were no comments. Roland moved that the Treasurers Report be approved. Seconded by Colburn. Approved.

Bylaws Revisions

Recommended Bylaws revisions will change the count required for a quorum to five, and redefine member qualifications to require a statement to the fact that a prospective member company has employees versus independent contractors. The changes will also allow proxy voting when the company member can't vote and clarification of simple majority.

Affiliate Member Category

Roland reported that we will establish an affiliate membership category with both public/private options available. Sheila Mills, Texas DOT indicated support and would like to participate.

Election

We will need to appoint a 9th board member – an opportunity to serve. Volunteers will be sought.

Next Meeting

Our next in person member meeting will be in October in Las Vegas.

Contract Language/Independent Contractors

There was a review of last September's meeting in Las Vegas, including discussion of the use of proper contract language and the use of independent contractors. There is a need for standardized contract language for all member companies. According to Malone the language must protect all of us as clients, certain liability issues that we all share, and must have protection for our services. There is no sense in signing a contract that doesn't protect the five to ten items we all should stand up for to protect us – all in our common interest. Coates recommended we hire an attorney to develop an indemnity clause that will protect us. Malone agreed and suggested contract language. A unifying element of applicable contract language is uniform liability standards- the industry should push back if excessive liability is asked for in contracts. The billing cycle should be biweekly, not longer. Roland established a Contract Sub Committee – Malone was appointed Chair, with committee members Joe Coates, Sheila Mills, Wade Brown. They will select 5-10 Items of uniform importance, both public & private.

Proxy Meeting

Harrison said Alex Souder will represent the Pinnacle group at ROWCC meetings, if she can't attend due to IRWA duties as President. According to Roland, we need to establish proxy voting, and asked Walker to recommend such language for the Bylaws revision.

Employee/Independent Contractor

Roland led a discussion on the issue of employee/independent contractor status. We will have a link on the new web site to the twenty rules, and also a link to IRS SS-8-list. Malone commented that certification of payment of workers compensation should be in place as a membership requirement.

Right of Way Licensing

Harrison recommended we revisit right of way licensing, and set the groundwork to work with Pipeline Committee on IRWA licensing requirements to create a collective voice on licensing. There needs to be a licensing version as a compromise for all states, and the first step is to determine requirements by state and whether they have reciprocity. Get private industry support and government entity support. There is a need to establish ROWCC Licensing Committee, with Davis as Chair and Malone, Colburn, and Souder as members.

October Meeting

The next meeting will be held in Las Vegas, with the board meeting on October 18 and the members on October 19. Malone will make the room reservations as in the past, and will work with Walker.

Conference Call Meeting

Roland asked that Walker setup up meeting of the board by conference call, and also setup two in-person meetings open to all, with invitations to friends.

Overview on ROWCC

Board members gave an overview of the ROWCC's history and goals. Our first meeting was held in 1999 Mobile, Alabama, then Texas. We are a grouping of the best companies in business. We provide ethical standards at a high level. Each company is allowed one vote on ROWCC business, regardless of size.

Adding affiliate members will allow us to include government members, like Texas Department of Transportation. Walker said the affiliate membership language will be ready for consideration at the October meeting.

Officer Election

Roland offered the opportunity to change positions. Davis moved that the seats remain the same. Colburn seconded. Approved.

Roland called "last call" for topics.

The meeting was adjourned at 10:57 AM.

Minutes respectfully submitted,

Jim Walker