



CITY OF ELY

501 Mill Street Ely, Nevada 89301
City Hall (775) 289-2430
Cityofelynv.gov

**JOINT SPECIAL MEETING
ELY CITY COUNCIL
NEVADA NORTHERN RAILWAY FOUNDATION, INC., BOARD OF DIRECTORS**

March 4, 2022, 5:00 p.m. – Ely Volunteer Fire Hall – 499 Mill Street – Ely, Nevada

The joint special meeting of the Ely City Council and Nevada Northern Railway Foundation, Inc., Board can also be accessed via video conference/teleconference. Please call City Hall or email CityClerk@cityofelynv.gov if you have questions regarding accessing the meeting.

Link: <https://zoom.us/j/9771306332> **Meeting ID:** 977 130 6332

Please Note: If you log on and experience difficulty hearing the meeting, please also call the toll-free numbers.

Dial by your location: +877-853-5247 US Toll-free
+888-788-0099 US Toll-free

THE COUNCIL AND FOUNDATION BOARD MEMBERS MAY ADDRESS AGENDA ITEMS OUT OF SEQUENCE, COMBINE TWO OR MORE AGENDA ITEMS FOR CONSIDERATION, REMOVE AN ITEM OR DELAY DISCUSSION AT ANY TIME TO ACCOMMODATE PERSONS APPEARING BEFORE THE COUNCIL AND FOUNDATION BOARD OR TO AID IN THE EFFICIENCY AND EFFECTIVENESS OF THE MEETINGS.

1. OPENING ACTIVITIES:

MEETING CALLED TO ORDER
PLEDGE OF ALLEGIANCE
ROLL CALL

2. PUBLIC COMMENT: Comments not exceeding three (3) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon those comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda. **Comments during Discussion Items will not be accepted from the General public.** “Section 7.05 of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers”.

3. ITEMS FOR DISCUSSION ONLY OF THE ELY CITY COUNCIL AND RAILWAY FOUNDATION BOARD.

1. City Council and Nevada Northern Railway Foundation, Inc., Board of Directors Discussion Only. Discussion of the Settlement and Mutual Release of All Claims Agreement, dated as of March 1, 2022, by and among Nevada Northern Railway Foundation, Inc., a Nevada nonprofit corporation, formerly known as White Pine Historical Railroad Foundation, Inc., a Nevada nonprofit corporation, the City of Ely, Nevada, a Nevada municipal corporation, and S & S Shortline Leasing, LLC, a Utah limited liability company, and all exhibits thereto.

The Mayor Pro Tempore and Railway Foundation Board Chairman will adjourn the joint meeting of the Ely City Council and Nevada Northern Railway Foundation, Inc., Board of Directors for a meeting of the Ely City Council.

4. ITEMS FOR DISCUSSION/POSSIBLE ACTION ONLY OF THE ELY CITY COUNCIL.

1. City Council – Discussion/For Possible Action. Approval of the Settlement and Mutual Release of All Claims Agreement, dated as of March 1, 2022, by and among Nevada Northern Railway Foundation, Inc., a Nevada nonprofit corporation, formerly known as White Pine Historical Railroad Foundation, Inc., a Nevada nonprofit corporation, the City of Ely, Nevada, a Nevada municipal corporation, and S & S Shortline Leasing, LLC, a Utah limited liability company, and all exhibits thereto.
2. City Council – Discussion/For Possible Action. Approval of and direction to Mayor Pro Tempore, Dr. Jerri-Lynn Williams-Harper, to execute, on behalf of the City of Ely, the Settlement and Mutual Release of All Claims Agreement, dated as of March 1, 2022, by and among Nevada Northern Railway Foundation, Inc., a Nevada nonprofit corporation, formerly known as White Pine Historical Railroad Foundation, Inc., a Nevada nonprofit corporation, the City of Ely, Nevada, a Nevada municipal corporation, and S & S Shortline Leasing, LLC, a Utah limited liability company, and any exhibits thereto, and to take all actions necessary or appropriate to consummate the closing of the transactions contemplated in that agreement.
3. City Council – Discussion/For Possible Action. Approval of and direction to attorneys for the City of Ely at the law firms of Maupin, Cox & LeGoy and Thompson Hine to execute and/or file all necessary exhibits to the Settlement and Mutual Release of All Claims Agreement, dated as of March 1, 2022, by and among Nevada Northern Railway Foundation, Inc., a Nevada nonprofit corporation, formerly known as White Pine Historical Railroad Foundation, Inc., a Nevada nonprofit corporation, the City of Ely, Nevada, a Nevada municipal corporation, and S & S Shortline Leasing, LLC, a Utah limited liability company, in the Seventh Judicial District Court of the State of Nevada and the Surface Transportation Board and to take all actions necessary or appropriate to consummate the closing of the transactions contemplated in that agreement.

The Mayor Pro Tempore will adjourn the meeting of the Ely City Council and turn the gavel back to the Chairman of the Board of Nevada Northern Railway Foundation, Inc., for a meeting of the Nevada Northern Railway Foundation, Inc., Board of Directors.

5. ITEMS FOR DISCUSSION/POSSIBLE ACTION ONLY OF THE BOARD OF DIRECTORS OF NEVADA NORTHERN RAILWAY FOUNDATION, INC.

1. Nevada Northern Railway Foundation, Inc. – Discussion/For Possible Action. Approval of the Settlement and Mutual Release of All Claims Agreement, dated as of March 1, 2022, by and among Nevada Northern Railway Foundation, Inc., a Nevada nonprofit corporation, formerly known as White Pine Historical Railroad Foundation, Inc., a Nevada nonprofit corporation, the City of Ely, Nevada, a Nevada municipal corporation, and S & S Shortline Leasing, LLC, a Utah limited liability company, and all exhibits thereto.
2. Nevada Northern Railway Foundation, Inc. – Discussion/For Possible Action. Approval of and direction to Chairman of the Board, John Gianoli, to execute, on behalf of Nevada Northern Railway Foundation, Inc., the Settlement and Mutual Release of All Claims Agreement, dated as of March 1, 2022, by and among Nevada Northern Railway Foundation, Inc., a Nevada nonprofit corporation, formerly known as White Pine Historical Railroad Foundation, Inc., a Nevada nonprofit corporation, the City of Ely, Nevada, a Nevada municipal corporation, and S & S Shortline Leasing, LLC, a Utah limited liability company, and any exhibits thereto, and to take all actions necessary or appropriate to consummate the closing of the transactions contemplated in that agreement.

3. Nevada Northern Railway Foundation, Inc. – Discussion/For Possible Action. Approval of and direction to attorneys for Nevada Northern Railway Foundation, Inc., at the law firms of Maupin, Cox & LeGoy and Thompson Hine to execute and/or file all necessary exhibits to the Settlement and Mutual Release of All Claims Agreement, dated as of March 1, 2022, by and among Nevada Northern Railway Foundation, Inc., a Nevada nonprofit corporation, formerly known as White Pine Historical Railroad Foundation, Inc., a Nevada nonprofit corporation, the City of Ely, Nevada, a Nevada municipal corporation, and S & S Shortline Leasing, LLC, a Utah limited liability company, in the Seventh Judicial District Court of the State of Nevada and the Surface Transportation Board and to take all actions necessary or appropriate to consummate the closing of the transactions contemplated in that agreement.

The Chairman of the Board of Nevada Northern Railway Foundation, Inc., will turn the gavel back to the Mayor Pro Tempore to reconvene the joint special meeting of the Ely City Council and Nevada Northern Railway Foundation, Inc., Board of Directors.

6. PUBLIC COMMENT: Comments not exceeding three (3) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon those comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda. “Section 7.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers”.

7. ADJOURNMENT: THE JOINT SPECIAL MEETING MAY BE ADJOURNED BY APPROPRIATE MOTIONS OF THE ELY CITY COUNCIL AND NEVADA NORTHERN RAILWAY FOUNDATION, INC., BOARD OF DIRECTORS.

* Open session – Action/Discussion – Personnel** The meeting may be closed by appropriate motion for the purpose of discussion on any matter allowed under N.R.S. 241.031 and 241.033, (1) nothing contained in this chapter prevents a public body from holding a closed meeting to consider the character, alleged misconduct, professional competence or physical or mental health of a person/employee. (2) A public body may close a meeting upon a motion, which specifies the nature of the business to be considered. (3) This chapter does not: (a) Apply to judicial proceedings. (b) Prevent the removal of any person who willfully disrupts a meeting to the extent that its orderly conduct is made impractical. (c) Prevent the exclusion of witnesses from a public or private meeting during the examination of another witness. (d) Require that any meeting be closed to the public. (e) Permit a closed meeting for the discussion of the appointment of any person to public office or as a member of a public body. (4) The exception provided by this section, and electronic communication, must not be used to circumvent the spirit or letter of this chapter in order to discuss or act upon a matter over which the public body has supervision, control, jurisdiction or advisory powers. In accordance with Federal civil rights law and U.S. Department of Agriculture (USDA) civil rights regulations and policies, the USDA, its Agencies, offices and employees, and institutions participating in or administering USDA programs are prohibited from discriminating based on race, color, national origin, religion, sex, gender identity (including gender expression), sexual orientation, disability, age, marital status, family/parental status, income derived from a public assistance program, political beliefs, or reprisal or retaliation for prior civil rights activity, in any program or activity conducted or funded by USDA (not all bases apply to all programs). Remedies and complaint filing deadlines vary by program or incident. Persons with disabilities who require alternative means of communication for program information (e.g., Braille, large print, audiotope, American Sign Language, etc.) should contact the responsible Agency or USDA’s TARGET Center at (202) 720-2600 (voice and TTY) or contact USDA through the Federal Relay Service at (800) 877-8339. Additionally, program information may be made available in languages other than English. To file a program discrimination complaint, complete the USDA Program Discrimination Complaint Form, AD-3027, found online at <http://www.ascr.usda.gov/complaintfilingcust.html> and at any USDA office or write a letter addressed to USDA and provide in the letter all of the information requested in the form. To request a copy of the complaint form, call (866) 632-9992. Submit your completed form or letter to USDA by: Mail: U.S. Department of Agriculture, Office of the Assistant Secretary for Civil Rights, 1400 Independence Avenue, SW, Washington, D.C. 20250-9410; Fax: (202) 690-7442; or Email: program.intake@usda.gov .

For access to the public packet, contact the City Clerk at 501 Mill Street, Ely, Nevada 89301 or call (775) 289-2430; all packet material is posted in the agenda’s hyperlinks or under “Additional Documentation” on the City’s website at <https://www.cityofelynv.gov/>

I, Jennifer Lee, City Clerk, did cause to be posted on **February 25, 2022** by 5:00 p.m. four (4) notices of the agenda for the joint special meeting of the Ely City Council and Nevada Northern Railway Foundation Board in said City of Ely to wit: Posted at the doors or bulletin boards of City Hall located at 501 Mill Street, White Pine County Library located at 950 Campton Street, White Pine County Courthouse located at 801 Clark Street and the U.S. Post Office located at 2600 Bristlecone Avenue. The meeting notice is also posted on the City of Ely’s website at <https://www.cityofelynv.gov/> and the State of Nevada Public Notices website at <https://notice.nv.gov>.


