

Train Mountain Railroad Annual Board of Directors Meeting September 9, 2017

The meeting was called to order at 3:59 PM.

Present: Board Members: Tom Watson-President, Jeff Mills-Vice-president, Jeff Pape, Joe Simon, David Waterstreet-Treasurer, Dick Peterson (phone conference),
TMI Representative: Jerry Crane, President TMI
Others: John Cooper (phone conference), and non-board members Dale Furseth (phone conference) and Joyce Merwin

1. The results of the Board vacancy election, as tabulated by Joyce Merwin, are: John Cooper 49 votes, Bill Dwyer 36 votes, Pam Williams 16 votes and Danny Chamrad 11 votes. Mr. Cooper is duly elected to the Board.
2. John Cooper was welcomed and brought up to date by Tom Watson on how board meetings are done.

The Governance Model is used rather than Robert's Rules of Order which helps to keep the length of the meetings to approximately one hour. By Board Resolution, we strive to keep the meetings to no more than one hour. Some parts of Robert's Rules of Order are followed while New Business and Old Business are not. The most important item on the agenda is number one and they go down in succeeding order. We do motions and seconds just like a normal meeting. By Board Resolution the board does not vote on last minute items given in a meeting unless it is an emergency. This allows educated and intelligent rather than emotional decisions to be made. Changing the model can be made, if desired, by Board Resolution.

3. Tom Watson's term as President is up. He doesn't want to run again because of potential conflicts of interest between TMRR members and Train Mountain Institute. Jerry Crane is appointing him as Operations Manager for Train Mountain Institute.

Tom Watson recommends Jeff Mills for President. Jeff Mills stated he is willing to accept the position. Jeff Pape nominates Jeff Mills for President. Joe Simon seconds the nomination. There were no other nominations. David Waterstreet moves to close the nomination. Joe Simon seconds the motion. There was a unanimous vote to close the nomination. No discussion. The Board voted unanimously for Jeff Mills for President. Jeff Mills is the new TMRR President. Jeff Mills was given the option by Tom Watson to take over the meeting from this point. It was decided that Tom Watson would continue the meeting and Jeff Mills would take over as President at the end of the meeting.

4. A call for volunteers for Secretary was made. There were brief discussions including a discussion with Dick Peterson by phone conference regarding the duties of Secretary.

Secretary duties were reviewed—board meeting minutes, required filings and keeping track of who is on the board and when their terms are up. Dick Peterson was a little concerned about taking on the position. Joe Simon made an offer to help Dick Peterson with the Secretary position if Dick Peterson is nominated and elected. David Waterstreet nominates Dick Peterson as Secretary. Jeff Mills seconds the nomination. Joe Simon moves to close the nomination. Seconded by Dave Waterstreet. Jeff Mills calls for the question. Voting is unanimous for Dick Peterson to be Secretary. Dick Peterson is the new Secretary.

5. Tom Watson noted that the position of Vice President is now vacant but noted he is willing to fill that position. Dave Waterstreet nominates Jeff Pape for Vice President. Vice President duties are discussed. Joe Simon nominates (makes a motion to nominate) Jeff Pape as Vice-President. Seconded by David Waterstreet. Jeff Mills makes a motion to close the nominations. Joe Simon seconds the motion. Any questions. No. There was a unanimous vote for Jeff Pape as Vice President.
6. **2018 Triennial:** Per Tom Watson the following items were discussed at a steering group meeting in July. That meeting was not an official TMRR Board meeting and no Board level issues could be voted on then. The steering group presented the following positions for Board consideration at this meeting.
 - a. **Triennial Administration—Approve that Triennial will be run autonomously by Triennial Coordinators:** Tom Watson motions to approve. Some discussion among board members followed about who the Triennial Coordinators are. They are Jeff Mills, David Waterstreet, Tom Watson and Danny Chamrad. Russ Wood is a person who is willing to help. Joe Simon motions to approve that the Triennial will be run autonomously by Triennial Steering Committee: Jeff Mills, David Waterstreet, Tom Watson and Danny Chamrad. David Waterstreet seconds the motion. Call to Question. No question. The motion passed unanimously.
 - b. **Adopt using the same tiered rates as 2015 Triennial except for the month of June:** There was considerable discussion about holding the 2018 Triennial rates the same as 2015 or increasing some and possibly making changes to rates for certain age groups. According to Tom Watson, making broad changes to all of the rates could delay the availability of online registration until November 2017 because of the computer programming required. Discussion time became long. Tom Watson takes a vote to move on. Five agree, passing the vote to move on. Jeff Mills moved to accept the rates as proposed (to use the same rates as the 2015 Triennial except for June). Jeff Pape seconds. Call to Question. No question. Five voted to accept. Two oppose. The motion is passed to adopt the same tiered rates as the 2015 Triennial except for the month of June.
 - c. **Set rates for June registrations for \$30 higher than May rates:** After suggestions and discussion about how much higher to make the June rate, Dale Furseth asked if the cutoff dates are when the person registers or when they pay. Tom Watson answers that it is when they register online or when their registration is postmarked.

Joe Simon moved to make the June rate \$35 more per adult than the May rate. Jeff Mills seconds. Call to Question. All unanimously voted in favor.

- d. Due to insufficient lead time it will not be possible to adopt any Electric Surcharge and still be ready to accept registrations by October 1, 2017. We should consider asking electric users (people charging electric locomotives and/or electric cars) to make an appropriate donation based on the approximate power used:** The board discussed adopting the electric surcharge vs. accepting donations and promoting for the donations including Gazette articles and Dale Furseth was consulted regarding the programming time to add an electric surcharge to the online registration. After discussion about the actual cost per kilowatt hour that might be used by a participant, the calculations came out to be minimal—such as 43 cents or possibly \$2. Jeff Mills moved to adopt voluntary donations for Electric users. Joe Simon seconded the motion. All unanimously voted to accept the motion. Dale Furseth suggests giving an amount for a reasonable donation (to members). Tom Watson says that is something that can be discussed outside the meeting.

- 7. Status Report TMI:** Jerry Crane reported that TMI is in good financial position right now with \$45,000. Just wrote the last check we had to write for the installation of the containers. There are still six containers for sale. TMI has some money that will be coming in from those who owe the remaining half of their containers and the six that are still for sale will bring in another \$30,000 when sold. \$30,000 is owed to Carl Vanderspek for steel rail. TMI will have to make a tie purchase this fall. Jerry Crane wants to sell 3 to 4 of the containers before making the tie purchase. TMI wants to get Atkinson Engineering on board for design of a parking lot up front and septic system at Blue Caboose. He wants to sell all the containers first. The design and construction would be post 2018 Triennial. Tom Watson added that progress is being made with the LED project. He can see our power bill just going in half. Jerry Crane stated that if TMI has the money, next year they want to start adding solar to the Backshop. Tom Watson would like to see added to the TM wish list an energy efficient ice maker. The current one works well, but is not very energy efficient.
- 8. Status Report TMRR:** Tom Watson reported that TMRR is financially in good shape. We have started working on improvements for Triennial attendees. Tom Watson put in high speed internet at Blue Caboose and the Track shop. He wants to add it to South Meadow and Six Acre, but those will need solar power. It might take two at South Meadow. He has been slowly purchasing hardware for that. The money to add it will come from TMRR, but will come back in from Triennial dollars. Tom Watson said that we need to invest in things that will bring in more money. There was some discussion about security cameras and private/ web cameras and the costs of the cameras and WiFi. All of the cameras are on the private network. All of the WiFi are on the public network. Joe Simon expressed concern that a specific female member was spending time, possibly considerable time, on the phone in the kitchen and asked if there was anything in place to have members compensate TM for their use of the phone. It was determined that we need to check the next phone bill carefully for any calls on the bill that are not

ours (not office related), but rather members, and if so, that the member placing the calls will need to be billed.

9. Status Report Forestry: Jeff Pape reported that our current program is to remove only dying, sick and dead trees and manage the brush. A red ribbon means to remove. A white ribbon means that it is to remain there. There may be government money in a few years for brush management coming out of the Chiloquin consortium. Tom Watson stated that Justin Throne may be able to put in for another grant for Department of Forestry to remove brush.

10. Status Report Fire Protection: Jeff Mills reported that all fire equipment was deployed this spring. He could repair enough of the silver fire extinguishers to go out to all of the little red houses (along the tracks). He is collecting spare parts to keep them maintained. He has done some and is going to continue the fire equipment demonstrations and wants to increase awareness of fire safety and taking action in the event there is a fire. The Chiloquin consortium can help develop fire safety zones. The possibility of setting up the wine tank as a water storage reservoir for fire-fighting is being explored. The local fire department has expressed an interest in that being done. The interior needs to be inspected because the last owner may have used it for oil storage. There is a type of bacteria that will eat the oil if there is oil in the tank. A recent incident of a locomotive catching fire was discussed and the member inaction. Situational awareness—what is going on, where fire extinguishers are, etc. was also discussed.

11. Last Minute Items:

- a. Jeff Pape stated that the containers are in and that Richard Cox was there every minute with the trucker and crane operator and that Mr. Cox basically went above and beyond the call and worked past his normal hours to help get the job done.
- b. Jeff Pape also mentioned that Cycle Oregon did not do their normal event this year because of the smoke (from many forest fires). He brought up the possibility of Train Mountain being a host for their event in the future. Positive discussion followed. Jeff Pape is going to pursue this.
- c. Dave Waterstreet stated that he would like to see the board vote on or recognize the 100-car train incident that violates the rules and that we re-emphasize the rules. Tom Watson stated that technically it wasn't a rule violation and that those who did it felt badly about it, had realized it was not a good idea and had reduced the size of the train on their own. They also put in a lot of volunteer hours. Tom Watson said that the agreement between TMI and TMRR may need to be modernized and that those lay out some of the functions and rules. Jerry Crane, TMI representative, said that TMRR is mainly responsible for the rules. It was suggested that we re-emphasize that our sidings are 140 feet long and that the longest train length allowable is generally 140 feet with certain special exceptions or approval allowing longer trains. More discussion ensued. Tom Watson stated to write a proposal and put it on the agenda.

- d. Joe Simon mentioned he had encountered several disgruntled members. Joyce Merwin suggested using specifics by giving how many and who is disgruntled and about what. There was discussion that members should be encouraged to come to the office to discuss things or to get correct information or to be able to write a report to the board so that whatever a situation is, it can be addressed and handled (to everyone's satisfaction), but it cannot be handled if this is not done. Joe Simon clarified that there were a few members who were planning on reporting TMRR to the State because Jeff Pape was going to clear cut our forest. That was immediately determined as misinformation held by or created by the members or a misinterpretation of something that was announced earlier to the members because there is no plan to clear cut our forest, only to remove dead or diseased trees and to make it more fire safe. That is being done with the help and advice of the state's forest service. Jeff Pape mentioned "patient listening" is necessary. Members should be able to approach the board or office and to put things in writing to get things resolved. Some choose to spread rumors instead. They can come into the new management if they were uncomfortable with the old management.
- e. Joe Simon inquired about how often we have meetings. We are required to hold meetings once a year, but may call a meeting whenever necessary. Some things also can be addressed by email during the year. The meeting in September is required.
- f. Joe Simon mentioned that the Bylaws online do not have signatures nor are they dated. He would like to see official Bylaws with dates and signatures online and believes the official document should be posted there.

12. Adjourn: Jeff Pape moved to adjourn. Dick Peterson seconded. All were in favor.
Meeting adjourned at 5:25 PM.

Minutes and notes recorded by Joyce Merwin.
Circulated for Board corrections.
Respectfully submitted by:
Dick Peterson, Secretary
October 31, 2017