

Train Mountain Railroad, Inc

Board of Directors Meeting May 4, 2019

The meeting, having been announced by President Mills on April 24, 2019 in accord with Corporate By-Laws, was called to order May 4, 2019 at 2:03 pdt in the Central Station Library conference room.

Board Members present Mr. Mills, Mr. Cooper, Mr. Waterstreet, Mr. Peterson, Mr. Watson and, via telephone conference call, Mr. Chamrad and Mr. Simon. Mr. Crane was present representing TMI. Mrs. Merwin of the TMI staff also attended.

Item 1 - acquisition of various computer items to support the operations meet.

Mr. Watson noted that Mr. Mills had previous requested Board e-mail input on the issue, but none was received. The operations meet committee has asked for support in the form of large screen display equipment and a laptop to be dedicated to freight management. Board members expressed concern that there was a lack of specificity and further information was needed to approach a rational decision. Mr. Waterstreet moved to **Table further discussion and establish a 30-day window for the Board to conduct an on-line discussion and reach a recommendation for possible funding.** S-Joe Simon. *Passed* unanimously.

Item 2 – possible conduct of elections by an outside contractor

Mr. Waterstreet moved that **We, the TMRR BOD contract/hire ElectionBuddy, Inc., an online voting service, to conduct our Board-Director Elections, and any proposals or actions we may deem necessary for a special membership vote going forward.**

Discussion brought forth two issues which Mr. Waterstreet agreed to pursue. First, that ElectionBuddy Inc. provides written assurance that membership data will remain property of TMRR and will not be shared with or sold to any other entity. Second, the use of ElectionBuddy must not incur any long term contract and can be used by TMRR on a case by case basis for their standard fees.

The published fee for an organization of our size is listed as \$89 per election. The service would also include mail ballots to members without e-mail services.

The motion was seconded and *passed* unanimously.

Item 3 -FCC compliant radio communications by our membership

Mr. Peterson presented a brief summary of the radio services that potentially support member communications (Part 90 Private Land Mobile Radio Services, Part 95 Personal Radio Services which includes FRS, GMRS, CB, MURS and others, and Part 97 Amateur Radio Service). The Federal Communications Commission has been modifying requirements and has been taking regulatory actions which could affect individual members.

Mr. Peterson suggest establishing a “non-Board” committee charged with identifying and guiding the most effective, legally compliant modes for member communications. Moved: **“The Board hereby establishes the TMRR Radio Communications Guidance Committee. Members wishing to participate must be appointed by the President of TMRR. The committee will present the results of its**

**deliberations to the Board at least annually and will immediately inform the Board of any circumstances or operations which could result in federal violations being cited either against members or the corporation.”** Second - Mr. Waterstreet. *Passed* -unanimously

Item 4- long term RV camping at Blue Caboose.

Mr. Crane sought input and approval from the TMRR Board for policies titled “Long Term Camping and RV Storage at Blue Caboose”.

The policy notes that the Boards of Directors of both TMRR and TMI will maintain a list of individuals that they believe provide outstanding volunteer services to TM and therefore qualify for this new camping policy. These individuals keeping an RV on site will now pay seasonally adjusted fees.

Mr. Peterson moved that **The TMRR Board endorses new the policy.** Second- Mr. Simon. *Passed* – unanimously. Mr. Mills and Mr. Crane then jointly signed the policy.

Item 5- financial reports.

Mr. Waterstreet presented a report titled “2018 Triennial Revenues and Disbursements.”

A second document “Train Mountain Railroad” Profit and Loss September 27, 2017 – December 31, 2018 was also presented and reviewed. We are in the black and within the restraints of the c7 rules.

These reports were not in the hands of Mr. Chamrad nor Mr. Simon. Mr. Waterstreet will make them available.

Mr. Waterstreet then presented three documents with suggested changes for 2021 triennial fees, changes to membership rates and changes to the day-pass age/rate structures. Mr. Crane noted the latter two are the purview of TMI but that TMRR inputs would certainly be considered. Mr. Waterstreet moved to “**Revisit these issues at the next meeting.**” Second by Mr. Peterson. *Passed* with Mr. Simon abstaining until he sees the paperwork.

Item 6 – establishing standing committees.

Mr. Waterstreet presented a document suggesting TMRR establish multiple committees and procedures. There was considerable discussion centered around TMI and TMRR areas of responsibilities. Mr. Waterstreet hopes to have more members become involved in long term planning. TMI prefers a single person as point of contact for its areas (example-track) as opposed to a committee. TMRR does have two committees at present (Operations Meet and the new Radio Guidance) and has had a Triennial committee in the past. The Board chose to not proceed further on this issue.

Item 7- set aside fund for 2021 triennial start up

Mr. Mills and Mr. Watson noted that given the needs to acquire certain items before monies are realized from early Triennial registrations there needs to be a set aside of TMRR funds to pay for those items. Mr. Mills moved **a fund of \$5,000 be established for triennial startup costs.** Seconded. *Passed* with Mr. Cooper voting “no” because he believes the amount to be too little.

Item 8- new name badges

Mr. Watson noted that we have a need to consider new name badges. Mrs. Merwin noted that at present there is a backlog in preparing name badges and there is difficulty in acquiring materials.

Mr. Mills showed a sample of the new badges being purchased by Kitsap Live Steamers. These badges feature a new magnetic clasp arrangement which, as was demonstrated, adheres well even on a cap. These are considered a “premium” badge with engraved name and emblems.

Mr. Peterson moved that **“Train Mountain adopt the premium style badges per the Kitsap sample and that should a member wish to purchase a replacement their cost will be \$10.00.”** Second-Mr. Simon, *Passed-unanimously*

Item 9- financial and spending limits

Mr. Cooper was concerned with the accountability and limits on routine expenditures on behalf of TMRR. Mr. Peterson noted that the authorization was granted to Mr. Watson. Mr. Watson noted that there are very few expenditures needed...usually replacement ink cartridges and paper. Mrs. Merwin noted these expenditures are all logged in QuickBooks.

Mr. Crane noted that all TMRR Board members are authorized to access TMRR’s “QuickBooks” (read mode) and offered to provide instructions if needed.

Mr. Chamrad asked if these documents fulfilled the requirements for reporting that were discussed in the September 2018 meeting. Mr. Peterson stated they did. Mr. Waterstreet stated that he had not specifically isolated the expenditures made by Mr. Watson but could do so in the future.

Mr. Waterstreet agreed to continue to provide reports at each Board meeting (per by-laws) and also to distribute to board members a quarterly report during any quarter during which there is no formal Board meeting. The Board unanimously voted to approve this modified reporting practice.

Item 10- need for replacement outdoor chairs

We need to replace unsafe, aged, plastic chairs around central station. While this is a member benefit there is a shared need with TMI. Mr. Watson is proposing purchasing metal chairs rated for heavy weights estimated at \$80. Mr. Crane offered on behalf of TMI to assume half the costs.

Mr. Watson moved to **Purchase 10 heavy duty metal chairs with the costs equally divided between TMRR and TMI.** Second – Waterstreet *Passed-unanimously*

Item 11 -TMI status

Mr. Crane summarized the status of TMI as being in good shape financially. Looking at last year TMI had a balanced cash flow. Some capital projects were deferred due to increasing maintenance costs.

Item 12 – TMRR status

Mr. Watson reported that Train Mountain in general is working with the Sierra Service Project to arrange for teenage volunteers to help with staining the central station building. The work began last year but had to be suspended because of heavy smoke which was deemed unhealthy for the volunteers.

Item 13- forest programs status

Mr. Crane, in the absence of Mr. Pape, reported that the application has gone in to help manage the forests better. Future funding is not yet clear but preliminary assurances are encouraging. They will be sending out a forester to make a more definitive evaluation.

Item 14 -fire safety programs

Mr. Mills reported that parts and repair kits have been assembled in support of the silver colored extinguishers. Mr. Ken Olsen is volunteering to perform repairs. The backpack pumps will be serviced and put out during the narrow-gauge meet. A "fire school" is being considered.

A safety zone in the north end is under discussion in relation to the forest program development.

Two railroad tank cars are being considered for possible use as water supply which firefighters can draw on. The work will need to be compatible with the wine car's status as a donated museum artifact.

No further business was brought before the Board.

Mr. Peterson moved to adjourn. Passed and meeting was ended at 4:38pm pdt.

Respectfully,

Dick Peterson, Secretary

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The above document was approved via e-mail by each member of the Board and is made part of the permanent record of Train Mountain Railroad, Inc.

/s/ Dick Peterson, May 14, 2019