

# Train Mountain Railroad Board of Directors Meeting

February 13, 2013

Location: Telephone Conference Meeting

## 1. Meeting called to order at 7:06 pm.

Present: Jim Armstrong, President; Dennis Ward, Treasurer; Chuck Barnes, Secretary; Jerry Crane; Tom Watson; and, John Black (RRI)

Absent: None

Others in attendance: Jeff Pape; Justin Throne; and, Dale Furseth

## Recurring Business:

2. **Secretary's Report, Chuck Barnes** – There were no further comments or additional corrections regarding the January 9, 2013, minutes that had been emailed to the Board. Motion to approve the January 9, 2013, Board minutes as submitted. Ward/Watson. Approved 5-0

3. **Treasurer's Report, Dennis Ward** – \$14,950 of membership fees and \$2,225 of meet fees has been received. Quick Books Online has been established for TMRR, RRI and FTM. Dennis will email the TMRR profit and loss report to the Board members. A copy of the report will be attached to and made a part of the minutes.

4. **TMRR Legal Counsel Approval, John Black and Justin Throne** – Justin Throne (280 Main St, Klamath Falls, OR 97601) will serve as legal counsel for TMRR. He has knowledge of the past Train Mountain legal issues, TMRR's goals, and the challenges TMRR will be facing. At this time Justin is not actively working with Fred Vertel and/or Timberlake Railroad on any legal issues. However, Justin informed the Board that his past legal work with Fred Vertel and/or Timberlake Railroad may require his attention, so he will prepare an "Informed Consent to Terms of Representation" to outline a potential conflict of interest. The Board agreed to have Justin serve as TMRR's legal counsel. Motion to allow Jim Armstrong to sign the "Informed Consent to Terms of Representation". Watson/Ward. Approved 5-0. A copy of the "Informed Consent to Terms of Representation" is attached and made a part of the minutes.

## 5. Status Report From Management

a. **Friends and RRI, John Black** – (1) At this time all merchandise sold in the TM store must be listed as sold to either a TMRR member or a non-member. In essence there are two stores. Currently, if a sale is to a member, 25% of the profit goes to TMRR and 75% of the profit goes to RRI (Friends Custodial) income which 100% goes to the Basic Operating Expenses. If a sale is to a non-member, the profit goes to RRI (Friends Custodial) income which 100% goes to the Basic Operating Expenses. This has created significant accounting effort. Based on existing sales TMRR would have received less than \$300 and the extra

effort to separate member and non-member sales does not seem to justify the increased accounting work. Tom stated that the Triennial DVDs were purchased with Triennial funds and the profits going to RRI might upset some members. Tom will draft a letter explaining how the profits from the Triennial money will benefit Train Mountain. Having only “one store” was discussed and supported by the Board. (2) The IRS has not provided FTM with any updates on the status of settling the lien issue.

b. **Facilities, Jerry Crane** – (1) Adkins Engineering submitted a \$3,000 proposal to support TM during construction of the Blue Caboose sewer. They also submitted a \$9,500 proposal for design thru as-built drawings for the Central Station sewer. Both will be place on hold until the IRS liens are removed. However, the sewer permits need to be renewed before they expire. (2) Klamath County will conduct a field survey of the TM water system. Certified operators of the water system will be required. Richard and Dustin will attend the County’s class and become certified operators.

c. **I.T., Tom Watson** – The Board reviewed and discussed Tom’s February 12, 2013 I.T. report that had been emailed to the Board members. A copy of the I.T. report is attached and made a part of the minutes. John is sending a laptop computer that will be used for vinyl cutting. Mark Flitton may be able to provide several computers. They will need new hard drives. Friends approved \$1,500.00, from the custodial account, to allow TMRR to purchase computer equipment.

## **6. Status Reports From Standing and Special Committees**

a. **Communications Coordinator, Russ Wood** – No report. Russ was not able to attend the Board meeting.

b. **Museum and Store Coordinator, Steve Panzik** – No report. Steve was not able to attend the Board meeting.

c. **Projects Coordinator** – A replacement for Jeff has not been found. Jim and Sabra Rickman are making progress with the establishment of the library.

d. **Containerville Coordinator, Chuck Barnes** – (1) Emails have been sent to the Containerville tenants to verify their current address, email, telephone number, etc. Upon receiving the replies, Chuck will develop a spreadsheet with the tenants and their current information. The emails also requested information on payment of the \$375.00 annual lease payment for 2011 and 2012. Once it is determined if those fees have been paid, the invoices for the 2013 (2011 and 2012 fees, if necessary) can be sent. Dennis volunteered to prepare the invoices once Chuck provides him with the names, address and amounts. (2) Backshop Track Rental. Based on measurements by Richard Cox there is approximately 218’ of unused track in the north and center bays. During the discussion of track rental, there was concern with need for rail bike storage, having to move someone’s equipment to get your equipment in and out of the backshop, and potential damage to equipment due to narrow spacing between the tracks. It was decided that the Board make a visual inspection of the north and center bays during the Narrow Gauge workweek. Track rental will be placed on the May agenda.

e. **Membership Database Development, Dale Furseth** – The Board’s resolution of the membership and meet fees and definitions has provided Dale

with the information he needed to develop the software. The membership side of the software has been finished. Dale needs to move the database to the server and get online membership registration operational. Once online membership is active, meet registration will be next. Any other needs will follow. Dale and Tom will determine which folders need to be password protected and develop the protection.

f. **Social Media Development** – TMRR’s Facebook and blog is up and running. TMRR’s goal should be to send out TM information once a week. Dennis will send information that it is provided to him. He will not develop the information. TM has the world’s largest railroad and should strive to become center of the “hobby”. To promote becoming the center of the hobby, TMRR and other clubs should exchange newsletters and rosters; TMRR could publish other clubs “special meets”, and promote the hobby’s manufactures. A Content Manager is needed. Jim will address this in his “help wanted’ article. John encouraged TMRR to “talk to more people that we don’t know”. We have only been talking to people we know.

### **Old Business:**

7. **Membership Packet, Tom and Dennis** – Jim’s “Welcome” letter was reviewed and approved by the Board. A copy of the letter is attached and made a part of the minutes. The size of the envelope will impact the cost to mail the membership packet. The number of times the map (24”x38”) is folded will determine the envelope size. The consensus was not to fold the map too many times. A couple of different sized envelopes, with contents, will be taken to the Post Office so the actual postage amount can be determined. The Board will be informed of the postage for each envelope and will vote by email of their choice. The year pins have been received. The children’s nametags have not been made. Additional maps may need to be printed before all of the membership packets are mailed.

### **8. Gazette and Board Meeting Schedule, Jim.**

- a. Publish Gazette one week after meet and/or Board meeting instead of set day or week of the month. – The Board adopted this policy.
- b. Hold Board meetings at TM any month having a meet or special member related event. – The Board adopted this policy.
- c. Set Board meeting dates according to month, not for a particular day or week of the month. – The Board adopted this policy.
- d. Schedule two consecutive days for all Board meetings (in person or phone conference). Limit each day to 90 minutes maximum. Start times of meeting can vary. – The Board will attempt to limit the meetings to 90 minutes. If necessary, the meeting will be continued to another agreed upon date and time. Start time of 7:00 pm (Pacific Time) is preferred but can be changed if necessary.
- e. Board members not able to attend in person will conference call into the meeting regardless of meeting location. – The Board agreed, if possible, the member should conference call.

- f. Invite membership to attend Board meeting at TM facilities regardless of month. – The Board will advertise the date, time and location of the meeting. All members will be welcome to attend.
- g. Purchase a Polycomm speakerphone to be used for meetings and conference call held at TM facilities. – Jim will research the Polycomm speakerphone and advise the Board. Motion to purchase a Polycomm speakerphone with a cost not to exceed \$500.00. Crane/Watson. Approved 5-0. Tom will place the order.
- h. Based on the results above, Jim will publish newly revised schedule by Thursday evening, February 21<sup>st</sup>. – A copy of the revised schedule will be attached and made a part of the minutes.

**9. Other Old Business.** None.

**New Business:**

**10. On-Site Resident at TM, John and Jim** – Rental or resident caretaker? Need to find a person willing to rent or become the caretaker. Jim will develop the general duties and expectation of a caretaker for the Board's review and comment.

**11. Train Mountain Communications, John and Jim** – Jim will write the advertisement for the Communications coordinator.

**12. Upcoming TM Meet Projects, Jim** – The Board should to develop a list of volunteer workweek projects. The list should include the required tools, the number of volunteers, any associated costs, and a coordinator for each task. The projects will include, but not limited to, forest management, pine needle removal, caterpillar eradication and removal of the wood fences. John had sent his list to the Board for review and comment. A copy of John's list is attached and made a part of the minutes.

**13. Other New Business.** None

**14. Next scheduled Board meeting.** Wednesday, March 6, 2013 at 7:00 pm (Pacific Time) was set as the day and time. It will be telephone conference meeting.

**15. Meeting adjourned at 9:25 pm.** Motion to adjourn. Barnes/Crane. Approved. 5-0

The minutes were taken and submitted by Chuck Barnes, Secretary. The TMRR Board approved them on March 6, 2013.