

Train Mountain Railroad, Inc

Board of Directors Meeting May 31, 2019

Item 1 - The meeting, having been announced by President Mills in accord with Corporate By-Laws, was called to order May 31, 2019 at 5:00 pm pdt in the Central Station Library conference room.

Board Members present Mr. Mills-President, Mr. Cooper-Vice President, Mr. Waterstreet-Treasurer, Mr. Peterson-Secretary, Mr. Watson-Member at Large, Mr. Chamrad-Member at Large and Mr. Simon-Member at Large. Mr. Crane was present representing TMI. Mrs. Merwin, TMI office manager, also participated.

Others present included Nathan McConnell, Jackson Gray, Jordan Dobson, Larry Dabroi and Russ Woods.

Item 2 – Mr. Peterson, Secretary, reported that the approved minutes of the May 4 meeting were posted and filed.

As a summary report, the following Email Resolutions have been approved and entered in the corporate records: 1) 2017.1 Clarification of certain financial aspects of Premium all meet compensations, 2) 2017.2 Establishing an Operations Meet committee, 3) 2018.1 Establishing a nominations and elections process for filling Director positions, and 4) 2019.1 Approval of the purchase of computer equipment for the operations meet.

The Federal tax forms for 2018 have been filed and the Oregon State business fees have been paid and are up to date.

The Secretary has completed a review of TMRR documents on file in the office and merged them with records generated during the past two years. The documents, including the relevant supporting materials, have now been placed in an indexed binder to assist the incoming secretary.

Election data (which include personal identifications) and notes concerning closed BOD sessions are now in separate envelopes marked "Board Only".

**Move to accept and approve Secretaries report**-Waterstreet, Second Simon. Passed- unanimously.

Item 3 – Mr. Waterstreet, Treasurer, reported we currently have \$28,700 in the TMRR accounts after deductions for the Operations Meet computer equipment (reported in item 4 below) and QuickBook fees. We can expect additional debits for services provided by TMI.

**Move to accept the Treasurer's report** – Peterson. Second-Watson. Passed unanimously

Item 4- Mr. Watson reports that the authorized purchase of computer equipment by TMRR in support of the operations meet is proceeding. The large screen monitor and stand has been received and the support computer is in process. The laptop has not yet been priced nor ordered. At this point a TV (519.99), stand (328.89) and computer (1381.78) totaling \$2226.66 have been procured. Between Operations meets the new TV/computer system will be positioned in the Hall of Flags to provide members a current display of the dispatch signals system and GPS train tracking information.

Mr. Cooper pointed out that there is an emerging issue with the older computers in the tower which, even though they have been upgraded with new hard drives, will eventually need replacement. No actions are on the table currently.

Item 5- Mr. Waterstreet reports that a sequence for collection of data to be used in the elections is underway in coordination with Mr. Cooper and Mrs. Merwin. Two articles concerning the process, including having the membership review and update their e-mail addresses, have been submitted to the Gazette by Mr. Cooper. Mr. Woods noted they are ready to publish.

The distributed (e-mail) ElectionBuddy policy concerning security of member's information was very satisfactory in that our data will not be sold, released, or shared in any form.

**Motion: Having received privacy statement assurances from ElectionBuddy regarding information security, we accept ElectionBuddy as our election agent.** – Watson. Second-Simon. Passed-unanimously

Item 6 – Mr. Cooper reported that he has received no applications from individuals interested in being nominated for the position of Director. Mr. Peterson will make a plea to members at the Saturday banquet.

Item 7- President Mills announced that he has selected the following individuals to serve on the TMRR Radio Guidance Committee as authorized at the May 4 meeting: Dick Miller, Chris Navara, Nathan McConnell, Steve Passmore, Paul Jorgenson, and Richard Peterson as liaison. (Subsequent to the meeting Mr. Mills also appointed Mr. David White to the committee.)

Item 8- Mr. Watson reports that we have had some missed communication on the issue of new badges. Mrs. Merwin and Mr. Woods have different perceptions. Mrs. Merwin mentioned the present membership badges have issues with size, sharp edges and failing pins. She mentioned the motion of the last board meeting to adopt new badges per the Kitsap style. Mr. Mills identified the source of the Kitsap badges as a shop in Seattle.

Mr. Woods states present badge preparation is a two-part issue of (1) his cutting stock from large sheet and engraving and then (2) Mrs. Merwin does final detail finishing. Past production to date is 1155 total and now looks like about 100 in an average year. There is stock on hand in his shop.

Mrs. Merwin stated the basic cost per badge will be higher from outside. Mr. Peterson mentioned that the hours expended by staff is a cost as well. Mr. Crane stated that we are looking for a unified look.

Mr. Cooper noted that a long-range commitment to color and style and detail is important.

Mr. Crane noted the logo to be used is "Train Mountain" and names will be positioned per the Kitsap sample. Color remains an issue. Mrs. Merwin pointed out that there will need to be a provision for non-magnetic fasteners to accommodate persons with medical issues.

**Mr. Waterstreet moved The President will appoint a 3-person group to determine the particulars of the badges. The Group will get costs and samples from several vendors including the Kitsap vendor. Report to Board in 30 days. Second- Peterson Passed-unanimously**

Mr. Mills appointed Russ Wood, Tom Watson, Joyce Merwin to the group.

Item 9- Mr. Watson reported that he has not located a suitable outdoor chair style. The available stocks are not as robust as desired (not equivalent to the existing metal chairs which have lower leg support ring frames). Actions on hold pending shopping for an acceptable product.

Item 10 -TMI finances are presently very tight, temporarily, because of a Brush Blazer sale finance cost. No major purchases. Mr. Crane summarized the status of TMI as being in good shape financially overall. Looking at last year, TMI had a balanced cash flow. Some capital projects were deferred due to increasing maintenance costs.

TMI requests TMRR support for a membership dues change. An amount was suggested.

Mr. Peterson moved **TMRR recommends to TMI and Friends the acceptance of an annual increase in memberships for Individual and Families of \$10 each and for Young Adults and Bikers of \$5.** Second-Simon. Passed with Watson voting no.

Mr. Crane also suggested TMRR raise meet fees. TMI recommends that TMRR consider annual meet fee increases of: All meet \$10/year, Individual meet \$5/meet.

Extended wide-ranging discussion of the risks and benefits of costs increases to meet fees ensued. Mr. Chamrad pointed out a need to consider rewards for actual work contributions. Mr. Watson pointed out it has proven to be a difficult process to implement.

President Mills announced that the TMRR fee changes consideration will be deferred until mid-July.

Mr. Waterstreet moved **TMRR recommends that TMI raise family memberships to \$115.** Second-Simon. Failed -2 aye, 4 nays, 1 abstain

Item 11 – Mr. Watson mentioned difficulties with TMRR Board e-mail are being experienced by many Board members. Spamhaus has listed tmrr as spam.

Item 12- Mr. Woods reports the forest program includes 88000 acres of which we are the biggest single landowner. Our land has been surveyed. The grant process is underway. TMI will be developing a three-phase program which can result in three annual payments of perhaps \$150,000 each. Phases, roughly, are Brush, perimeter and tree thinning per ODF recommendations.

Item 13 -Mr. Mills reported that the Indian backpack pumps have been serviced and distributed. Railcars equipped with firefighting tools have been made available in the yards. A “fire school” was conducted May 3 and a video will be posted for those who were unable to attend.

Item 14 - No further business was brought before the Board.

Mr. Peterson moved to adjourn. Passed and meeting was ended at 6:38 pm pdt.

Respectfully,

/s/ Dick Peterson, Secretary

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Approved via e-mail by all Directors. June 16, 2018.