



M E M O R A N D U M

TO: Interested Parties

FROM: Lanelle Comstock, President

DATE: February 26, 2025

SUBJECT: Coos Bay Rail Line, Inc. Board of Directors Meeting Notice

The **Board of Directors** of the Coos Bay Rail Line, Inc. will hold its Regular Board Meeting at **11:00 a.m., Friday, March 7, 2025**, in the Port's Commission Chambers, located at 125 West Central Avenue, Suite 230, Coos Bay, Oregon 97420, and live on YouTube.

Members of the public may provide public comment in person, via Zoom, or in writing. If members of the public would like to provide public comment during the meeting via Zoom, please call the Port Administrative office at 541-267-7678 by 8:30 a.m. on Friday, March 7, 2025. Written comment will be accepted until 8:30 a.m. on Friday, March 7, 2025 by sending an email to portcoos@portofcoosbay.com with the subject line 'Public Comment'.

LC/js

**COOS BAY RAIL LINE, INC.
REGULAR BOARD OF DIRECTORS MEETING
11:00 a.m., Friday, March 7, 2025**

Port Commission Chambers, 125 West Central Avenue, Suite 230, Coos Bay, Oregon 97420

T E N T A T I V E A G E N D A

- 1. CALL MEETING TO ORDER**

- 2. INTRODUCTION OF DIRECTORS, GUESTS AND PORT STAFF**

- 3. PUBLIC COMMENT**

- 4. CONSENT ITEMS** **Page**
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 - B. Appointment of FY 2025/26 Budget Officer Krystal Karcher, 9
 - C. Approval of SMART-TD Collective Bargaining Agreement..... Krystal Karcher, 10
 - D. 2025Res01: Update Signature Authority on Umpqua Bank Account Megan Richardson, 12

- 6. OTHER**

- 7. INFORMATION ITEMS**
 - A. Tentative Budget Planning Calendar for FY 2025/2615

- 8. BOARD OF DIRECTORS COMMENTS**

- 9. NEXT MEETING DATE – To Be Determined**

- 10. ADJOURN**

Consent Items

DRAFT
COOS BAY RAIL LINE, INC.
Coos Bay, Oregon
REGULAR BOARD OF DIRECTORS MEETING
10:30 a.m., Tuesday, June 18, 2024

Port Commission Chambers, 125 Central Avenue, Suite 230, Coos Bay, Oregon 97420

ATTENDANCE

Board of Directors:

Eric Farm, Chair; and Brianna Hanson, Treasurer/Secretary.

Port Staff:

Lanelle Comstock, Interim Chief Executive Officer and Chief Administrative Officer; Mike Dunning, Chief Port Operations Officer; Megan Richardson, Director of Finance and Accounting; Brian Early, General Manager, CBRL; and Krystal Karcher, Human Resources Generalist.

Media & Guests:

Jeff Bishop; and Dean Lundie.

1. CALL MEETING TO ORDER

Treasurer/Secretary Hanson called the meeting to order at 10:34 a.m.

2. INTRODUCTION OF GUESTS AND PORT STAFF

3. BUDGET HEARING – FY 2024/25 BUDGET

A. Public Hearing

Treasurer/Secretary Hanson opened the public hearing at 10:37 a.m.

The Coos Bay Rail Line, Inc. Budget Committee approved the proposed 2024/25 Fiscal Year Budget after its first budget committee meeting on May 20, 2024. Each year, following the Budget Committee’s approval of the budget, the Board is required to hold a public hearing. The objective of the public hearing is to receive testimony from any person present.

During the regular Board meeting, the Board is allowed to make changes to the budget if the total change in any fund does not exceed \$5,000 or 10%, whichever is greater. Changes in excess of 10% would require the Board to publish notice of a second budget hearing and a new financial summary and hold the second hearing before the adjusted budget can be adopted. If no significant changes are made, the Board should consider approval of the resolution adopting the budget.

Megan Richardson stated there was a spreadsheet error within the published proposed budget. The total for budget approval is \$6,901,303. There was a line item of \$8,600 that was listed as unappropriated but it should have been appropriated within the Administration Department.

Treasurer/Secretary Hanson asked for any public comment or testimony on the proposed resolution.

Dean Lundie stated he owns the Cushman Marina and RV Park and a non-profit organization called the Divine Nature Academy. Mr. Lundie spoke about working with the Coos Bay Rail Line to put in a walking/bicycle path connecting the North Bend and Coos Bay boardwalks.

Treasurer/Secretary Hanson closed the public hearing at 10:43 a.m.

B. 2024Res01: Adoption of Budget and Making Appropriations – Combined for Fiscal Year 2024/25

Upon a motion by Chair Farm (second by Treasurer/Secretary Hanson), the Board of Directors voted to adopt 2024Res01, a resolution adopting a budget and making appropriations, combined for the 2024/25 fiscal year. **Motion Passed Unanimously.**

4. ACTION ITEMS/REPORTS

A. 2024Res02: Update Signature Authority on Umpqua Bank Account

For internal control, all Coos Bay Rail Line, Inc. bank accounts must be authorized and approved by the Board of Directors. With the resignation of Eric Farm and John Burns, CBRL staff wishes to replace Eric Farm and John Burns with Brianna Hanson and Mike Dunning as signers on the following Umpqua Bank account, to be effective June 18, 2024:

CBRL General Account #6912

The following individuals will be authorized signatories on these Umpqua Bank accounts:

Brianna Hanson	Treasurer/Secretary
Lanelle Comstock	Chief Administrative Officer
Mike Dunning	Chief Port Operations Officer
Megan Richardson	Director of Finance & Accounting

A resolution is required for signature authorization for the bank accounts.

Upon a motion by Chair Farm (second by Treasurer/Secretary Hanson), the Board of Directors voted to adopt 2024Res02 updating signature authority for the Coos Bay Rail Line, Inc. banking account at Umpqua Bank, Coos Bay Branch. **Motion Passed Unanimously.**

B. Appointment of Directors and Election of Officers

Per the Coos Bay Rail Line, Inc. bylaws, an annual meeting of the Board of Directors shall be held for the purpose of electing Directors and Officers.

Directors:

Directors are appointed by the Member (the Oregon International Port of Coos Bay). Directors must be individuals that are employees or Commissioners of the Member.

With the recent resignations of John Burns and Eric Farm, staff recommends appointing Kyle ViksneHill and Lanelle Comstock to the Board of Directors.

Each Director is appointed for a three-year term. Directors hold their term of office for three years or until a successor is named, whichever is later.

Officers:

Staff recommends electing the following Directors to serve as the following Officers of Coos Bay Rail Line, Inc.:

Chair:	Kyle ViksneHill
President:	Lanelle Comstock
Treasurer / Secretary:	Brianna Hanson

Officers hold their term of office until the second annual meeting after his election or until a successor is named, whichever is later.

Upon a motion by Chair Farm (second by Treasurer/Secretary Hanson), the Board of Directors voted to approve the appointment of Kyle ViksneHill and Lanelle Comstock to the Coos Bay Rail Line, Inc. Board of Directors, and to elect the Directors as the following Officers: Kyle ViksneHill, Chair; Lanelle Comstock, President; and Brianna Hanson, Treasurer / Secretary. **Motion Passed Unanimously.**

5. CONSENT ITEMS

- A. Approval of June 20, 2023 Regular Board Meeting Minutes
- B. Approval of May 20, 2024 Budget Committee Meeting Minutes

Upon a motion by Chair Farm (second by Treasurer/Secretary Hanson), the Board of Directors voted to approve the June 20, 2023 Regular Board Meeting Minutes and the May 20, 2024 Budget Committee Meeting Minutes. **Motion Passed Unanimously.**

6. OTHER

7. BOARD OF DIRECTORS COMMENTS

8. NEXT MEETING DATE – To Be Determined.

9. ADJOURN

Treasurer/Secretary Hanson adjourned the meeting at 10:49 a.m.

Action Items

**COOS BAY RAIL LINE, INC.
BOARD OF DIRECTORS
ACTION/DECISION REQUEST**

DATE: February 26, 2025

PROJECT TITLE: Appointment of Directors and Election of Officers of Coos Bay Rail Line, Inc.

ACTION REQUESTED: Appoint Directors and Elect Officers of Coos Bay Rail Line, Inc.

BACKGROUND:

Per the Coos Bay Rail Line, Inc. bylaws, an annual meeting of the Board of Directors shall be held for the purpose of electing Directors and Officers.

Directors:

Directors are appointed by the Member (the Oregon International Port of Coos Bay). Directors must be individuals that are employees or Commissioners of the Member.

With the recent resignation of Brianna Hanson, staff recommends appointing Kyle Stevens to the Board of Directors.

Each Director is appointed for a three-year term. Directors hold their term of office for three years or until a successor is named, whichever is later.

Officers:

Staff recommends electing Kyle Stevens to serve as the Treasurer / Secretary of Coos Bay Rail Line, Inc.

Officers hold their term of office until the second annual meeting after his election or until a successor is named, whichever is later.

RECOMMENDED MOTION:

Approve the appointment of Kyle Stevens to the Coos Bay Rail Line, Inc. Board of Directors, and elect Kyle Stevens as Treasurer / Secretary.

**COOS BAY RAIL LINE, INC.
BOARD OF DIRECTORS
ACTION/DECISION REQUEST**

DATE: February 26, 2025

PROJECT TITLE: Appointment of FY 2025/26 Budget Officer

ACTION REQUESTED: Approve the appointment of Megan Richardson, the Port’s Director of Finance & Accounting, as the Budget Officer for the fiscal year 2025/26 budget process

BACKGROUND:

Oregon Local Budget Law (ORS 294.305 through 294.565) governs the preparation of the Coos Bay Rail Line, Inc.’s annual budget. Pursuant to ORS 294.331, the Board of Directors is required to designate one person to serve as the Budget Officer, who shall prepare or be responsible for preparing the budget document under the direction of the Port’s Chief Executive Officer.

The Budget Officer also presents a balanced budget to the budget committee, publishes all notices required by Local Budget Law, monitors budget expenditures during the budget year and notifies the governing body of the need to make any budget changes required after adoption.

Port staff recommends Megan Richardson, the Port’s Director of Finance & Accounting, to be appointed as the Budget Officer for the fiscal year 2025/26 budget process.

RECOMMENDED MOTION:

Approve the appointment of Megan Richardson, the Port’s Director of Finance & Accounting, as the Budget Officer for the fiscal year 2025/26 budget process.

**COOS BAY RAIL LINE, INC.
BOARD OF DIRECTORS
ACTION/DECISION REQUEST**

DATE: February 26, 2025

PROJECT TITLE: Approval of the Collective Bargaining Agreement with SMART-TD

ACTION REQUESTED: Approve the Collective Bargaining Agreement establishing employee representation with SMART-TD

BACKGROUND:

Coos Bay Rail Line, Inc. has been negotiating with SMART-TD (the Sheet Metal, Air, Rail and Transportation Union – Transportation Division) since August 7, 2023 concerning sole and exclusive bargaining rights governing wages, hours, and working conditions for represented employees. CBRL and SMART-TD have been meeting regularly since negotiations began and last met on Friday, January 31, 2025 to tentatively agree upon the final remaining terms.

Employees of CBRL would be represented in either the Operating or Non-Operating bargaining units. Notably, the Agreement includes provisions for the following:

- **Article 2 – Seniority Rule:** All employees will be placed on a seniority roster in the order of their date of hire. The roster will include codes to indicate the category or categories of service each employee is qualified to perform. Crafts will be listed as Engineer, Conductor, Maintenance of Way, Signal and Mechanical.
- **Article 10 – Bidding, Abolishment, and Annulment:** CBRL will bulletin regular assignments twice per year. New assignments or assignments that become open permanently will be bulletined for a total of five (5) calendar days. An employee desiring to be considered for a posted position shall execute the appropriate job bid form, and the position will be filled by the senior qualified employee submitting proper bid.
- **Article 18 – Investigations and Discipline:** Establishes a fair and consistent process for investigations and discipline. Employees will not be discharged, suspended, or otherwise disciplined without just cause and without a fair and impartial hearing. Employees shall not be withheld from service unless management determines the alleged offense to be serious.
- **Article 25 – Rates of Pay:** Establishes rates of pay that will go into effect the first pay period on or immediately following the effective date of the Agreement. Rates of ray shall be according to, and consistent within, each craft.
- **Article 26 – Employee Benefits Package:** Establishes provisions for Paid Time Off (PTO), vacation scheduling, holidays, and health and welfare benefits.

The Agreement would be effective upon ratification by the Board and an affirmative vote by employees. The term of the Agreement would remain in effect through December 31, 2027, and thereafter until changed or modified in accordance with the provisions of the Railway Labor Act. No party to the Agreement will serve any notice or proposal under the terms of the Railway Labor Act for the purpose of changing the provisions of the Collective Bargaining Agreement prior to July 1, 2027,

to be effective no earlier than January 1, 2028. This does not prevent the parties from agreeing on items of mutual interest.

A copy of the Collective Bargaining Agreement has been provided to Directors for their review. The Agreement has been reviewed by legal counsel. The Agreement has been presented to employees for their review and vote.

RECOMMENDED MOTION:

Approve the Collective Bargaining Agreement establishing employee representation with SMART-TD concerning sole and exclusive bargaining rights governing wages, hours, and working conditions for represented employees.

**COOS BAY RAIL LINE, INC.
BOARD OF DIRECTORS
ACTION/DECISION REQUEST**

DATE: February 26, 2025

PROJECT TITLE: 2025Res01: Update Signature Authority on Umpqua Bank Accounts

ACTION REQUESTED: Approve Resolution 2025Res01 updating signature authority for the banking accounts at Umpqua Bank, Coos Bay Branch.

BACKGROUND:

For internal control, all Coos Bay Rail Line, Inc. bank accounts must be authorized and approved by the Board of Directors. With the addition of Kyle Stevens to the board of directors, CBRL staff wishes to add Kyle Stevens as a signer on the following Umpqua Bank account, to be effective March 7, 2025:

CBRL General Account #6912

The following individuals will be authorized signatories on these Umpqua Bank accounts:

Kyle Stevens	Treasurer/Secretary
Lanelle Comstock	Chief Executive Officer
Mike Dunning	Chief Port Operations Officer
Megan Richardson	Director of Finance & Accounting

A resolution is required for signature authorization for the bank accounts.

RECOMMENDED MOTION:

Approve Resolution 2025Res01 updating signature authority for the Coos Bay Rail Line, Inc. banking account at Umpqua Bank, Coos Bay Branch.

RESOLUTION 2025Res01

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
COOS BAY RAIL LINE, INC.**

**RESOLUTION CHANGING THE SIGNATURE AUTHORIZATION FOR THE
BANK ACCOUNTS AT UMPQUA BANK**

WHEREAS, Coos Bay Rail Line, Inc. (CBRL) has designated Umpqua Bank as a bank and depository for funds of CBRL, which may be withdrawn on checks, drafts, receipts or advices of debt given or signed in CBRL’s name; and

WHEREAS, CBRL wishes to update the names of the individuals authorized to initiate changes to the bank accounts listed below, effective March 7, 2025:

CBRL General Account #6912

The following individuals will be authorized signatories on these Umpqua Bank accounts:

Kyle Stevens	Treasurer/Secretary
Lanelle Comstock	Chief Executive Officer
Mike Dunning	Chief Port Operations Officer
Megan Richardson	Director of Finance & Accounting

And that said Bank shall be and is authorized to honor and pay the same whether or not they are payable to bearer or to the individual order of any person or persons signing the same.

APPROVED and ADOPTED, by the Board of Directors of Coos Bay Rail Line, Inc. this 7th day of March 2025.

Kyle Stevens, Treasurer/Secretary

Lanelle Comstock, President

Informational Items

2025/26 Tentative CBRL Budget Planning Calendar

Budget Planning	
January 15	Operating Plan Prep Instructions & Budget Worksheets Distributed to leadership team
TBD	Appoint Budget Officer Megan Richardson
February 14	Operating Plans and Draft Budget Department Sheets Due
February 18	Review Budget Plan with CEO
February 24 – February 28	Finance Builds Draft Budget
March 3 – April 21	Review Draft Budget & Edit
April 22 – 26	Review Final Draft of Proposed Budget
April 14 – 25	Create and Finalize Budget Message
April 28 – May 2	Review final draft of Proposed Budget
May 2	Complete Proposed Budget
Budget Committee Meetings	
TBD (week of April 21)	Post Notice of Budget Committee Meeting on Port website (posted at least 10 days prior); Publish Notice (at least 5 days prior)
TBD (week of May 5)	Provide Proposed Budget to Budget Committee (2 weeks prior to Budget Committee Meeting)
TBD (week of May 12)	1 st Budget Committee Meeting
TBD (week of May 12)	Publish Notice (if needed) (published at least 5 days prior)
TBD (week of May 19)	2 nd Budget Committee Meeting (if needed)
Budget Hearing	
May 27	Publish LB-1 Notice of Hearing & Budget Summary (published at least 5 days prior)
TBD (June 19)	CBRL Board of Directors Meeting / Budget Hearing
June TBD (Tentative 1wk following Committee mtg)	CBRL Board of Directors Budget Approval (if needed)
Post Adoption	
July 3	Submit copy of budget resolution to Department of Revenue
September 15	Submit complete budget document to County Clerk by September 30