

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

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

**ATTENDANCE**

**Board of Directors:**

Kyle ViksneHill, Chair; Lanelle Comstock, President; and Kyle Stevens, Treasurer/Secretary.

**Port Staff:**

Mike Dunning, Chief Port Operations Officer; Megan Richardson, Director of Finance and Accounting; Brian Early, General Manager, CBRL; Rick Adamek, Director of Asset Management; Krystal Karcher, Administrative Services Manager; and Jennifer Sierra, Administrative Assistant.

**Media & Guests:**

None.

**1. CALL MEETING TO ORDER**

Chair ViksneHill called the meeting to order at 11:00 a.m.

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

**3. PUBLIC COMMENT**

**A. Douglas Henry** provided written comment via email:

*Dear Commissioners: As a residential property owner in North Bend under public comments please add the following question and comment.*

*Is the federal funding still coming through the pipeline for the improvement of the rail line between the Bay Area and Eugene in preparation for the development of the container port facility in North Bend? The Trump administration seems to have been "on-again" and "off-again" with its messaging regarding the federal funding of projects.*

Ms. Comstock confirmed, as of today, that federal funding for the improvement of the rail line in preparation for the Pacific Coast Intermodal Port Project (PCIP) is still moving forward, and noted that meetings with the grantors occur at least monthly, if not more frequently. There has been no indication the funds will not be received due to the change in administration.

**4. CONSENT ITEMS**

**A.** Approval of June 18, 2024 Regular Board Meeting Minutes

Upon a motion by Director Stevens (second by Director ViksneHill), the Board of Directors voted to approve the June 18, 2024 Regular Board Meeting Minutes. **Motion Passed Unanimously.** (Ayes: ViksneHill, Comstock, and Stevens. Nays: None).

## **5. ACTION ITEMS/REPORTS**

### **A. 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 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. Board.

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 Director ViksneHill (second by Director Comstock), the Board of Directors voted to approve the appointment of Kyle Stevens to the Coos Bay Rail Line, Inc. Board of Directors, and elect Kyle Stevens as Treasurer/Secretary. **Motion Passed 2-0-1.** (Ayes: ViksneHill and Comstock. Nays: None. Abstain: Stevens).

### **B. Appointment of FY 2025/26 Budget Officer**

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 and Accounting, to be appointed as the Budget Officer for the fiscal year 2025/26 budget process.

Upon a motion by Director ViksneHill (second by Director Stevens), the Board of Directors voted to approve the appointment of Megan Richardson, the Port's Director of Finance and Accounting, as the Budget Officer for the fiscal year 2025/26 budget process. **Motion Passed Unanimously.** (Ayes: ViksneHill, Comstock, and Stevens. Nays: None).

### **C. Approval of SMART-TD Collective Bargaining Agreement**

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 presented to employees for their review and vote.

The agreement has also been reviewed by legal counsel. Legal counsel has recommended the Board include an additional Letter of Understanding (LOU) establishing management rights, which were not

included in the Collective Bargaining Agreement. A draft version of the LOU was presented to the Board, and reads in part: This letter formally documents the understanding and establishes a good-faith foundation between the parties for interpretation of the Collective Bargaining Agreement, specifically related to Carrier's management rights. It is understood and acknowledged by the parties that the Union recognizes the prerogative of the Carrier to operate its business and manage its affairs, and the parties agree that the Carrier retains all usual and customary management rights and prerogatives which have not been expressly and specifically abridged, delegated, or modified by this Agreement.

Director Stevens thanked everyone for their efforts on the agreement and inquired about the expiration and renewal terms. Krystal Karcher stated that the agreement runs through December 2027 and will continue unless modified. Director Stevens inquired whether it would automatically renew or require renegotiation in two years. Ms. Karcher clarified that either party may request changes starting July 1, 2027, triggering negotiations; otherwise, the agreement renews automatically.

Director ViksneHill inquired whether the pay rate schedule extended only until 2027 and if there is an automatic trigger to revisit it. Ms. Karcher confirmed this. Brian Early added that in the final year of the contract, Section 6 notices may be sent by both the Union and CBRL to initiate negotiations. If an agreement is not reached, CBRL would continue under the last pay rate until a new contract was finalized, with potential back pay adjustments. The goal is to establish a new contract before the current agreement expires.

Director Stevens asked if this process could disrupt service. Mr. Early stated that railroad workers cannot strike, so there would be no service interruptions, and operations would continue under the existing contract until a new contract was in place. Director Stevens inquired about management staff; to which Mr. Early confirmed management could choose to join the Union and maintain their seniority.

Upon a motion by Director ViksneHill (second by Director Stevens), the Board of Directors voted to 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, contingent upon the Union's acceptance of the Letter of Understanding outlining Carrier's management rights. **Motion Passed Unanimously.** (Ayes: ViksneHill, Comstock, and Stevens. Nays: None).

#### **D. 2025Res01: 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 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  
Lanelle Comstock  
Mike Dunning  
Megan Richardson

Treasurer/Secretary  
Chief Executive Officer  
Chief Port Operations Officer  
Director of Finance and Accounting

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

Upon a motion by Director ViksneHill (second by Director Comstock), the Board of Directors voted to approve resolution 2025Res01 updating signature authority for the Coos Bay Rail Line, Inc. banking account at Umpqua Bank, Coos Bay Branch. **Motion Passed 2-0-1.** (Ayes: ViksneHill and Comstock. Nays: None. Abstain: Stevens).

6. **OTHER**

7. **BOARD OF DIRECTORS COMMENTS**

8. **NEXT MEETING DATE** – To Be Determined.

9. **ADJOURN**

Chair ViksneHill adjourned the meeting at 11:15 a.m.