

# WISCONSIN RIVER RAIL TRANSIT COMMISSION

FULL COMMISSION MEETING - FRIDAY, DECEMBER 6<sup>TH</sup>, 2013 @ 10AM  
 DANE COUNTY HWY GARAGE, 2302 FISH HATCHERY RD, MADISON, WI

1. 10: 01 AM **Call to Order** – *Alan Sweeny, 1<sup>st</sup> Vice-Chair*

2. Roll Call. **Establishment of Quorum** – *Mary Penn*

Crawford	Tom Cornford, 3 <sup>rd</sup> Vice Chair (XCom)	x	Rock	Ben Coopman, Alternate	
	Rocky Rocksford	x		Wayne Gustina (left 12:10 PM)	x
	Vacant			Alan Sweeny, 1 <sup>st</sup> Vice Chair (XCom)	x
		Terry Thomas		x	
Dane	Gene Gray, Treasurer (XCom)	x	Sauk	Marty Krueger, Alternate	
	Jim Haefs-Fleming	x		Carol Held	Excused
	Chris James	x		John Miller	
		Dennis Polivka, Asst. Secretary (XCom)		x	
Grant	Gary Ranum	x	Walworth	Jerry Grant	
	Vern Lewison	x		Richard Kuhnke, 4 <sup>th</sup> Vice Chair (XCom)	
	Robert Scallon, 2 <sup>nd</sup> Vice Chair (XCom)	x		Allan Polyock	
Iowa	Charles Anderson, Secretary (XCom)	x	Waukesha	Karl Nilson, Chair (XCom)	x
	William G Ladewig	x		Dick Mace	x
	Jack Demby	x		Fritz Ruf	x

Commission met quorum. (WRRTC quorum for Full Commission is at least 13)

**Others present for all or some of the meeting:**

<ul style="list-style-type: none"> <li>Mary Penn, SWWRPC</li> <li>Eileen Brownlee, Kramer &amp; Brownlee</li> <li>Forrest Van Schwartz, Consultant</li> <li>Frank Huntington, Kim Tollers, Marty Morin, Paul Wydeven, WisDOT</li> <li>Sam Landes, AWSC – Dane Co Snomobilers</li> <li>Mike Paul, Depot Days</li> <li>Alan Anderson, Pink Lady RTC</li> </ul>	<ul style="list-style-type: none"> <li>Jim Matzinger, Dane Cty</li> <li>Ken Lucht, WSOR</li> <li>Ann Wanless, Brooklyn Chamber</li> <li>Susan McCallum, Brooklyn Chamber Sec./Treas.</li> <li>Jeff Stone, Brooklyn Sno Hornets</li> <li>Perry Jorgensen, Brooklyn Sno Hornets</li> <li>Tom Clauder, OCRR</li> <li>Dale Arndt, Brooklyn Sno Hornets</li> </ul>
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3. Action Item. **Certification of Meeting’s Public Notice** – *Noticed by Penn*  
 • *Motion to approve public notice of meeting – Ruf/Cornford, Passed Unanimously*

4. Action Item. **Approval of Agenda** – *Prepared by Penn*  
 • *Motion to approve agenda – Polivka/Thomas, Passed Unanimously*

5. Action Item. **Approval of draft October Meeting Minutes**– *Prepared by Penn*  
 • *Motion to approve draft November Meeting Minutes – Mace/Gustina, Passed Unanimously*

6. Updates. **Public Comment** – *Time for public comment may be limited by the Chair*

Alan Anderson of Pink Lady RTC presented some concerns Pink Lady discussed about trespass issues on the rail line within Devils Lake State Park. There is 1 mile of track on the east side of the lake and there have been many trespass issues on that mile of track. He said that the Pink Lady RTC would like to request the WRRTC start to think about a resolution for a solution that would result in safer conditions both to the track and the park and its visitors. He said he wanted to formally request the Commission “get the ball

## WRRTC FULL COMMISSION APPROVED DECEMBER 2013 MEETING MINUTES

rolling” on this issue. He said it was not important whether it was the WDNR, WDOT, or the Commission who began a conversation but eventually it would be an issue for the Commission. Mace asked about the distance from the track to the lake. Anderson said people walk on the track to gain access to the lake. He asked if there were some way to raise the track or move the track/trail but whatever the solution, he urged the Commission to start now because it “will suddenly be in the Commission’s lap”. Alan Sweeney said this would be a future agenda item. Forrest Van Schwartz spoke about the track and its history in light of its proximity to the lake. Charles Anderson said he had walked the track himself 50 years ago.

Sweeney asked the public present to introduce themselves to the Commission. They each gave their name and their association.

### **7. Updates. Correspondence & Communications – Discussion may be limited by the Chair**

After passing out 4 articles submitted to the Commission by Van Schwartz, Mary Penn delineated the correspondence she had received in the past month.

### **8. Updates. Announcements by Commissioners – No Discussion Permitted**

There were no announcements.

## **REPORTS & COMMISSION BUSINESS**

### **9. WRRTC Financial Report – Jim Matzinger, Dane County CPA / WRRTC Accountant**

- Treasurer’s Report for November and Payment of Bills

Jim Matzinger gave the Treasurer’s Report to the Commission, noting there was a \$1500 shortfall, due to a lack of permit applications in 2013. Overall, he said, the Commission’s budget was pretty much on target for the year.

- *Motion to approve Treasurer’s Report and payment of bills – Ruf/Anderson, Passed Unanimously*

Checks included:

- \$2,580.00, Kramer & Brownlee, 2013 Legal Expenses, Check #1249
- \$217.95, Dane County Highway, Oct. Accounting, Check #1250
- \$6,273.03, SWWRPC, 4<sup>th</sup> Quarter Management, Check #1251
- \$75.15, Global Transportation Consultant, Mileage for bridge inspection, Check #1252

### **10. Wisconsin & Southern Railroad’s Report on Operations**

Ken Lucht gave the maintenance report noting that the Wauzeka bridge work had begun. He said that work on the Woodman Bridge on the Prairie sub has also begun. He added that another major bridge project is wrapping up in Madison. He said the sky trimmer was out (cuts high trees) in Middleton and down the Prairie sub. Lastly he said that the line between Madison and Oregon had been awarded state funding and was almost complete with an RFP for brush cutting. He said the RFP should be out by next week and was hopeful work would begin in early January.

In regard to the Evansville line, he said the goal was to have line work completed by early to mid-summer as the business needing shipping would be operational by then. He spoke of the need for having the necessary agreements in place to allow this, as well as Surface Transportation Board’s (SFB) support which is necessary before WSOR can begin operations.

Terry Thomas asked Lucht about a WSOR train that had blocked traffic for some time in Madison. Lucht said that a train came in and after it passed, a crossing gate remained down due to a mechanical failure. In cases like this, the gate satays down as a safety measure but due to the signal maintenance technician not living in the immediate area, there was a long delay in getting the gate fixed and traffic moving again. As bigger and longer trains occur in the future, there may be more issues like this and said that city commuters could not afford long waits like this and when they happen in downtown Madison, long delays as happened in this instance needed to be addressed. He said that WSOR was working on the issue with their signal maintainer to try to prevent this in the future.

### **11. WRRTC Administrator’s Report – Mary Penn, WRRTC Admin.**

Penn reported on the administrative duties she had performed in the past month, including the writing of a draft letter, reviewed by WRRTC Corp. Counsel Eileen Brownlee to WSOR asking for their notification to WRRTC, Fitchburg, and Oregon on WSOR’s intent to provide service on the Evansville line. She asked Sweeney to sign it and said she would mail it. She also told the Commission she still intended to provide an updated map of their trackage but it was unlikely to be completed until January.

### **12. WDOT Report– Frank Huntington, WDOT**

Frank Huntington asked for any questions on the upcoming agreements further on in the agenda. Tom Clauder of the Office of Commission of Railroads asked Huntington if he could speak. He said more lines are opening up in Wisconsin and said there were

## WRRTC FULL COMMISSION APPROVED DECEMBER 2013 MEETING MINUTES

over 4000 crossings in the state and his office was responsible for all of them. He said accidents could happen anywhere and could increase as more lines opened up and traffic increased. He noted that the Ladysmith to Berrian line had about 95 crossings and the line is open again (CN). He talked about counties in northern Wisconsin who were working together to open the Rhinelander to Goodwin line. He spoke of various other crossings in the State and then talked about the upcoming issue of the Evansville line and its impact and history in Oregon and Fitchburg. He said sand mining is changing the face of WI and the nature of shipping in the state, and his office worked with all carriers in the state and as a result of lines opening up, his office was very busy. Dennis Polivka related an incident in Spring Green in which Clauder had come and made recommendations that are on file with the town leading to stop signs on all the rail crossings. Gene Gray asked if Operation Lifesaver was involved in the OCRR's work and Clauder said that OL was involved with his office and welcomed the Commission to their meetings. Van Schwartz asked Clauder to speak to about trespassers. He said he saw trespassers everywhere and that he did try to communicate to them that they needed to be off lines. Sweeney thanked Clauder for his contribution but advised that he be on the agenda in the future.

### **13. Consideration and Possible Action on WSOR's 5-year Capital Plan, presented August 2013 – Ken Lucht, WSOR**

Lucht distributed a packet of information and reminded the Commission of his August presentation on WSOR's 5-year Capital Plan and said the Commission had not taken action on it at that time. He said what had been handed out was a summary of their projects next year which had received partial funding already. He asked that the Commission dedicate its 2013 and 2014 funding to WSOR for the projects outlined, added that the Phase II projects had not yet been approved for funding. He formally requested the Commission to pay \$212,500 for 2013 and \$212,500 for 2014, as their allocation on this \$11 M project.

- *Motion to approve 2013 and 2014 funding for the capital improvement plan - Ruf/Scallon, Passed Unanimously*

Robert Scallon asked about funding from Illinois and if they contributed to projects on the Illinois part of the corridor. Lucht said that Illinois did not contribute as the line was not owned by the State of Illinois but rather by the WRRTC. He said there was a loan program in Illinois that WSOR was investigating. He said that the proposed work was aggressive maintenance. Mace about the ownership of the corridor. Van Schwartz said the Commission owned 16 miles inside Illinois. Ladewig asked about WSOR's commitment to funding. Polivka asked if this was a usual request. Van Schwartz said the Commission did not have this money. Lucht said Matzinger had given him these numbers. Sweeney asked Lucht if the funding went out to 2017 saying that the handout showed 2013 at \$1.18M, 2014 at \$1.16M but the 2016 and 2017 project funding dropped dramatically between 2013/14 and 2016/2017. Lucht said those numbers reflected a specific project. He said that the stakeholders were WDOT, WSOR, and WRRTC. Karl Nilson asked for a motion clarification. Polivka said with the increase in rail traffic he appreciated the money going to support their maintenance.

### **14. Discussion and possible action regarding potential changes in Village of Brooklyn due to line reactivation, including snowmobile trail use on Brooklyn Section – LaVorn Dvorak, President, Brooklyn Area Chamber of Commerce, Sam Landes, Executive Director – Dane County, Assoc. WI Snowmobile Clubs**

Susan McCallum the Secretary of Brooklyn Area Chamber of Commerce distributed a packet of information and gave some background on the Village and herself in relation to the rail traffic. She spoke of work in the past to try to save rail and said the Chamber had supported the remaining rail and did not support a bike trail due to generational ignorance of railroads. She said if and when this line got rolling the Chamber would continue to support Operation LifeSaver. She said she wanted to know how the Village could continue to use the rail line for a festival held the past 17 years. She referred the Commission to her packet which identified that Brooklyn had been an active participant in maintaining the line, working to maintain from Brooklyn to Oregon and that there had been work done by the Village of Oregon south to Evansville, trying to keep the line open. She said that there had been encroachment issues and they were the eyes and ears of Fitchburg and Oregon and reported trespassers and thieves to the sheriff. She also spoke of their efforts to police and support the line and that even if they did not get permission to hold their event with speeder trains, they would continue to monitor the line in light of safety.

In reference to the festival, McCallum spoke of their policy for using "speeder cars" (maintenance cars). She pointed out support letters for the event, as well as liability forms and the liability policy they have. She also pointed out signatures of support included in her handout.

Sweeney asked Huntington to give the Commission an overview of the track. Huntington said that line is owned by Fitchburg and Oregon and at this time, they had the operating authority. He said the communities wanted to reserve the line for future use and that there was a grant agreement that addressed maintenance issues. In regard to operations, when operations do start, they would be based on the current grant agreement between the communities and WDOT. He noted that the counties had partial ownership interest thru the Commission, saying the original purchase had been \$1M with a \$118,000 local match. Huntington said if the Commission ever became the full owner, a different agreement would be necessary. Sweeney asked if the infrastructure and improvements would ever go south of Oregon. Huntington said there was no funding at this time. Lucht said this was a substantial change in ownership and operation in this line; it would not be vacant and there could potentially be trains 3-5 days a week. He said WSOR was basically

## WRRTC FULL COMMISSION APPROVED DECEMBER 2013 MEETING MINUTES

taking responsibility away from Fitchburg and Oregon which did not really want it, particularly due to increasing insurance costs. Lucht said WSOR is self-insured, and they had a very substantial deductible. If there was an accident, WSOR would have a large liability, adding that when WSOR took over a line it was for a rail corridor. At this time, Lucht said WSOR did not know for certain what the operating parameters would be but they would have the operating responsibility and the 100% of the liability. He said it was unfortunate that some ruin things for everyone through trespassing and related a case where WSOR was sued by a trespasser a few years back. He emphasized that WSOR has an obligation to do right for themselves and their customers first. He added that giving access to the line for an event was not done by any other rail owned by WATCO and found it hard to believe there would be any other line where a speeder car would be allowed on a privately owned line. He repeated that at this point, WSOR did not know what the operating parameters would be and until they did they would continue to work on rehabbing the line.

McCallum said what the Chamber was asking was to use the line south of Brooklyn (to Evansville). She said that physically WSOR could not get south of the Village. She said she did not know how all the contracts came together or whether their request would be left out since it was a small portion of track that WSOR could not access. Eileen Brownlee said she was assuming the Commission would take the interest of Fitchburg and Oregon first. Huntington said this had not come up in the past because there was no operator. Brownlee said that may happen in the future, and that historically the Commission had looked at permits on a case-by-case basis and said there is a permit application in place, with requests evaluated on a case-by-case basis. In her experience, she said no permit had ever been granted on an active rail. She added that none of the draft agreements had been finalized yet. She said the notice to WSOR from the Commission Penn noted in item 11 was yet to be sent and repeated that at this point there was no way for the Commission to act as there was no permit and no one knew who all the stakeholders were. Gary Ranum asked about ownership of the line south of Brooklyn to Evansville and McCallum said it was owned by Oregon and Fitchburg. Brownlee said that is what the agreements say now and was agreed upon back in the 90's when the agreements were written as it was anticipated that those lines would open up again. Brownlee said at this point the standing agreements could not be ignored but further negotiations were not impossible. Ranum then asked if based on current agreements did the Commission own it. Brownlee repeated that the municipalities owned it. Ladewig asked Lucht if WSOR had operating authority. Lucht said yes and Huntington added that with the current agreements between the Commission and the communities, once the line was turned over for operation, the communities would turn the operation and management over to the Commission.

Sweeney asked the snowmobile clubs representatives as public representatives on the agenda and asked for their input. Sam Landes said they did have permission from Brooklyn to use the line in the Village, adding that the Village had passed this permission at their last board meeting. He said the snowmobile use is next to the line, not on it. Huntington said the speeder car and snowmobile use were two different issues. Sweeney said it came down to who had the authority at this time to give permission to use the line. Brownlee said the communities do. Huntington concurred, saying the owner of the corridor had the authority but added that when WSOR started operation they (WSOR) would have much more authority. Vern Lewison asked who assumed the liability. Huntington said that once WSOR began operating, WSOR assumed the liability. Sweeney asked if the "tipping point" was clear yet. Huntington said it really came down to when WSOR got their STB certificate. Sam Landes said on their co-existing crossings they do have liability on an annual basis. Anderson asked if they had right of domain and possession. Brownlee said that adverse possession never occurred here but instead had been used consensually and it was also for municipally owned property. Anderson said that for this winter snowmobiles already had access and if the agreements were not going to happen until April they have Village permission. Brownlee said that the best that can be said is that for 2013 the snowmobile clubs are in good shape but there was no guarantees for 2014. Clauder said that this line was in Brooklyn with crossings at McCoy and Butts road and beyond that the line is owned by UP. When the track goes back in, crossing applications will come through his office but he did not see the line going further than Brooklyn. He said that he knew what the communities wanted to do with the line and he believed that they would bring it to the Commission.

Sweeney called a 5 minute break at 11:26 am.

(All the members of the public left during the break as well as Fritz Ruf.)

Meeting reconvened at 11:35 am

### **15. Update on Sauk City Bridge Inspection – Forrest Van Schwartz**

Van Schwartz gave the Commission a power-point presentation on the November 2013 inspection of the Sauk Bridge. He included a background on bridge types and the number and condition of bridges in the Commission's purview. He the Sauk Bridge is a deck bridge and if the Reedsburg line is added, the Commission will have over 5 miles of bridges. He said there are 6 major bridges over the Baraboo River, the bridges on the line originally part of the mainline RR and were in remarkable condition. He said a lot of the bridges on the line are wooden bridges and spoke of bridge currently underway in other parts of the state.

The inspection was done using GPS technology which is very precise and Van Schwartz said it measured the levelness of the bridge and if there is any potential for problems. He explained they used a prism to mark bridge distance and therefore determine length. He had images of a couple of defects that were noted and said the Merrimac bridge's Cooper rating was built to E-40 but the rating had

lowered some, adding that there was nothing to suggest this bridge would experience catastrophic failure but that was not to say it would never happen. To raise the Cooper rating would require a great amount of funding; the estimated Cooper rating on the Sauk Bridge was E-35. Van Schwartz said most of the bridges in the WRRTC's have unknown Cooper ratings. Huntington said that in some places they know the Cooper rating and some places they don't. Mace asked what the rating was based on. Van Schwartz said it was based on the bridge's design. He pointed out some shifts that had occurred when the bridge was blown up. He said the bridge could not be repaired for the cost of a new bridge, adding that spalling is occurring on some of the pilings but it was not considered to be serious at this time. He said the bridge has been reported to be substantially secure. He said the north bound bridge end was hanging but it was built so well it was not a danger. He said the past 6 winters the bridge had withstood the river flow and "we're ok for now". He reminded the Commission that no one had any idea if the bridge would continue to be stable in the future and the railroad was required to inspect. He concluded by saying the old bridges were overbuilt and overdesigned to accommodate steam engines. Sweeney asked the Commission that in the interest of time to direct their questions to Van Schwartz after the meeting;

**16. Consideration and Possible Action regarding new grant and operating Agreements with WisDOT and WSOR for the Madison to Reedsburg/Cottage Grove lines and the Madison to Evansville line – Frank Huntington, WDOT**

Huntington told the Commission the acquisition of the Madison/Reedsburg line will require new agreements, due in part to recent decisions by the STB and in doing so, State will not become a railroad owner. He said the STB had become tighter on what it requires and current agreement language did not meeting current STB requirements. He speculated that new STB requirements might have been a result of law suits or new staff but he did not know for sure: therefore the new agreements would be substantially different. In the last acquisition (from WSOR) Huntington said it took three tries to the STB for their ok. In this case they wanted to avoid that so would model new agreements. He said the new agreements would show very little control over WSOR in operation, a key point resulting from a State of Maine legal decision. He said the STB decided that this would be the model by which acquisitions were judged. What it amounted to was in terms of a default situation what WSOR would have to do to provide service in that event. The bottom line was when the state was acquiring a line, WSOR could acquire a permanent easement which could ultimately lead to not needing an operating agreement at all and the only agency that could remove it would be the STB. Huntington said that in a default situation the State would need to approach the STB. Other than that the agreement language had not changed a lot.

He said the grant agreement between the DOT and the Commission would need to be addressed as well as the land use agreement (for Reedsburg) which is between WSOR and WRRTC. He said he had been concentrating on the operating agreement for both lines because whatever was agreed on would be transferred. The land use agreement was basically the same language. The grant agreement's structure had changed quite a bit but the content was mostly the same. The two things to be addressed were negotiations on new insurance reporting language from WATCO. He said there were a few language things that could be changed but these agreements would include language that would allow WSOR to purchase the line. The current agreement does not include that language. Also, he said there was some language on arbitration. He asked if the Commission would want a committee to work with Brownlee and himself on the specific language and said if necessary they could use the rest of the day doing so. He said that UP would be very disappointed if it went to February and recommended the Commission work hard to get agreement language approval by the January meeting. Sweeney asked Brownlee for her thoughts. She said she had not yet had a chance to review the new agreements herself but because they all needed to mesh together she was not comfortable working on the agreements today. She supported Huntington's idea of a couple of Commissioners meeting with her and Huntington to work on language, adding that perhaps a full Commission could meet on 1/17/14 to give them more time to read the language, saying that this would make the most sense at this point. She added that this should be the first item on the next agenda as they are perpetual agreements and the Commission needed to take the time to discuss them fully. Sweeney said that he and Nilson would meet with Huntington and Brownlee and ask for as many Commissioners as necessary to go over the agreements and review the language. Huntington asked Brownlee about posting these meetings and she said they would need to be noticed and be public meetings. Gray asked if the working group would get a summary. Brownlee said she would get that to the Commission which would include the documents themselves as well as a summary.

Chris James asked if bridges were not meeting water regulations would the WDNR "inherit" them. Brownlee said yes and that would assigned to WSOR as part of the operating agreements. Huntington said the only bridge they were looking at closely right now was the Merrimac and once WSOR got the operation, they would be required to inspect: inspection and reporting would be WSOR's responsibility. Mace asked if the agreements once finished be available digitally and hard copy. Ladewig asked if WSOR gained the easement would the Commission get out of permitting. Huntington said that through Commission creation, it removed the state from crossing approvals but the state's preference was that the Commission stay actively involved even though actions in the early 90's were removed. As of now, the Commission could not pass any kind of agreement without state approval. Huntington said within 33' center of the ROW was the Commission's purview. In the new agreement, all three parties would have to agree and this would require the State, the Commission and WSOR agreeing. Brownlee said that there was currently a threshold question about whether the Commission had to be involved. The Commission structure was created to purchase improvements. The State owned

## WRRTC FULL COMMISSION APPROVED DECEMBER 2013 MEETING MINUTES

the land, the Commission owned the improvements, and all was utilized by an operator. This disappeared in 1992 when the state was no longer prevented in purchasing improvements and could go directly to an operator. With the Commission's voice it gave some local control but should the Commission feel overwhelmed by the Reedsburg purchase there was no legal obligation for the Commission to take it. She said if the Commission did not want to be involved, now would be the time to say it.

Nilson asked about the phrase "permanent insurance"; it was clarified that for these new acquisitions, in the case of default the STB would have to be petitioned. Huntington said the question of abandonment sometimes came into play with the STB on their current agreements. Ranum asked if the STB had made their changes in policy or enforcement based on policy or legislation. Brownlee said she thought it was in a change in the Board. Huntington said there may have been some lawsuits that made the STB make a more strict interpretation of the line. Jack Demby asked if there were change in ownership would the Commission have to start over. Brownlee said not necessarily. Huntington said if WATCO or WSOR was bought, the State would be informed but not have a say. In the case of bankruptcy they would have another issue at hand.

Thomas said he wanted to make a motion to change the date of the January meeting. Huntington said they did not yet have a specific date in place but if the purchase agreement was not signed by January either the 10<sup>th</sup> or 17<sup>th</sup> would work. He said by that time he would hope the group would be in total agreement. Sweeney said the determination of the meeting was based on the agreements. Nilson suggested that there would be one meeting in January or February based on their ability to meet. Gray said this was far too an important issue to be done fast. Huntington asked everyone do everything they could to be timely.

### **17. Consideration and Possible Action regarding revised language to the existing WRRTC/WSOR/WisDOT Grant and Operating Agreements – Frank Huntington, WDOT**

Huntington said the issue at hand was the insurance agreement, the hold harmless, and reporting information. In regard to the reporting requirement, they would ask for an audited report from WATCO and ask for an unaudited report from WSOR. He said if WATCO were required to do a separate audited report just for WSOR, it could cost up to \$55,000. He said the State did have revised language regarding insurance that said WATCO and WSOR were required to have a line of credit (LOC) of \$10M with \$3M in reserve, and if they fell below that credit limit, they would still have \$3M. This would cover the State's concern about not having enough money in case of an accident. Huntington said he wanted to make the Commission aware of this and as it was a concern and whether the Commission would want WSOR to have an audited report. Brownlee said she believed that the insurance question had been answered. In terms of the audited report and in a case of a company with subsidiaries, one subsidiary could be drained to pay other subsidiaries. Since WRRTC's agreements were with WSOR, she asked would there be resources to cover WRRTC in case WATCO would not support WSOR: that was the problem. Van Schwartz said he had gone to the financial meetings for the past 6 years and he had never seen an audited report. Sweeney said he believed that this question would be under the umbrella for the small group to discuss. Huntington said the insurance language was not so pressing. Ladewig suggested a letter from WSOR attesting to their ability to meet their responsibilities and Brownlee said she believed there were options. Ranum said that the Commission was supposed to get an unaudited statement from WSOR but he had never seen it and it made it hard for him to make decisions if he had not seen them. He said he realized that it could not be all made for public record. Huntington said the State got an annual report but did not submit an audited report but they did meet and go through their financial records but if too many commissioners attended it became a public meeting. Brownlee said the issue is a business' reluctance to share financial information that might become public record. She said that having the WDOT meet with WSOR resulted in the Commission relying on the WDOT to get sensitive information. Mace asked about the issue of having a noticed meeting for a subgroup, adding that it seemed to him that if it were only three members, why would it need to be noticed. Nilson said even two members would require a notice. Lucht said that about a year ago they invited the Commission to meet with some of WATCO to discuss financial questions. He said this approach worked well and there had been a lot of work done to combine the need for the company's private business concerns with the need for the Commissioners need to know on how to vote on financial issues. Lucht said the agreements were written that the bank would send a notice if the company ever was not solvent. He WSOR was also required to send financial information to the Commission via their current agreements. Nilson said that he had gone to some of the financial meetings and a lot of different eyes, including WDOT and Jim Matzinger, they provided a great deal of eyes on the process and it looked transparent. Polivka said it seemed like a working system and respected a private industry's right to secrecy. Ranum commented that "if it ain't broke don't fix it" but if what is being done is not in line with the contract, then the contract needed to be addressed.

### **18. Consideration and Possible Action regarding renewal of WSOR rental obligation defined in WSOR and WRRTC Operating Agreement 2007 Addendum (annual rental obligation is presently \$45,000) – Alan Sweeny, Vice-Chair**

Nilson moved that the item language be modified to read:

**Motion to Consideration and Possible Action regarding renewal of WSOR rental obligation defined in WSOR and WRRTC Operating Agreement 2007 Addendum (annual rental obligation is presently \$50,000; - Nilson/Ladewig,**

**WRTC FULL COMMISSION APPROVED DECEMBER 2013 MEETING MINUTES**

Sweeney asked if Jefferson came in would their contribution be needed. Nilson said any monies not used went back to WSOR. Huntington reminded the group of the original language on rent (\$10/car). Ranum asked if anyone remembered what the rationale had been to raise the rent to \$45,000. Huntington said any money raised over the rent went back to WSOR and that WSOR had been picking up the cost of rehab projects. He said the only funds the Commission wanted to get was to operate the Commission. Brownlee said that in the past the Commission did their own rehab projects but that was not the case today. Ranum noted that any funds from the counties paid the operating expenses and the question was did the Commission want to use the rent to offset some of their operating costs and if they were able to decrease the amount from the counties and any excess funds going into the railroad. Van Schwartz said that was the case at one time. Sweeney said working on the 2007 Addendum could be done to become a 2014 Addendum. Gray asked how much the Commission was over budget. Polivka asked if the county contribution was the main source of income for the Commission. Sweeney said that plus leases and permits. Lucht asked about Jim Matzinger’s discussion of bad debt and noted that by the end of 2013 the bad debt would be gone. He asked if the bad debt was gone and the county contribution was \$28,000, why would they ask for \$5,000 more from WSOR. Nilson said it was in case Jefferson did not come in and also to give the Commission a cushion. Lucht asked if the lease would be raised every two years. Gray said he did not think it was a dollars and cents issue, adding that counties were hurting and with deficit budgets. He suggested a meeting in the middle. Mace asked if the Commission could wait for a decision from Jefferson. Sweeney said he was in favor of waiting to see. Mace then moved to call for the question on the floor by Nilson, seconded by Ladewig. Ranum clarified that calling the question did not mean they had decided yet. Sweeney called for a roll call vote

- *Motion to call the question – Mace/Ladewig*

This motion, if passed would terminate debate on the motion on the floor by Nilson. The Chairman called for a voice vote on the motion to “call the question” which passed with one no vote.

The Chair then called for a roll call vote on the previous motion by Nilson to raise the annual rent by \$5,000.00.

Crawford	Tom Cornford, 3 <sup>rd</sup> Vice Chair (XCom)	Yes	Rock	Ben Coopman, Alternate	
	Rocky Rocksford	Yes		Wayne Gustina (left 12:10 PM)	No
	Vacant			Alan Sweeney, 1 <sup>st</sup> Vice Chair (XCom)	No
		Terry Thomas		No	
Dane	Gene Gray, Treasurer (XCom)	No	Sauk	Marty Krueger, Alternate	
	Jim Haefs-Fleming	No		Carol Held	Excused
	Chris James	No		John Miller	
		Dennis Polivka, Asst. Secretary (XCom)		No	
Grant	Gary Ranum	Yes	Walworth	Jerry Grant	
	Vern Lewison	Yes		Richard Kuhnke, 4 <sup>th</sup> Vice Chair (XCom)	
	Robert Scallon, 2 <sup>nd</sup> Vice Chair (XCom)	Yes		Allan Polyock	
Iowa	Charles Anderson, Secretary (XCom)	Yes	Waukesha	Karl Nilson, Chair (XCom)	Yes
	William G Ladewig	Yes		Dick Mace	No
	Jack Demby	No		Fritz Ruf	

Yes -8

No – 9

Motion failed 9 to 8

Sweeney said that by doing so this kept the rent at the 2007 Addendum level. Huntington confirmed that by this agreement, the rent was \$10/car. Gray asked if it whether it would be an alternative amount of rental increase would be appropriate and then move, seconded by Mace to increase the annual rental amount by \$3,150.00. Sweeney called for a roll call vote.

- *Motion to increase the rent by \$3,150 (\$45k +\$3,150) – Gene/Mace, Role call vote*

**WRRTC FULL COMMISSION APPROVED DECEMBER 2013 MEETING MINUTES**

Crawford	Tom Cornford, 3 <sup>rd</sup> Vice Chair (XCom)	Yes	Rock	Ben Coopman, Alternate	
	Rocky Rocksford	Yes		Wayne Gustina (left 12:10 PM)	Yes
	Vacant			Alan Sweeney, 1 <sup>st</sup> Vice Chair (XCom)	No
		Terry Thomas		Yes	
Dane	Gene Gray, Treasurer (XCom)	Yes	Sauk	Marty Krueger, Alternate	
	Jim Haefs-Fleming	Yes		Carol Held	Excused
	Chris James	Yes		John Miller	
		Dennis Polivka, Asst. Secretary (XCom)		Yes	
Grant	Gary Ranum	Yes	Walworth	Jerry Grant	
	Vern Lewison	Yes		Richard Kuhnke, 4 <sup>th</sup> Vice Chair (XCom)	
	Robert Scallon, 2 <sup>nd</sup> Vice Chair (XCom)	Yes		Allan Polyock	
Iowa	Charles Anderson, Secretary (XCom)	Yes	Waukesha	Karl Nilson, Chair (XCom)	Yes
	William G Ladewig	Yes		Dick Mace	Yes
	Jack Demby	Yes		Fritz Ruf	

Yes – 16

No – 1

Motion passed 16 – 1

Sweeney asked Brownlee to revise the current agreement to be in concert with the revised amount decided above.

**19. Consideration and Possible Action on 2012 draft WRRTC Audit with Johnson Block – Mary Penn, WRRTC Admin.**

Penn explained that she had read through the audit and as was customary with both this RTC and the other RTC's she supported, the audit stated the only deficiency was due to the Commission's small size which ran the risk of a lack of transparency since so few people had access to the Commission's finances.

- *Motion to approve the 2012 audit – Thomas/Gustina, Passed Unanimously*

Following the motion, Nilson took a brief moment to thank Van Schwartz for the bridge presentation.

**20. Action Item. Adjournment**

- *Motion to adjourn at 1:06 – Gustina/Thomas, Passed Unanimously*