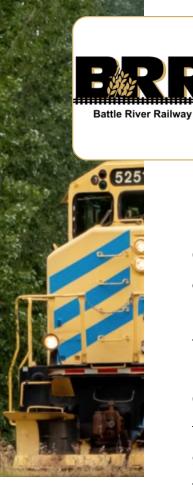
## BATTLE RIVER RAILWAY NEW GENERATION CO-OPERATIVE





# A Rural Community Co-operatively Innovating to Save a Way of Life

Written by Ashish Pillai and Marcelo Vieta

On a cold April day in 2003, Ken Eshpeter, Alberta co-operative developer and farmer, was a worried man. Ken operated a farm at Daysland, a small town 12 km north of short line railway 43.03, extending from Alliance to Camrose, AB, and operated at the time by CN Railway. He had just received news that CN had decided to discontinue the line. Operational since 1918, short line 43.03 had transitioned in the 1970s from being a general-purpose people and freight carrier to becoming a grain-dependent short line. Up to 2003, farmers along the line had access to grain elevators and producer cars to transport their grain via train to Prince Rupert and Vancouver. The discontinuation of 43.03 would mean that farmers would need to transport their produce to the high-throughput terminals just north of the main CP line at Camrose. This would mean additional costs that would erode the already thin margins for small- and medium-sized farms. More than the financial costs, however, the discontinuation of the line posed an existential threat to the communities that depended on it.

Short line rail has played a major role in the settler development of the Canadian West. Whereas Canada's railroads have historically contributed to the displacement of the original Indigenous inhabitants of the land by facilitating European settler-colonialism's expansion and settlement of "the West" (Doxtater, 2016; Sengupta, Vieta, & McMurtry, 2015), the discontinuation of more and more short lines in recent years has meant a new phase of displacement, this time of the descendants of earlier European settlers. This has added new hardships to the socio-economic fabric of Canada's Prairies. Indeed, the discontinuation of many of these short lines across the Prairies has invariably led to the dissolution of the socio-economic fabric of entire farming communities. The land will still be farmed but the towns will be gone.

Ken knew that the decision by CN Railway was an imminent threat to the farming communities along 43.03. In response, in 2003, 185 farmers along the short line rallied to form the non-profit Battle River Producer Car Group (BRPCG), which facilitated farmers to order up producer cars which CN was obliged to pull due to a clause in the Canada Grain Act, thereby forcing CN Railway to continue operating line 43.03. In 2009, after CN Railway decided to pull out of 43.03 completely despite the Grain Act clause, the BRPCG converted into the Battle River Railway New Generation Cooperative (BRR NGC) and bought out line 43.03 from CN.

The story of the formation of BRPCG and its conversion to the BRR NGC is much more than a story of organizational change and development. It is a story of a community becoming aware of its situation and mobilizing to secure its future, taking on a corporate giant and succeeding along the way. It is a story of farmers overcoming helplessness and re-learning solidarity in order to manage a railway and, in doing so, preserve their towns, communities, and way of life.

#### The Pre-Conversion Phase

An hour's drive east from Regina on the Trans-Canada Highway takes one to the small town of Sintaluta. Originally named Carson, Sintaluta is a farming community that has had an oversized imprint on agriculture in Canada. In 1901, the Canadian Pacific Railway (CPR) and elevator companies called the shots across the Prairies. 1901 was also a bad year for Prairie farmers; half of the year's record grain output was lost to box-car shortages. With no help from CPR or the elevator companies, Prairie farmers organized themselves into the Territorial Grain Growers' Association (TGGA), a non-profit organization formed to represent farmers' collective interests and to negotiate with the asymmetrically large railway corporations, private elevator companies, and wholesale distributors. One of the first actions by TGGA was to negotiate a successful amendment to the Manitoba Grain Act of 1900. The amendment required allocation of box-cars on a first come, first served basis. When CPR chose to violate the "common carrier obligations" and continued allocating box cars preferentially to elevator companies, TGGA took the CPR agent at Sintaluta to court. The court saw market power as a direct threat to the autonomy and wellbeing of farmers and would eventually rule in favour of TGGA, ultimately entrenching in the Canada Grain Act the ability of farmers to order and load their own producer cars. As Ken Eshpeter emphasized, since then, "if you are able to order up producer cars, CN or CP is obliged to deliver and pull these producer cars."



source: www.battleriverrailway.ca

This TGGA victory of 1902 together with other social justice victories on the Prairies throughout the 20th century - resonates to today and embraces the self-determining spirit of struggle autonomous organizing and of Prairie communities. While the long-felt impacts of the change to the Grain Act are tangible outcomes of early 20th century farmers'

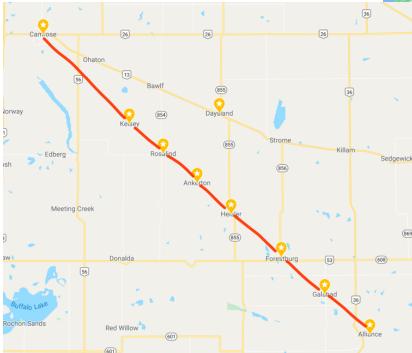
struggles, they also underscore the long history of self-organizing and mobilizing in the farming communities of the Prairies. What this earlier victory has highlighted for farmers is that negotiations with "Big Rail" (companies like CN Railway and CPR) do not need to remain asymmetric battles but struggles to be fought collectively. And this is exactly the history that the farmers of the towns serviced by 43.03 drew from in 2003.

## The Mobilization

The almost 60-mile short line, 43.03, starting from Camrose, Alberta, has for over a century connected the small farming towns of Kelsey, Rosalind, Heisler, Forestburg, Galahad, and surrounding communities to the terminus at Alliance, Alberta. Short lines like 43.03 have kept the small farms of the Prairies alive for over a century. As the Canadian Prairie family farm began to be consumed by big agribusiness in the 1970s with the centralization and neoliberalization of the agricultural sector, hundreds of communities have been at risk of atrophying or altogether dying. Throughout the past 50 years, larger, corporatized farms and big grain firms like Cargill and Viterra have shown to have little or no use for either the short lines or the wooden grain elevators that supported them.

CN's decision to discontinue short line 43.03 by the early 2000s was part of this neoliberal trend, driven by one overarching force – consolidation to maximize corporate profits and shareholder returns. The decision to discontinue the line was based on the reasoning that the farms along 43.03 were going to have to haul their grain to larger consolidation points on main rail lines because short lines were not profitable for Class 1 rail carriers to operate. CN's discourse of "efficiencies" and "economic progress" meant that the traditional system of storing grain in local wooden elevators and hauling it along short lines would be replaced by fewer concrete grain storage facilities located at higher throughput terminals. This model of agricultural development has transformed the once ubiquitous short lines and wooden grain elevators that crisscrossed and dotted the Prairies into liabilities. It left all farms in those catchment areas vulnerable to the whims of corporate consolidation.

For the communities along line 43.03, the news of the imminent closure of the short line augured potential tragedy for their way of life and livelihoods. Without 43.03, transporting each farm's product via tractor trailer to the nearest high throughput terminal would significantly inflate business costs. This action, along with many others that had been implemented in the previous 20 years, would lead to an acceleration in the loss of social and economic vitality of the small towns in the Battle River Catchment Area. Eventually, this would lead to a continuation of the trend of farm consolidation and general population decline of the rural area.



The Battle River Railway short line from Alliance to Camrose, Alberta



CN Moreover, even though Railway's decision to close the line would have had long lasting, severe effects on the Battle River Catchment Area's social landscape, they did not seem to care. Their devastating decision was just a continuation of many other devastating decisions that governments had sanctioned over

the years. This failure to consider the impacts on the people living along the line underscores the dehumanizing nature of distant shareholder-driven decision making, privileging profits and bottom lines over the human costs and community fallouts of centralization and financialization.

Eshpeter and other farmers along 43.03 knew that the looming financial losses they would face were only a part of the story, however. They had crunched the numbers,

and the end of line 43.03 would be the death knell to most of the communities along the railway stretch, much like it had been for other communities all over Alberta, Saskatchewan, and Manitoba. Further, as the loss of the line and the grain elevators would make local small farms unviable, migration to urban centers, as has happened in countless other Prairie communities, would pick up and the region's family farms would be subsumed into agribusiness conglomerates – a "soulless economic activity carried out by technocrats," as Eshpeter told us. While the existential struggle faced by the communities along line 43.03 against organized agribusiness is representative of the asymmetric battles between agricultural corporations and farming communities along line 43.03 would not stand idly by. They knew something had to be done.

Table 1: Catalyzing Factors for Battle River Railway's Conversion into a Co-op			
Previous enterprise characteristics	<ul> <li>Short line 43.03 was owned by CN Railway and had been hauling grain for local community farms since the early years of the 20th century.</li> <li>CN Railway decided to discontinue the line in April 2003.</li> </ul>		
Group/ Community characteristics	<ul> <li>The community consists of small- to medium-sized farm holders who depend on the short line for profitable access to markets and farm operations.</li> <li>The community believed that CN's decision to close short line 43.03 were purely profit-oriented and ignored the needs of the communities along the short line.</li> <li>Some community members were aware of the co-operative model as a viable alternative and had a history of co-operation in the area to draw from.</li> </ul>		

	• The community was resilient, cohesive and had a history of and propensity to co-operate and mobilize.
Stakeholder characteristics	<ul> <li>Several key community members were familiar with co-operatives and believers in the organizational form, and a local Alberta lawyer had already conducted a conversion in the agricultural sector with Westlock Terminals, offering lessons and inspiration for BRR.</li> <li>A co-operative developer was also central in helping articulate and facilitate the co-op vision and conversion.</li> <li>The availability of Alberta Financial Services Corporation (AFSC), a crown corporation offering financing and insurance services to Alberta's agricultural community, has been critical in financing the conversion.</li> </ul>

## The Conversion of BRR to a Co-operative

#### Deciding to Convert to a Co-operative

A clause in the Canada Grain Act – originally secured by the TGGA struggles of the early 20th century – states that if a farmer orders up producer cars through the Canadian Grain Commission, railway companies are obliged to provide the cars and pull them (Canada Grain Commission, 2020). Facing the discontinuation of their short line, communities along line 43.03 first mobilized in 2003 to create the Battle River Producer Car Group (BRPCG). The BRPCG was a non-profit, loosely knit partnership of 185 farmers that utilized the Canada Grain Act clause to ensure the economy of scale necessary to order rail cars collectively from CN Railway, which it then needed to provide to farmers along the short line. This prevented CN from closing the line at the time. Ultimately, this arrangement aggravated CN and their displeasure showed in the erratic service they subsequently provided the communities along 43.03. Despite the less-than-ideal relationship and service, this arrangement between BRPCG and CN Railway continued until November 27, 2008, when CN decided finally to discontinue the short line. When members of the BRPCG protested and pointed to the Canada

Grain Act, CN, appealing to the further financial losses that would be caused, told them flatly that the only way to keep the line operational was to buy it from them. After several consultations between BRPCG members and the communities along the line, the BRPCG decided to buy the line in order to gain full control of it, rather than continue to remain at the whim of CN's corporate decisions. Eventually, after further consulting with various local and regional stakeholders and learning from each other, the group decided that forming a co-operative was the best option for completing the purchase and for the future of line 43.03. Thus, the idea of the short line becoming a co-operatively owned entity was born.



source: <u>battleriverrailway.ca</u>

Members of the BRPCG were farmers, many of whom knew about co-operatives or eventually were convinced by others in the group that they should convert their producer car group into a co-operative and buy out the railway line. BRPCG members, however, did not know how to go about the purchase exactly. As they searched around

for answers, they came to know of another conversion to a co-op in Alberta's agricultural sector: the grain elevator in the town of Westlock, Alberta. Through their personal networks they would eventually learn that Brian Kaliel, a lawyer with the law firm Miller Thomson based out of Edmonton, had provided consulting services for the Westlock conversion. The BRPCG group approached Brian for help and he readily agreed to consult with them for the conversion of line 43.03. One of Kaliel's first contributions to the conversion of the producer car group, and also to facilitate the purchase of the line, was suggesting the New Generation Cooperative (NGC) model. The NGC model would allow tapping into significantly higher local capital and also had the potential of inviting increased local participation.

#### The New Generation Co-operative Model

Increasingly common in the North American agricultural sector, the new generation co-operative model took hold in the 1990s in the US Midwest. The term NGC signifies a different form of organizing and operating a co-operative, particularly in the way it raises capital and also in the type of members and inter-member relationships allowed (Kaliel, Kelly & Schlegl, n.d.). As industrialized and vertically integrated agribusinesses began to dominate the sector over the past decades (Schank, & Fulton, 2015), NGCs would subsequently emerge as the dynamics of the new agri-market ecosystem forced smaller farms resistant to the corporate model to organize co-operatively to remain viable and competitive. While the NGC model is based on the traditional co-operative model (i.e., one member, one vote; mutuality; etc.), there are some notable differences. First, membership is not open but restricted; NGCs are thus technically closed co-operatives. Second, members have a contractual right and obligation to deliver a particular quantity and quality of their produce, which provisions capital to the co-op by linking it to future delivery commitments. Third, NGCs can sell equity stock that creates transferable delivery rights for members (Ohio State University, n.d.). NGCs thus embrace a new form of membership based on "delivery rights," and was particularly relevant for the Battle River Railway group. Unlike most traditional co-ops, where the start-up expenses can be comparatively small per founding member, the BRR NGC project needed significantly higher amounts of capital. In short, the delivery-rights membership model of the NGC allowed the founding group to raise more capital from the sale of commodity "delivery rights" to BRR NGC members, linked to the delivery of a particular amount of produce output. In practice, this allowed the co-op to raise more capital more quickly.

#### Drumming Up Local Support and Raising Capital

Armed with the knowledge of the benefits of forming an NGC, the seven BRPCG board members went out into the community and enlisted the support of seven other like-minded community members. This original group of fourteen members then embarked on a door-to-door campaign to drum up support and capital with local farmers. The primary mode of communication was face-to-face, taking place in small, intimate meetings held in people's homes and in local coffee shops. Bigger meetings were held in community halls, petitions were floated, and local newspapers were sent letters. While the BRR New Generation Co-operative was officially formed in May 2009, the co-op would need another year to raise the funds to purchase line 43.03. Within three months of the original support-raising campaign over the spring of 2010, the newly formed co-operative managed to raise the capital required to buy line 43.03 from CN Railway.

The capital structure required to buy out line 43.03 and set up BRR NGC was a creative funding solution designed by Brian Kaliel. One component of the funding was a \$2 million mortgage from the Agriculture Financial Services Corporation, an Alberta Crown Corporation insuring and financing the agricultural sector. The second component was a \$45,000 grant from Alberta's Rural Community Adaptation program.

Co-operative			
Type of Support	Enabling Actor(s)	Enabling Action	
Financial support	Agriculture Financial Services Corporation (AFSC)	• \$2 million mortgage from AFSC	
	Government of Alberta (Alberta Rural Community Adaptation Program)	• \$45,000 from the Alberta Rural Community Adaptation Program	
	The local community as members and investors.	• \$3.15 million share capital from the community raised through sale of four types of shares.	
In-kind support	N/A	• N/A	
Technical/ development	Co-op Developer	• Ken Eshpeter's knowledge about the co-operative option was the beginning point of the conversion.	
support	Co-op Law Professional	• Brian Kaliel's legal expertise was decisive once the conversion process had begun.	
Government Policy/ Program Support	Canada Grain Act	• A provision of the Canada Grain Act allowed Battle River community members to set up the Battle River Producer Car group which formed the nucleus and seed for BRR NGC.	

## Table 2: Enabling Conversion Ecosystem for Battle River New Generation Co-operative

The third component was a bouquet of four types of shares designed to unlock and activate local capital. Class A shares were membership-based and worth \$1000 each. Each Class A share conferred voting rights following the principle of "one member, one vote." An individual could purchase only one Class A share and a total of 150 of these were sold. Class B shares were the delivery-right shares worth \$5,000 each, and each share allocated one share per car of anticipated loading. The Class B shares could be purchased only by members or Class A shareholders with each member being permitted to own multiple Class B shares. A total of 413 Class B shares were sold. Class C shares were preferred investment shares worth \$1,000 each for individual investors and 303 of them were sold. Class D shares were preferred investment shares worth \$10,000 each for institutional investors and 64 of these were purchased by investing firms. Both Class C and Class D shares did not confer voting rights, but Class D shareholders could appoint 1 board member.

Overall, the share sale campaign was a success and BRR NGC had unlocked \$3.15 million of local capital. With the \$3.15 million raised through share sales and the \$2 million mortgage from Alberta's Agricultural Financial Services Corporation, BRR NGC successfully outbid a U.S. based firm for the short line 43.03, finally purchasing the line from CN for \$4.85 million. On June 18, 2010 BRR NGC took ownership of line 43.03.

### Post Conversion

Since its conversion into a co-operative, BRR NGC has consolidated its grain hauling operations and has diversified into partnering with a tourist rail excursions society (Friends of the Battle River Railway), rail car storage services, and hauling non-agricultural commodities along the BRR line. According to its website, BRR is:

Alberta's longest straight section of railway, beginning in Alliance and continuing 52 miles to the Camrose area. Battle River Railway serves its agriculture and industrial customers on a weekly basis with three 3000 HP locomotives. Battle River Railway is proud to hire local and service the economic needs of the surrounding communities.

(https://battleriverrailway.ca/)

While all-in-all, the BRR experiment has been a conversion and co-op success story, achieving stability and growth was not easy, and the learning curve for the co-op's members and its surrounding communities was steep and has flattened only slightly.

Indeed, a group of farmers in Alberta had just bought themselves a railway and now they needed to run it! They needed people who could help them do that, and Matt Enright was one of them. Enright is a farmer living near the town of Rosalind. A graduate in economics from Simon Fraser University in Burnaby, BC, Enright came on board in 2010 as the group was trying to raise capital to buy the line. Enright eventually became the General Manager at BRR NGC, and he had the un-envious task of coordinating the operation of BRR with their new "partner," CN Railway.

While the BRR co-operative owns the line, the co-op must still partner with CN to take their products to market. Using one of its three engines, BRR pulls cars out of Alliance, Alberta, loading grain at Galahad, Forestburg, Heisler, Rosalind, and Kelsey. At Camrose, the end of the line, they interchange their load with CN Railway again, which then hauls the load to its final destination in BC. This necessary interchange with CN, the co-op soon discovered, would emerge as one of the biggest challenges to overcome. It became immediately clear to Enright and the rest of the BRR NGC team that even though they had pulled off a minor miracle in purchasing the line, achieving service quality in terms of delivery predictability was going to take time and effort. Throughout the first months and years of the co-op, CN Railway continued to provide the same inconsistent service it had provided to the previous producer car group. Ultimately, the co-op discovered, the issue at the core of the continuing service failures was a lack of communication between CN and BRR. Communication channels in the world of business are heavily influenced by corporate hierarchy and culture. Communication between two for-profit, conventional businesses working closely together can be relatively seamless when staff on both sides have access to a well-established body of knowledge, culture, and common practices. In the case of the CN-BRR relationship, however, that knowledge and culture did not exist. Management at CN Railway was impersonal and bureaucratic as would be expected in an organization of its size. BRR on the other hand was a democratic, co-operatively run railroad, and a relative startup, compared to CN. During these early days, managers on both sides did not know who to coordinate with or how to coordinate inter-organizational processes.



The Battle River Railway Train Excursions source: <u>battleriverrailway.com</u>

Over the years, both BRR and CN have been able to learn to work with each other. The team at BRR acquired the know-how needed by even hiring ex-CN employees and

continues to work towards training members of the local community and the BRR team to operate the line.

As of early 2021, BRR has 140 Class A voting shareholder members and 213 non-voting preferred shareholders from the other share classes. The co-op counts on 16 employees, most of them working part time, with a total full-time equivalency of 10 employees. One of these employees, GM Matt Enright, is also a shareholder, while all the other employees are non-shareholders. The Board is made up of eight Class A shareholders and the general manager, who is also tasked with giving full reports of finances and operations. The manager, however, does not vote. Another Board member is the secretary, who takes and records minutes. Often, the information presented at Board meetings leads to significant discussion and motions, all money and spending issues are voted on, and occasionally, Eshpeter told us, "our discussions do not result in a motion but instead result in a suggestion to our manager about how to resolve an issue."

Perhaps most promisingly for similar rural towns and farming communities across Canada, BRR NGC has made large, positive, and lasting impacts in the communities it touches. BRR NGC continues to operate five grain collection facilities which would otherwise have closed and has managed to control member-farmers' costs of getting grain to a loading site. Other community benefits catalyzed by BRR NGC include:

- The creation of the equivalent of 10 full time jobs, most of which are held by local residents.
- The contribution to property taxes on railway infrastructure in all eight municipalities that BRR runs through.
- The contribution to direct and indirect property taxes on the facilities that BRR either owns or services along the line, equaling five sites.
- The establishment of a \$10,000 fund designated specifically for local donations to help community clubs and youth organizations.

- A partnership with a society Friends of the Battle River Railway since 2014 to provide 12 tourism excursions each year utilizing the railway.
- The hiring of two or three summer students each summer.
- Helping to support and maintain a beautifully renovated station on the line which is, according to Eshpeter, "not only aesthetically pleasing but also functional for railway and tourism business."

Overall, Eshpeter emphasized: "We feel that we are creating a broader sense of community among our municipalities. We are giving the residents and shareholders exposure to a different industry than just agriculture-related activities." In short, BRR is adding to local wealth creation. Beyond providing stable jobs, their shares (except the Class A equity voting shares) pay an annual dividend of 3.5%, while their equity shares, Eshpeter told us, "has increased significantly [in value] over the 11-year life of the railway. We keep thinking about a way to create an opportunity for young farmers to purchase an A share at an affordable cost."

As operations became sustainable, BRR began to expand the scope of its activities and diversify into other sectors, such as grain storage and tourism. In doing so, BRR NGC has been able to unlock local capital and, more importantly, keep wealth and capital within the region. As the scale and scope of operations grow, the co-operative has been able to create employment for



source: battleriverrailway.com

people from the region and has been able to attract a skilled workforce into the community, as well. Perhaps most importantly, like TGGA in 1902, BRR NGC has successfully demonstrated to the people in the Canadian Prairies that they can collectively struggle for control of their livelihoods and succeed co-operatively.

## Conversion Lessons from Battle River Railway

Tracing the conversion of short line 43.03 into the Battle River Railway New Generation Co-operative reveals the various stages needed for conversion in the agricultural sector and the actors relevant to each stage. The trigger event for the mobilization of communities along line 43.03 to organize into a new generation co-op and buy out the short line was the threat of the discontinuation of a service vital to the primary economic engagement and the livelihood of local communities. Here, the threat to local livelihoods was a major motivator for the conversion. A deeper dive into the BRR case and its context reveals that while this may have been the precipitating event, BRR is also an example of a community becoming aware of being threatened by greater socio-economic forces and deciding to take control of their own destinies.

While the immediate concern motivating the creation of BRR NGC was the reduced profitability of farm operations, the people living in the towns along line 43.03 knew that they were staring at a very real and existential threat to their way of life. Operating and competing in a marketized and financialized agribusiness-dominated sector requires a bank of knowledge and capital that takes time to build. It also requires investment in intricate processes that transform a commodity into a market-ready product. Coupled with declining profits due to the loss of the short line, the farms along the line were threatened with being pushed out of the market by greater monopolistic forces. In that sense, the people in the municipalities along the Battle River line coordinated efforts, pooled resources, shared risk, and mobilized to save their farms, their towns, and their livelihoods. This was a threat they all faced, a common crisis that brought them together.

It is worth noting that the decision to adopt the co-operative model was a deliberate choice. The drivers of the campaign for conversion knew that conventional models of business ownership where many produce and consume but few own would not generate the community level buy-in and participation needed for the project. The decision to adopt a democratic model of shared ownership was then as much a deliberate rejection of private ownership as it was a preference for the co-operative mode. The choice of converting to a co-op underscored the cohesive and collective effort by all stakeholders reliant on line 43.03.



source: battleriverrailway.com

Overall, the story of line 43.03 and its conversion into the Battle River Railway New Generation Co-operative highlights the disruptive effects that corporate agriculture has had on Canada's rural way of life, and what local community initiative and ingenuity can do to preserve this way of life, but also take it in new co-operatively organized directions. The case shows how profit-oriented decisions made by "Big Agro" and "Big Rail" too-often ignore their grievous effects for rural communities, which can domino into a multitude of socio-economic problems like the degradation of family-based and traditional agriculture, the migration of rural populations to cities, the surge of unsustainable corporate agricultural practices, and sundry other unsustainable pressures on small- and medium-sized farmers and their families.

The BRR NGC case also shows us that community mobilization and solidarity-based economic solutions offer alternative modes of organizing business activities that can compete against big capital while also addressing the day-to-day and long-term viability concerns of the communities involved. In this case, the rural communities along the Battle River short line mobilized and organized into a co-operatively owned and managed business enterprise that has not only been able to survive but thrive and diversify, too. This has not only helped preserve a community resource but has also provided the people living along line 43.03 an opportunity to pool resources and share risks without having to bear all of the brunt of market capitalism's negative effects.

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source: battleriverrailway.com