

Feather River Rail Society
Board of Directors Meeting – August 11, 2012 – 4:00 PM
WPRM Meeting Room – Portola, California

Vice-President Steve Habeck called the meeting to order at 4:30 PM.

The following Directors were present

Kerry Cochran – phone (arrived at 6:30 PM)	Norm Holmes	Tom Carter - ph
Steve Habeck	Eugene Vicknair - ph	Gail McClure
Wayne Monger	Greg Elems	

Attendance

Frank Brehm
James Mason – Treasurer
Burr Wilson
Alex Wilson
Fred Ellenbaas
Matt Elems
David Elems
Richard Sullivan
Debra Baer
Rick Gruninger

Correspondence

- Wayne Monger had first draft of a news release from Cascade Rail Foundation concerning fundraising for MILW U25B 5057 that he shared with the Board.
- Wayne Monger shared a letter of July 29 from the Meeker (Harold, Lorraine, Larry and Bill) Family concerning the Meeker Collection. He also shared a letter from July 6 from Harold Meeker to Cheryl Meeker asking that a condition allowing special access to the collection for the Meeker Family be included in the donation. He then shared a letter from July 7 from Cheryl Meeker to Harold Meeker concerning her thoughts on this request. Director Monger also related a letter and discussions he has had with the Meeker Family concerning these communications and issues surrounding the donation. This will be placed on the September agenda for further discussion in Closed Session.
- Some discussion concerning the Meeker communications occurred. Concensus to review and discuss at September meeting. Director Vicknair will review this with FRRS legal counsel before next meeting.
- Charlie Spikes shared a thank you note to the Society for helping with awards for the Cake Run.

Election of Officers

Office of President

Nominees: Rod McClure (Spikes / Elems)
Debra Baer (Monger / Holmes)

Open vote held

McClure – 6, Baer – 2

Rod McClure elected

Office of Vice-President

Nominees: Steve Habeck (Carter / G. McClure)
Steve Habeck elected

Office of Secretary

Nominees: Eugene Vicknair (Habeck / Holmes)
Eugene Vicknair elected

Office of Treasurer

Nominees: none
Election of Treasurer tabled to September Board Meeting
James Mason will advise for next month

Appointment of Departments, Committees and Chairs

Tabled to September Board Meeting
Noted that WPRRHS is without an Administrator

Consent Calendar

Motion 12-08-01
Accept June 2012 Minutes.
Vicknair / Monger. Aye – 5, Nay – 0, Abstain – 3. Motion carries.

Motion 12-08-02
Accept amended July 2012 Minutes.
G. McClure / Vicknair. Aye – 8, Nay – 0, Abstain – 0. Motion carries.

Old Business

Archives Policies, Mission and Procedures – tabled from July

- Jeff Asay sent a comment opposing movement of the archives from Reno to Portola until a full facility is created in Portola. He also felt that costs were high for current status of our facilities.
- Director Vicknair sent comments previously to the Board.
- Director Habeck suggested that we can modify and alter the procedures, fees, etc. as we go along.
- Debra Baer felt that the procedures and policies were, in some cases, too cumbersome and not user-friendly. This included time lines for access being set at possibly 4 weeks.
- Director Habeck expressed that we need to get something in place and that this is a good first attempt.
- Director Elems also felt that we do need to get something in place and then modify.
- Director Gail McClure stated that she feels it is a good idea to be clear with our time limits and access at this stage. We can refine and tweak these documents. They are a dynamic framework.
- Director Habeck outlined current status of archives and need for policies in place.
- Director Gail McClure expressed concerns with moving archives to Portola.
- Director Vicknair recommended reviewing status in near future after adopting.
- Comments for changes to be sent to Eugene Vicknair as Secretary.
- Director Monger expressed concerns that some of these could conflict with By-Laws concerning WPRRHS establishment.

Motion 12-08-03
Accept recommended policies, procedures and mission with understanding that this is a dynamic document and will be reviewed for status in 6 months (February 2013 meeting).
Carter / G. McClure. Aye – 6, Nay – 2, Abstain – 0. Motion carries.

Director Oath of Office – tabled from July

- Director Vicknair sent comments previously to the Board concerning wording and intent of the proposed oath. Suggestion to refer to this as an Acknowledgement of Obligations and Responsibilities and have it be a signed document.
- Suggestion to redraft along the lines of recommendations by Director Vicknair and resubmit.
- Concensus direction to redraft based on comments and submit for September meeting.

David Healy Photography

- Written report provided.
- Contract to allow David Healy non-exclusive access to photograph equipment and grounds and sell resulting artwork prints. FRRS would receive 30% of net proceeds via check 4 times per year. There is no direct cost to the FRRS.
- Noted that David Healy has often aided the Society.
- Concensus to forward to legal for review and ensure that there is an escape clause in the contract.
- Will not require any equipment to be moved special for his use.
- Suggestion that he become a member, if he is not, in order to be protected under insurance.
- Director Vicknair will forward to legal counsel.

New Business

Colfax Railroad Days 2012

- Director Carter has been in contact with Jim Woods of Placer – Sierra concerning Colfax RR Days 2012. Reviewed feedback from wrap-up meeting from last event.
- Date for event would be October 6-7, 2012.
- Question to the Board as to whether we want to do the event again.
- Noted that we have had to raise our insurance to \$5 million at Union Pacific request. We are looking at ways to reduce cost for this coverage.
- Colfax people have been given copy of event guidebook along with new costs for per diem, etc.
- Proposal to keep per diem costs at \$35 for this year event. Lodging and other costs would be covered by Colfax event.
- Store gross income for 2011 was nearly \$5000 for event.
- Director Gail McClure noted that 10% - 15% of RALs this year resulted from contacts at Colfax 2011. Also many new visitors came to the museum having seen us at Colfax.
- Would also assist our relationship with new management at UP Roseville.
- Concensus direction to direct President McClure and Director Carter to continue negotiations with Colfax event.

Lease of Locomotive

- Written report provided.
- Concerns about leasing SP 2873 since it does not have alignment control couplers.
- Director Gail McClure pointed out that SP 2873 is primary RAL locomotive.
- WP 2001 is the only GP we have with alignment control couplers.
- Discussion about daily costs and earning from possible lease.
- James Mason suggested free lease in exchange for installation of alignment couplers in SP 2873.
- Concensus direction to direct President McClure and Directors Carter and Vicknair to continue exploration.

Movement of Equipment from Holmes Property

- Written report provided.
- Scott Franklin is working on permits from Plumas County, having some roadblocks in getting them.
- Director Carter had question about recent issues with county. Plumas County is struggling with reduction of workforce and are having trouble keeping up with volume of work.
- President McClure and Scott Franklin may have to travel to Quincy to obtain permits.
- Director Holmes expressed frustration with the delays in movement.

Display of Feather River & Western Locomotive

- Written report provided.
- Director Carter proposing putting FR&W Plymouth locomotive on status display in a prominent location alongside the main operating line of the museum.
- Pointed out that we need to move Norm's equipment in short timeline and may not have time to set up the display area ahead of time.
- Discussion concerning short timeline with needing to move the equipment. We may not be able to just roll it right off truck and may need to do display later.

- James Mason suggested cost could possibly be covered out of restricted Building Fund as facilities display.
- General approval of display concept.
- Concensus direction to table concept until after equipment is moved.

Western Pacific Caboose 428 Restoration Proposal

- Written report provided.
- Matt and David Elems have been doing repairs on WP 428. Due to extent of decay found, are proposing a restoration and adding some safety modifications.
- Current work has been charged to Restorations line item.
- Discussion of plans for work to be done.
- Suggestion to make modification of adding a steel plate under floor over each wheel in deference to proposed use in road show trains.
- Steve Habeck is guiding their work. They have been following guidelines and receiving information from Mike Mucklin on caboose layout and history.
- Thanks to Wilsons for their assistance.
- Rick Carter has offered to come to museum and do an air brake class to assist with restoration / repair of old air brake equipment. Also offered to help with caboose restoration.
- Director Habeck noted that another caboose in caboose train is showing rot and will need similar work.
- Director Gail McClure asked if they need budget approval for work.
- James Mason pointed out that budget can be handled under Restoration line item for small amounts.
- Direction given to establish major costs and come to Board for budget approval.
- Concensus direction given to proceed.

Good of the Order

President's Report

- Written report provided.
- Request to put trackwork weekend on calendar, blog and FRRS list.
- WP SW1500 1503 is alive and well thanks to Seth Adams. Still problems with the wheel slip relay.
- Mechanical - Dave McClain and Dwight Whetstone finished all cylinder replacement on SP GP9 2873 and it no longer spews oil. They checked the Quincy 1000 and found the spark arrestor was full of oil and junk. That has been drained and fixed. They are now focusing on the WP 501 for repair.
- Museum Store - Big thanks to The Girls and Boys in the gift shop.
- Portola Railroad Days - Our Hot Dog vendor from Reno canceled out, but Gail McClure has someone else lined up for RR days.
- Trackwork - Greg Elems will be organizing a track work weekend after RR days to fix the balloon.
- Oroville Turntable - Have not heard back from Tom Grey about moving the turntable from Virginia City.
- Norm Equipment Move - Waiting to hear back from Scott Franklin about moving Norm's equipment. Talked to him last on Thursday and he was to get back to me today with information on Plumas County permits
- Fourth Street House - Gail McClure went to Quincy and resolved the tax and title issues with the house in person. Should have a clean title in a few weeks.

Financial Reports

- Written report and financials provided.
- We are running a net profit of \$25,855 this year as opposed to approx. \$40,000 deficit last year.
- Our expenses are down quite a bit from last year.
- RAL gross is down, but profit is up from last year.
- Admissions are down about \$503 from last year. Gail McClure feels that overall attendance is down about 25%, but we are doing better at capturing admission.
- About \$15,000 of Hospital expenses were carried over into this year. Without those, our profit would be over \$40,000.
- Suggestion that Board build up money to buy locomotives back from Endowment Fund in future.
- Discussion about Cost of Ownership for having equipment in collection and what it means.

- Compliments for the Board on their progress in fundraising and Short Term Capital Plan.
- Director Carter asked if we are in cash position to make big payment on short term credit.
- Concerns with taking too much cash on hand to handle short term credit payoff.
- Suggestion to pay larger segment of short term credit from James Mason and Director Gail McClure.

Motion 12-08-04

Motion to pay all current expenses plus interest plus \$500 for the next three months. Issues to be revisited for review at that time (November 2012).

G. McClure / Monger. Aye – 9, Nay – 0, Abstain – 0. Motion carries.

- Noted that electric bill has come down dramatically. Switch to Liberty Energy and use of CFL bulbs in shop contributed to this change.

Director's Reports

- *Vicknair* – Fred Elenbaas restriped the handicapped parking area, including renting the sprayer to do the work. Thank you to Fred for his help! Reminder to use credit card reporting forms.

Event Reports

none

Department Reports

- *Museum Store* – There is some purchasing that will need to happen. Adding more custom shirts and other items. Web store is under rebuilding. Issues with tax and shipping charges have been resolved. Thank you to the volunteers who are working on the Store and the RALs. Special thanks to Matt and David Elems, Stephanie Parker, Deanna Fecko, Loren Ross, Charlie Spikes, Matt Parker and others.
- *Publications* – written report submitted. Train Sheet issue 159 received by members, issue 160 done and sent for printing.

Committee Reports

- *Portola Railroad Days* – Community has come together and doing no cost or low cost events. No spike driving or Mountain Men events. We will be running the people mover tram. Still need driver for tram and volunteers for event. Event is next weekend. Discussion about what would be happening around the museum. Director Gail McClure and Vicknair will put out announcements seeking volunteers.

Legal / Insurance Report

none

Status of Surplus Property Report

- *USNavy MRS-1 544* – Alco Museum in Schenectady, NY is considering the offer authorized last meeting.
- *SP SD9 4404* – Western Rail approved the contract with two adjustments requested. We are working on getting a UP interchange inspection before deciding on these requests.
- *SP Beet Gons* – Another museum has expressed an interest in one of the beet gons. Negotiations are in progress. Santa Maria Valley would like the other, but is unsure how to effect movement. They are discussing.

Safety Report

- Be careful of wasps. Very bad this year.

Public Comments

- WP desk needs to move from Sacramento.

Notices

none

Closed Session – 7:45 PM to 8:10 PM

- *Legal Item* – FRRS v. Kasten / ITAC
- *Legal Item* – Worthen v. FRRS
- *Business Item* – Rail Festival

The Board heard a report on a legal item – FRRS v. Kasten / ITAC. No action taken.

The Board heard a report on a legal item – Worthen v. FRRS. No action taken.

The Board heard a report on a business issue – Rail Festival. No action taken.

Adjourn

Meeting adjourned at: 8:11 PM
Next meeting: Saturday, September 8, 2012 – 4:00 PM
Location: WPRM Meeting Room
Portola, California

Respectfully Submitted,
Eugene Vicknair
Secretary, FRRS