

**Feather River Rail Society  
Board of Directors Meeting – November 11, 2017 – 1:00 PM  
WPRM Meeting Room – Portola, CA**

President Steve Habeck called the meeting to order at 1:00 PM

**NOTICE:** Today is Veterans Day. Board and guests observe a moment of silence.

**Attendance**

**The following Directors were present:**

Steve Habeck  
Charlie Spikes  
Kerry Cochran - phone  
Greg Elems  
Matt Elems - phone  
Roger Stabler - phone  
Eugene Vicknair

7 directors present, 2 empty seats – Quorum achieved.

Guests present:

Chris Fussell – President, Dynamic Rail Preservation  
John Magnusson – Secretary, Dynamic Rail Preservation  
Bil Jackson – CMO  
Loren Ross – Superintendent of Operations  
David Elems – Assistant CMO  
Tom Hervey – FRRS member

**Correspondence**

- *Vicknair* – Several emails about Pumpkin Patch Trains thanking us for the fun and happy experience. Portola Railroad Mural asked if we want to sponsor panel with WP 94. Cost is \$3,000. Discussion about offer. Put on agenda for next month.
- Altamont Press. Very bad comments on Altamont making fake accusations. Director Vicknair responded with facts and discussion ended.
- *Habeck* – Nice thank you cards from Ethan and Ali to the Board thanking for the gift of the Life Membership for their wedding. Renewal letter from Traveller's insurance for our liability. Some minor changes to the policy. Policy renewed. Letter from Wayne Monger with part of rent payment for O&NW caboose. Letter from EPCAN thanking us for donation of food from the Pumpkin Patch trains. Discussion about status on renegotiating interchange agreement with Union Pacific.

**Consent Calendar**

Approval of the minutes of the November 2017 BOD Meeting

Motion 11-17-01

Approve the minutes of the November 2017 BOD Meeting as presented.

Spikes / G. Elems. Ayes – 7, Nay – 0, Abstain – 0. Motion carries.

**Old Business:**

### **OB1 – FRRS Lodging Policy (Cochran)**

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Review revisions to the FRRS Lodging Policy.

- Written report provided
- Some updates to existing lodging policy.

Motion 11-17-02

Approve the updated Lodging Policy as presented.

Vicknair / Spikes. Aye – 7, Nay – 0, Abstain – 0. Motion carries.

### **OB2 – Option for WP MW Flat Cars (Stabler / Vicknair)**

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Discuss option for leasing cars to V&T Railway.

- Roger Stabler raised idea to lease WP MW cars to V&T, allowing FRRS to retain ownership.
- We received email from member Frank Brehm concerned about deaccessing the MW flats.
- Discussed possible changes V&T might make.
- General feeling is that this is a really good idea to pursue.
- Offer would be 5 year lease with renewal option.
- Noted that V&T may find cars will not work for them.
- Consensus direction to pursue lease option if V&T wants cars.
- Matt Elems also considered this idea and likes it.
- Board noted communication from member Frank Brehm and thanks him for his input.

### **New Business**

#### **NB1 – February Board Meeting and Strategic Planning Meeting (Vicknair)**

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Finalize location / dates / times for February BOD and 2018 Strategic Planning Meetings.

- Written report provided.
- Noted we discussed 2 years planning last year and many things still need to be done from last meeting plan.
- Consensus to hold next Strategic Planning Meeting in 2019.
- Hold February BOD Meeting at the “Two Rivers” private railcar in Woodland.
- Discussion about need for offsite Board Meetings.
- The Board thanks Roger Stabler for use of his railcar.

#### **NB2 – Collectables Show (Vicknair)**

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Discuss proposal to hold event at museum in spring 2018.

- Written proposal provided.
- Concern about space available and conflict with work scheduled for spring.
- Concern is that we do not have enough covered space this spring. We have a lot of mechanical work scheduled for spring.
- Discussion about different dates.
- Suggestion of date in June.

- Need more information from organizer, come back in December. Type and size of materials. Number of exhibitors.

### **NB3 – 2018 Historic Photo Calendar (Vicknair)**

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Review cost for printing and selling 2018 Historic Photo Calendar.

- Written report provided and samples pages shown.
- Discussion about on-line store.

Motion 11-17-03

Approve printing and expense for 150 calendars from line item 55020 – Calendar Expense.

Cochran / G. Elems. Aye – 7, Nay – 0, Abstain – 0. Motion carries.

### **NB4 – Offer to Purchase Union Pacific GP30 849 (Vicknair)**

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Review offer to purchase UP 849 for \$30,000.00.

- Written report provided.
- Estimate is that cost to perform minimum repairs is over \$80,000. Engine has many problems including needing two axles, engine work, radiator work, etc.
- Western Rail made \$30,000 offer.
- We could use crane for lifting to replace 2 axles that are damaged. Crane and switching charges would apply.
- Western Rail would be sending pro crew to work on engine.
- Question about how much time crane work would be occurring. Estimate would be single day to do both axles if parts and crew are ready to go.
- We would need advance notice.
- Western Rail intends to repair and use the locomotive.
- Contract has right of first refusal for FRRS repurchase if Western Rail goes to deaccess the locomotive.
- Roger will be in Portola from May 1 to May 12 or so. He can run the crane. Can arrange to be here to help.
- Based on current metal costs, opinion is this is a fair price.
- Recommendation by Bart Hansen to set aside some funds for loan payoff.
- Recommendation by Chris Allan to set aside some funds for WP restoration.
- Director Vicknair suggests \$10,000 to loan, \$10,000 to restoration and \$10,000 to general fund.

Motion 11-17-04

Accept offer of \$30,000 for purchase of Union Pacific GP30 849 by Western Rail as outlined in agreement. Split of income to be \$10K to General Fund, Loan Debt Retirement and WP Restoration Funds.

Spikes / Stabler. Aye – 7, Nay – 0, Abstain – 0. Motion carries.

### **Good of the Order**

#### **President's Report**

Covered in other areas

#### **Financial Reports**

- Reports and Summary provided

- Reviewed summary

### **Director's Reports**

- *Vicknair* – written report provided. Discussed grants due in December.
- *Cochran* – written report provided. 10 of 13 donors to WP 705 have responded to letter about paint scheme. Had 45 minute call with Norm Holmes. Asked Kerry to say hello to everyone for him. Kerry will be travelling to Norm's house in spring to pick up some donated materials.

### **Event Reports**

- *Pumpkin Patch Express* – written report provided. Profit from event was about \$3,500. Steve has some extra expenses to be put into record. Suggestion to increase parking fee for next year.
- *2018 Historic Convention* – written report provided. Location and dates confirmed.

### **Department Reports**

- *General Superintendent* – written report provided. Noted Loren Ross is now Superintendent of Operations.
- *Webmaster* – written report provided. Noted tracking of traffic for website on Pumpkin Trains.
- *Archives / Historical* – written report provided. Work proceeding on the Archive car.
- *Marketing* – written report provided. Santa Train advertising out. 2018 plan in the works.
- *Operations* – written report provided. Noted that we are very sorry to lose Rick Gruninger.
- *Mechanical* – written report provided. Lots of work on rubber tire equipment. WP 2001 has injectors installed, will probably be running tomorrow. WP 2001 has been undergoing a mass effort to repair a lot of small items as well as more serious issues.

### **Committee Reports**

- *Election* – appoint election committee – tabled to December

### **Legal / Insurance Report**

- Traveller's Policy renewed.

### **Status of Surplus Property Report**

- O&NW 3 / Orange Empire request going in to Collections Committee.

### **Safety Report** – Written report provided

- Winter weather coming in. Will get with Facilities and MOW and figure out snow clearing methods. Need to spray treatment onto the concrete walkways.

### **Public Comments**

- *Matt Elms* – need shipment location for extra Train Sheets. Recommendation to send to Bil Jackson or Ethan and Ali Doty. Decision to send to Ethan and Ali's house. All UPS shipments are going to Bil Jackson's currently.

### **Notices**

none

### **Closed Session** – requested by Director Eugene Vicknair and President Steve Habeck 3:03 PM – 3:41 PM

- Business Item – Employee Compensation

- Business Item – Museum Donations – *Amtrak, building, CalTrain, Old Town Extension*
- Legal Item – FRRS v. Kasten
- Legal Item – Meeker v. FRRS and Vicknair

The Board heard a report on a Business Item – Employee Compensation. Consensus direction given to President Habeck.

The Board heard a report on a Business Item – Museum Donations. Consensus direction given.

The Board heard a report on a Legal Item – FRRS v. Kasten. No reportable action taken.

The Board heard a report on a Legal Item – Meeker v. FRRS and Vicknair. No reportable action taken.

### **Adjourn**

Meeting adjourned at: 3:42 PM

Next Meeting: December 9, 2017 – 1:00 PM

Location: WPRM Meeting Room – Portola, CA

Respectfully Submitted, Eugene Vicknair – FRRS Secretary