

**Feather River Rail Society  
Board of Directors Meeting  
May 3, 2003  
1 p.m.  
Old Gift Shop, Portola Railroad Museum  
Portola, California**

President Rod McClure called the meeting to order at 1:00 p.m. The following directors were present:

Andy Anderson McClure	Kerry Cochran	Norm Holmes	Gail
Hank Stiles	Eugene Vicknair		

Directors Frank Brehm, Jan Breitwieser, and Steve Habeck were unable to attend. Director Vicknair participated by telephone.

Visitors present: Dan Brady (Treasurer - staff), Alan Turner (Legal Counsel - staff), Chris Skow and Don Borden.

**Closed Session**

Meeting adjourned to closed session between 1:01-1:15 pm. President McClure reported that a tentative agreement was reached with respect to the personnel issue – no action was taken. Consensus direction from the Board to the President regarding pending property issues – no action was taken. Report was given with respect to ongoing litigation issues – no action was taken.

**Correspondence**

No correspondence to report. President McClure did report at this time that Director Breitwieser has resigned her Board position due to personal reasons.

**Consent Agenda**

1. Minutes – Approval of the minutes of the regular meeting held April 5, 2003.
2. Minutes – Approval of the minutes of special meeting held March 24, 2003.
3. Financial Reports –

**Motion # 03-05-01** – Removal of Financial Reports from Consent Agenda for presentation later in the meeting. Motion made by Director Stiles, seconded by Director Anderson. All Directors present voted in favor. Motion carried.

**Motion # 03-05-02** -- Approval of Consent Agenda reports as presented. Motion made by Director Anderson, seconded by Director Holms. All Directors present voted in favor. Motion carried.

Director Cochran expressed some concern regarding the minutes of the special meeting and asked that it be noted for the record that the Board needs to carefully consider notice to the membership allowing their participation should they chose to do so.

## **Old Business**

### **Museum Manager Position**

President McClure asked for feedback regarding the proposed Museum Manager Position as presented. He expressed particular concern that the Board act quickly on acceptance of the position description and filling the position as many of the duties and responsibilities described were handled by Director Breitwieser prior to her resignation.

Motion # 03-05-03 – Acceptance of Museum Manager Position description as submitted. Motion made by Director McClure, seconded by Director Stiles. All Directors present voted in favor. Motion carried.

The main concern expressed by Board members was salary and benefit costs. Dan Brady advised that there will be interest from the endowment fund that was slated to cover the expenses of a position similar to this one. He also pointed out that with most museums, gift shop profits account for approximately 1/3 of the total operating revenue. The Board discussed consideration of John Walker for the position and advised that his experience would likely make the gift shop profitable enough to cover his salary.

Ongoing discussion ensued regarding ways to cover the costs for the position including a “loan” against the endowment fund with a repayment agreement. Alan Turner asked that the following parameters be considered to provide guidance to the President when negotiating on behalf of the Board: At will agreement subject to termination upon written notice at the will of the Board, subject to notice provision on employee’s part of no less than 30 days, possible termination clause, indemnification issues, salary and benefit issues, contingent upon available funding, with possible repayment agreement in the event of voluntary separation.

Consensus direction from the Board was provided to the President based on the guidance of Legal Counsel.

Discussion ensued regarding a stopgap measure to keep the gift shop and RAL programs functional until the contract can be drafted and approved by the Board. Alternatives were discussed.

Motion # 03-05-04 – Provide authority to the President to direct staffing of the RAL program and Gift shop for an interim period not to exceed 30 days, including authority to authorize payroll. Motion made by Director McClure, seconded by Director Stiles. All Directors present voted in favor. Motion carried.

Consensus direction was given by the Board that it was likely to approve a contract with salary in the amount of \$30,000 subject to repayment of the endowment fund, allowing

President McClure to move forward in good faith in talking with John Walker regarding the position.

### **New Business (moved up due to time constraints upon President McClure)**

#### **FRA Shortline Seminar**

President McClure reported that Director Habeck and member Doug Morgan have proposed that the Society host a session of the FRA Shortline Seminar. Cost would be minimal and exposure would be wide ranging. It would also be a first as the seminar has never been hosted by a museum before. Consensus direction was provided by the Board to the President to pursue hosting the 2005 seminar and report back to the Board.

### **Old Business**

#### **Dome Car Excursions**

Chris Skow advised that Domes Down the Valley was a great success, sold out prior to the trip, and had 40 people on a waiting list. He advised that due to the response on this excursion and at the suggestion of several members, he stated he had spoken with Amtrak regarding a one-day excursion from Emeryville to Truckee and back for Truckee Railroad Days. He was requesting that the Board consider their support of the excursion. Director Vicknair, in his capacity as Truckee Railroad Days Liaison, advised that the Truckee Railroad Days Committee has already been working on something similar to his proposal. The Board requested that Director Vicknair discuss the issue with the Truckee Railroad Days Committee to see if they are still planning on organizing an excursion, and if not, the Board will consider the Society's participation.

Director Stiles thanked Mr. Skow for helping the FRRS by inviting our participation. Director McClure asked that it be noted for the record that Mr. Skow presented a check to the Society in the amount of \$2,816.

Mr. Skow also reported 35 non-funded reservations for the Domes to Reno excursion to be held in conjunction with the WPRRHS Convention in Sparks, NV in 2004.

#### **Financial Reports**

Dan Brady reported that expenses and revenues were on track with expectations. Cash is tight, but there are funds available to get us into the operating season. Mr. Brady provided information regarding investments and investment income, as well as general information regarding the financial position of the Society.

#### **Condition of Quincy 3**

Director Stiles advised he has gone to Virginia City, NV several times to inspect the Quincy 3. He reported that it appears that previously reported possible bad cylinder heads on the #2 engine may be a bad injector pump. He advised that based on remarks he has heard have been made by Bob Gray, V.&T.R.R., any repairs to the Quincy 3 are in limbo as he does not want to put any money into this locomotive as they want to put their money into the 80 tonner.

Director McClure questioned if the V&T had signed the new lease agreement. Director Stiles advised that to his knowledge, they had refused.

It was discussed that resolution of the Quincy 3 issue needs to be resolved as soon as possible due to a number of issues including use of the locomotive without a contract, lack of maintenance on the part of the V&T and liability issues due to lack of a signed contract. Motion # 03-05-05 – Direction to President to execute the return of the Quincy 3 from the Virginia & Truckee Railroad. Motion made by Director Cochran, seconded by Director Anderson. All Directors present voted in favor. Motion carried.

### **Good of the Order**

### **President's Report**

President McClure had to leave the meeting early, so no President's report was available.

### **Director's Reports**

Director Stiles reported that the pipes are made and gasket material on hand for the FM 1857. Work continues to progress on getting this locomotive operational.

Director Holmes reported that an Elderhostel group had received a tour and caboose ride. They donated \$150 in support of the Society as a result.

Director Cochran reminded the Board that Memorial Day weekend is the start of the operating season and was only three weeks away.

Director Vicknair reported collections in the amount of \$2,100 in support of the Zephyr Project, and that manufacturing has begun on a special tool designed to repair trip pieces between the fluting on the car body. He also advised that the Board should have a contract from the Truckee Railroad Days Committee by the next meeting.

### **Department Reports**

Facilities Report -- Director Vicknair reported that work weekends have been stalled due to inclement weather conditions, although work to Milward Switch is nearly complete. He reported that the forklift had suffered a wiring short circuit, but that member Doug Morgan had nearly completed the required rewiring.

WPRR Historical Society -- A written report was presented to the Board by Thom Anderson. The Convention netted approximately \$800. No questions from the Board.

### **Committee Reports**

Election Committee -- No members of the committee were present to report.

Magnolia Tower -- Director Vicknair advised a written report had been presented to the Board as prepared by Doug Morgan who has been negotiating with involved parties under the supervision of himself and President McClure. Work was temporarily stalled due to the

discovery of additional non-complying materials which will have to be remediated prior to further disassembly of the building. The contractor, Kiewit Construction has graciously agreed to provide disassembly of the tower for transport at no cost to the Society.

Policy and Procedures -- Key Policy was tabled until a future meeting.

Motion # 03-05-07 – Acceptance of Lodging Policy as revised and presented. Motion made by Director Anderson, seconded by Director Cochran. All Directors present voted in favor. Motion carried.

Discussion regarding authorized use of heaters in the sleeper car and the decision was that the manner in which the policy is written is correct.

### **Legal Counsel Report**

Alan Turner reported that the Society and its counsel are pursuing enforcement of a judgment and it is anticipated that ultimately, there will be a favorable result in a relatively short timeframe.

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

No report at this time.

### **Other**

### **Adjourn**

Meeting adjourned at 2:53 p.m.  
Next meeting: Saturday, June 7, 2003  
Location: Old Gift Shop, PRM  
Portola, CA

Respectively Submitted  
Gail A. McClure

## Motions and Actions Summary

### Motions Passed

- Consent Motions – Motion 03-05-02

Minutes – Approval of the minutes of the special meeting held March 24, 2003 and the regular meeting held April 5, 2003.

Financial Reports – Removed from Consent Agenda under motion 03-05-01 and held until report by Dan Brady, Treasurer, under Old Business.

- Motions

#### **Motion 03-05-03.. Museum Manager Position**

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Acceptance of Museum Manager Position description as submitted. Motion made by Director McClure, seconded by Director Stiles. All Directors present voted in favor – Motion carried.

#### **Motion 03-05-04.. Gift Shop Staffing**

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Provide authority to the President to direct staffing of the RAL program and Gift shop for an interim period not to exceed 30 days, including authority to authorize payroll. Motion made by Director McClure, seconded by Director Stiles. All Directors present voted in favor – Motion carried.

#### **Motion 03-05-05.. Quincy 3**

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Direction to President to execute the return of the Quincy 3 from the Virginia & Truckee Railroad. Motion made by Director Cochran, seconded by Director Anderson. All Directors present voted in favor – Motion carried.

#### **Motion 03-05-06.. Lodging Policy**

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Acceptance of Lodging Policy as revised and presented. Motion made by Director Anderson, seconded by Director Cochran. All Directors present voted in favor – Motion carried.

### Actions and Notices

- Director Breitwieser has resigned her Board position due to personal reasons.
- Magnolia Tower disassembly proceeding with assistance from Kiewit Construction of Oakland.
- CMO Stiles is continuing to monitor issues regarding Quincy 3 on V&T RR.
- Director Habeck and John Walker to update the FRRS/WP Display at the Portola Library.
- President McClure instructed to continue exploring costs associated with Museum Manager position.
- Consensus direction was provided by the Board to the President to pursue FRRS hosting of the 2005 FRA Shortline Seminar and report back.
- Director McClure asked that it be noted for the record that Mr. Skow presented a check to the Society in the amount of \$2,816. These were proceeds from the Domes Down the Valley Excursion.
- Dan Brady reported that expenses and revenues were on track with expectations.

### Closed Session

Meeting adjourned to closed session between 1:01-1:15 pm. President McClure reported that a tentative agreement was reached with respect to the personnel issue – no action was taken. Consensus direction from the Board to the President regarding pending property issues – no action was taken. Report was given with respect to ongoing litigation issues – no action was taken.

**Items Postponed, Held Over or Continued**

<b>Quincy 3 Return</b>	<b>Museum Manager</b>
<b>Magnolia Tower</b>	<b>Key Policy</b>
<b>WPRRHS 2004 Excursion</b>	<b>SN 2349 boxcar</b>
<b>Hosting of 2004 or 2005 FRA Shortline Seminar</b>	

Next Board Meeting  
June 7, 2003 1 PM  
PRM Visitor Lounge – Portola Railroad Museum -- Portola, California

respectfully submitted by Eugene Vicknair, secretary

June 4, 2003