

Feather River Rail Society
Board of Directors Meeting
August 7, 2004

6 p.m.

Volunteer Lounge, Portola Railroad Museum
Portola, California

President Rod McClure called the meeting to order at 6:22 p.m. The following directors were present:

Frank Brehm	Kerry Cochran	Norm Holmes	Gail McClure
Hank Stiles	Eugene Vicknair		

Directors Andy Anderson, Wayne Monger and Steve Habeck were unable to attend.

Staff:

None

Visitors present:

Sara Eidman	David Epling	Victoria Epling	Ed Wagner
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Consent Calendar

1. Minutes – Approval of the minutes of the regular meeting held July 10, 2004.
2. Financial Reports – Balance Sheet and Profit/Loss Statement through 08/13/04.

Motion # 04-08-01 – Removal of the minutes from the regular meeting held July 10, 2004 from the Consent Calendar. Motion made by Director Vicknair, seconded by Stiles. All Directors present voted in favor. Motion carried.

Motion # 04-08-02 -- Approval of Consent Calendar as amended. Motion made by Director Vicknair, seconded by Director Stiles. All Directors present voted in favor. Motion carried.

Election of New Officers

President – Floor opened to nominations. Rod McClure was nominated for President and no further nominations were offered. All Directors present voted in favor. Rod McClure reinstalled for another term as FRRS President.

Vice-President – Floor opened to nominations. Frank Brehm was nominated for Vice-President and no further nominations were offered. All Directors present voted in favor. Frank Brehm reinstalled for another term as FRRS Vice-President.

Secretary – Floor opened to nominations. Eugene Vicknair was nominated for Secretary. Gail McClure was nominated for Secretary and respectfully declined the nomination. No further nominations were offered. All Directors present voted in favor. Eugene Vicknair reinstalled for another term as FRRS Secretary.

Treasurer – Floor opened to nominations. Dan Brady was nominated for Treasurer and no further nominations were offered. All Directors present voted in favor. Dan Brady reinstalled for another term as FRRS Treasurer.

Correspondence

Director Vicknair presented e-mail commentary from the e-mail fundraiser he organized. There was very positive feedback regarding the direction of the Society and a few very well known Rail authors/photographers providing glowing support.

Old Business

Rio Vista Equipment Move

President McClure reported the current timeline for the equipment move as sometime in October 2004. PG & E's gas pipeline work is in progress. Because we have held off on the project, they will provide financial support in the amount of \$18,000 to defray the expense of moving equipment from and to Portola. Issues still exist with reference to transport of the SN caboose from Portola and the two MRS locomotives, which must be transported by truck and flatcar respectively.

Director Stiles completed a preliminary inspection of the equipment at Rio Vista Junction. Other than a few minor maintenance issues, equipment looks good and ready to go.

Railfan Day 2005

Director Vicknair advised he had received questions regarding Railfan Day 2005 and what, if any, plans were being discussed. Director McClure stated that the original plan discussed was to have Railfan Day 2005 scheduled for the weekend before the beginning of operating season. President McClure requested that this item be placed on the agenda for the next meeting.

New Business

Truckee Railroad Days 2004

President McClure advised contract is ready for signature and includes lump sum payment in the amount of \$1,000 upon arrival, 35% of net gate plus expenses. Union Pacific Railroad has approved the movement of the equipment. Tentative departure schedule from Portola is Sunday, September 5 with arrival in Truckee Monday, September 6.

Director McClure questioned if the contract had been reviewed and approved by legal counsel. President McClure advised that he did discuss the contract with Alan Turner who did not object to the addition of the lump sum and the percentage of the gate, as long as balance of the contract remained unchanged.

General questions regarding the logistics of the event were asked and answered. Board meeting location to be determined and advised.

Sale offer for dome-coach "Silver Lodge"

Director Vicknair reported that he has been in contact with the broker responsible for sale of the car. The seller is willing to take payments, which would be approximately \$800 monthly. The car appears to be in good shape and reportedly complete. There would be little opportunity to use the car in charter service for revenue to offset the payment due to non-HEP status, however, a tour-line excursion operator may have use for the car and be willing to lease. Purchase price is \$61,900 plus transportation. He recommended someone travel to San Antonio, TX to physically inspect the car prior to making any purchase commitment.

Director McClure questioned if the purchase price was a good deal even if the car was not in as good a shape as purported. Director Vicknair advised that it was.

Consensus direction from the Board was given to Director Vicknair requesting he travel to San Antonio, TX to inspect the car and advise the seller we are seriously interested in a possible purchase agreement pending inspection of the car.

2004 ARM and TRAIN Conventions

Item withdrawn.

2005 WPRRHS Convention Train

Director McClure advised that she and President McClure, along with Director Monger, went to the San Joaquin Regional Rail Commission's August meeting at the ACE Train Depot in Stockton, CA. The purpose of this trip was to present to their Board a request to charter a train set for an excursion to be run in conjunction with the 2005 WPRRHS Convention in Tracy, CA. The proposal was well received and their Board voted unanimously to approve. The total expected cost for train, publication, expenses, events and insurance is anticipated to be \$15,000-\$20,000. It has been suggested that we team with the Central Coast Chapter of the NHRHS to market and plan the logistics of the trip.

Additional discussion ensued and a general concern regarding the ability to sell enough tickets to cover expenses was brought forth. Contract negotiations will need to include a minimum 30 day cancellation clause.

Good of the Order

President's Report

President McClure advised he was requesting reappointing all of the existing department heads. He also created a new position, Contracts Officer, with Doug Morgan in that position. The only responsibility and authority of this position would be to write contracts on behalf of the Society under the specific direction of the President and the Board. Some Board members expressed concerns over Mr. Morgan's appointment due to past issues, however, all Directors present agreed that as long as he was willing to abide by the will of the Board, there would be no problems. As a condition of the position, the individual appointed would be required to sign a Confidentiality and Conflict of Interest Agreement.

President McClure also requested the Board consider setting aside a day dedicated to review of Policies and Procedures. It was agreed that this day would coincide with the February Board meeting giving Director Cochran time to gather the information together for this purpose.

SP 1215 contract is done and a check for the sale should be arriving shortly.

Sierra Pacific Industries SP 1100 (TR-6A) donation is complete and ownership is now with the FRRS. We have agreed to store SP 12 (NW-2) for them for the indefinite future. We will have the opportunity to use the equipment as long as we continue to maintain it. There has been a delay in moving the SP 1100 due to an issue with the locomotive's friction bearings.

President McClure also commented on his and Director Habeck's work schedules with the UPRR. Due to manpower shortages, they have both been working every day and have been scarce from the property. He expressed his hopes that everyone understands the situation as they can be assessed discipline for failure to protect their jobs.

He also advised that he received a call from a local real estate agent indicating he understood the WP Portola Hospital property was for sale and that he had a client interested in purchasing said property. President McClure reiterated to all that the property is not for sale.

President McClure reminded the Board of the importance of supporting Director Brehm as the Editor of The Train Sheet. Director Brehm is not responsible for writing the articles, only laying out and editing those articles submitted. All need to be aware that this is our primary contact with the membership to keep them informed as to the events and direction of the Society.

Floor was turned over to Director Stiles in his capacity as Chief Mechanical Officer. Director Stiles announced the appointment of member Rick Edwards to the position of Assistant CMO. The Board offers congratulations to Mr. Edwards.

Director's Reports

Director Holmes asked that the Mechanical and Operating Departments consider a limit on the amount of locomotive idle time due to rising fuel costs. It was agreed that due to the increase wear and tear on batteries, which for us is a limited and costly resource, that we need to be careful to balance these two critical issues. Item referred to the Mechanical and Operating Departments for resolution.

Director Brehm reported that per Thom Anderson, The Headlight is at the printer.

Director Vicknair advised that the FRRS website should be up and running. Also, the Santa Maria Valley Museum has had a recent change in management. They are happy with the contract and looking forward to completing our trade. The Tidewater Southern fundraiser was a success raising approximately \$3,150. We have trucks on the property the car can be placed on and Rick Carter, ex-WP carman, has tentatively agreed to come down with the belief he can get the brakes on the car fully operational in one weekend. Help will be needed to unload and repair the brake system.

BREAK: 7:36 pm – 7:49 p.m.

Department Reports

Operations Report – Tabled

Facilities – Work continues on Silver Debris. Director Vicknair reported he has spoken with Roger Burdock, HVAC specialist, regarding how the HVAC system needs to be installed in the car. Mr. Burdock also looked at the Edenwold's system. There is a severe Freon leak and the system temperature is being set too low, overtaxing the system. The freon leak will need to be fixed and a lock will be installed on the thermostat. Director Vicknair also reminded everyone of a work week blitz from 10/09-17/04. Director Cochran advised that only members and volunteers would be allowed to reserve rooms in the Sleeper car during Portola Railroad Days.

President McClure stated he had forgotten another new position and appointment. Director Cochran has been appointed to the position of Locksmith. A Confidentiality and Access agreement will be included as a requirement of appointment to this position.

Committee Reports

Magnolia Tower – President McClure reported that with the exception of the interlocking machine, the pieces of the tower are loaded into two gondola cars. One of them is a High-Wide car, which will make scheduling of transportation a challenge. The machine will be transported to the facility by truck.

Election Committee – Ed Wagner advised the Board that, other than commentary from the Board, there had been no feedback, positive or negative, from the membership. He does have suggestions regarding the process which he has advised Director Cochran of and which are to be implemented into the policy.

ACE Jazz Train – President McClure advised that ticket sales were poor – approximate sales were 42 tickets out of 135 available. ACE officials were kind enough to buy back the unsold tickets. Overall, the initial count indicates we made a slight profit.

Legal Counsel Report

None

Status of Surplus Property Report

None

Safety Report

None

Notices

As published.

Open Comment

David Epling requested he receive an e-mail containing information regarding the details of discussion regarding Truckee Railroad Days as he will be coordinating volunteers and resources for same.

Vicki Epling thanked Director Cochran for cleaning one of the bathrooms in the Shower car. One of the toilets was clogged, was not cleared out, and was not reported. Those using the car need to be responsible for cleaning it.

BREAK: 8:10 p.m. – 8:17 p.m.

Closed Session

Adjourned to closed session at 8:17 p.m. and reconvened to open session at 8:55 p.m. President McClure reported as to the only item of business considered in closed session, the Board heard from President McClure regarding the possible acquisition of equipment beneficial to the organization. No reportable action was taken.

Adjourn

Meeting adjourned at 8:56 pm p.m.
Next meeting: Saturday, September 11, 2004
Location: To Be Determined
Truckee, CA

Respectively Submitted
Gail A. McClure