

**Feather River Rail Society
Board of Directors Meeting
November 13, 2004
1 pm
Stockton ACE Depot
Stockton, California**

President Rod McClure called the meeting to order at 1:40 p.m. The following directors were present:

Frank Brehm	Kerry Cochran	Steve Habeck	Norm Holmes
Gail McClure	Wayne Monger	Hank Stiles	Eugene Vicknair

Directors Andy Anderson and Steve Habeck were unable to attend.

Staff present:

None

Visitors present:

Alicia LaBrecque	Tim Carter	Tom Carter	Barbara Holmes
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Correspondence

None

Consent Calendar

1. Minutes – Approval of the minutes of the regular meeting held October 2, 2004.
2. Financial Reports – Income Statement and Balance Sheet through November 12, 2004.

Motion # 04-11-01 -- Approval of consent calendar reports as presented. Motion made by Director Brehm, seconded by Director Holmes. All Directors present voted in favor. Motion carried.

2005 FRRS Calendar

Recommended changes to calendar were made to certain of the election deadlines, decision was made to hold the February meeting in Roseville, CA and November meeting in Stockton, CA.

Motion # 04-11-02 – Acceptance of 2005 FRRS Calendar as corrected. Motion made by Director Cochran, seconded by Director Brehm. All Directors present voted in favor. Motion carried.

Old Business

Silver Lodge Sale

Director Vicknair advised the Board that the original purchase offer submitted for the Silver Lodge was rejected. The general feedback was that the purchase price offered was too low and seller no longer wishes to finance the purchase. He asked that the Board reconfirm their intent to pursue purchase of the car. Estimated cost to prep the car for transport between \$2,000-\$5,000 and estimated transportation cost is \$4,000.

Further discussion was tabled until after closed session.

Rio Vista Equipment Move

Director Stiles reported he has inspected and lubricated the equipment to be moved from Rio Vista. The only obvious problem is with the Amtrak B unit is that the brakes will set but not release. He estimates that the cost to rebuild the six end distributing valves at an approximate cost of \$300.

President McClure reported our two requested flatcars are at the Portola Railroad Museum for loading of the two 44-Tonners as soon as SP1100 has been moved from Susanville. Rio Vista has confirmed receipt of the money promised by PG&E toward the movement/loading of the equipment. The contract for the trade has been through its final modifications and is agreeable to both parties including changes to the insurance clauses with the input of our insurer. A crane company has been contacted to look at the proposed loading site at Dozier for the MRS-1s.

New Business

CSRM Equipment Exchange

Director Vicknair presented a written report from a meeting with representatives of the California State Railroad Museum regarding a possible equipment trade. President McClure summarized for the board that CSRM would receive MRS-1 USN 615 we have received from the Western Railway Museum trade in exchange for two non-operating MRS-1s for scrap as well as an 80-Tonner of the type wanted by the Dakota Southern in trade for Tidewater Southern 70-Tonner. There is some question as to if the MRS-1s we receive can be cut up on property.

Director Stiles reported he has inspected the 80-Tonner. It would appear the locomotive is in good shape, electrical cabinets and wiring appears to be complete. However, both engines have water in the oil and wheels are marginal. The estimated cost to bring the locomotive to operating condition, based on what is known at this time, would be approximately \$2,000. Wheels would add approximately another \$20,000.

Additional discussion was had regarding the logistics involved with the proposed trade. Item was tabled until further negotiation and discussion can be had with Dakota Southern regarding their intent/requirements and if CSRM will allow the non-operating MRS-1s to be cut up on property.

Good of the Order

President's Report

President McClure advised the Board he, Director Habeck and Doug Morgan arranged to move the SP1100 to Litchfield due to concerns about the rail lines' trestle bridges, lack of maintenance and possible washouts. It is currently on private property and under the careful watch of a local farmer to prevent vandalism – he asked that no one go out to look at the locomotive as the gentleman watching it will not take kindly to strangers on his property. The current load plan includes rental/loan of car jacks to lift the locomotive for loading to a flat car. Directors McClure and Vicknair reported nearly \$2,300 has been raised toward defraying the cost of moving expenses.

SP 4004 contract went out week prior to the Board meeting. The brake valve was removed from under the floor of the locomotive at sometime after it arrived on property and will have to be replaced prior to it leaving the property per the sale agreement.

President McClure advised Amtrak has their switch back in at Oakland and the cars containing Magnolia Tower are blocking their access to same. Coots Construction will work on shifting the load in the Gondola cars to allow for tie down so the cars can be moved. He has received numerous phone calls from Amtrak of late ranging from pleading to threats of lawsuit if the cars are not moved immediately.

He suggested the agenda for December include possible abandonment of the Tracy Excursion planned in conjunction with the 2005 WPRRHS Convention due to financial concerns.

President McClure stated an ARM/TRAIN convention report should be forthcoming at the next Board meeting. He did have a brief conversation with Mike Deeble, our insurance representative, who advised industry trends indicate insurance rates may begin dropping from post 9-11 highs although RALs still remain a hot issue.

Director's Reports

Director Vicknair reported that movement of the Tidewater Southern 0565-H Bunkcar is pending coordination with the property owner and the hauler. Director Stiles indicated there is some roof damage in one corner of the car.

Department Reports

Funding – Director McClure requested support for purchase of a donor management software package. She had spoken with approximately 20 different companies offering a variety of packages with different capabilities. The software, 1 year of tech support and 1 day of classroom training would run approximately \$850. Consensus direction was given by the Board to purchase and implement the software recommended.

Director Vicknair is within a few weeks of finishing a new 2005 Direct Mail Fundraiser scheduled to mail around the end of November.

Facilities – Director Vicknair reported that with the efforts of himself, Jay Sarno, Don Borden, John Walker, Seth Adams, Gail McClure and Ken Iverson, a great deal of work has been completed in the Silver Debris, soffits are 80% complete, wiring is done and temporary power to the car has been established.

Committee Reports

None

Legal Counsel Report

None

Status of Surplus Property Report

None

Safety Report

None

Notices

February Board Meeting will be held in Roseville at the Oxford Suites.
Annual Santa Train is scheduled for December 4th and 11th in Portola, CA.

Director McClure reported that one of the seminars attended at the ARM convention regarding new fundraising opportunities. She recommended that the Board consider sale of individual alcoholic shots for hot beverages to those presenting a valid ID to offset the costs involved with running this event. After some discussion, President McClure was directed to check with our insurer and see if it would be possible to obtain a liquor license.

BREAK: 2:54 – 3:10 pm

Closed Session

Meeting adjourned to closed session at 3:11 pm and reconvened to open session at 4:10 pm. Director McClure reported out of closed session the following: Regarding equipment issues under consideration, the Board provided consensus direction to President McClure and Director Vicknair, no reportable action was taken. With respect to legal issues, the Board received a report regarding ongoing legal matters. Consensus direction was given, no reportable action was taken.

Public Comment

President McClure advised that Meg Evans has taken an interest in the antique fire equipment obtained as part of the UP 737 trade. She has been researching information on them toward the purposes of restoration.

Tom Carter requested the Board consider donation of an RAL certificate as part of a fundraiser for the Elizabeth Jagger Memorial Scholarship Trust fund through the Legends of the American West re-enactment group. The Board agreed to the request.

Old Business (continued)

Silver Lodge Sale

Motion # 04-11-03 – Reconfirmation of intent to purchase Silver Lodge and allow Director Vicknair to continue negotiations. Motion made by Director Vicknair, seconded by Director Stiles. All Directors present voted in favor. Motion carried.

Adjourn

Meeting adjourned at 4:16 p.m.
Next meeting: Saturday, December, 4, 2004
Location: PRM Volunteer Lounge
Portola, CA

Respectively Submitted
Gail A. McClure

November 2004 Board Meeting
Motions and Actions Summary

Motions Passed

1. Consent Motions – Motion 04-11-01

Minutes – Approval of the minutes of the regular meeting held October 2, 2004.

Financial Reports – Profit and Loss statement through November 12 and Balance Sheet.

2. Motions

Motion 04-11-02.. 2005 FRRS Calendar

Acceptance of 2005 FRRS Calendar as corrected. Motion made by Director Cochran, seconded by Director Brehm. All Directors present voted in favor – Motion carried.

Motion 04-11-03.. Silver Lodge Acquisition

Reconfirmation of intent to purchase Silver Lodge and allow Director Vicknair to continue negotiations. Motion made by Director Vicknair, seconded by Director Stiles. All Directors present voted in favor – Motion carried.

Actions and Notices

- SP1100 was moved to Litchfield due to concerns about the rail lines' trestle bridges, lack of maintenance and possible washouts. It is currently on private property and under the careful watch of a local farmer to prevent vandalism.
- Director Vicknair reported that with the efforts of Jay Sarno, Don Borden, John Walker, Seth Adams, Gail McClure, Ken Iverson and Mr. Vicknair himself, a great deal of work has been completed in the Silver Debris, soffits are 80% complete, wiring is done and temporary power to the car has been established.
- **February Board Meeting will be held in Roseville at the Oxford Suites.**
- Annual Santa Train is scheduled for December 4th and 11th in Portola, CA.

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Next Board Meeting
Saturday, December 4, 2004
Volunteer Lounge, Portola Railroad Museum
Portola, CA

respectfully submitted by Eugene Vicknair, secretary

December 1, 2004