

**Feather River Rail Society
Board of Directors Meeting
December 4, 2004 – 1 PM
Volunteer Lounge, Portola Railroad Museum
Portola, California**

President Rod McClure called the meeting to order at 1:25 p.m. The following directors were present:

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

Director Andy Anderson were unable to attend.

Staff present:

None

Visitors present:

David Epling Matt Parker (arrived 1:35 pm)

Correspondence

None

Consent Calendar

1. Minutes – Approval of the minutes of the regular meeting held November 13, 2004.
2. Financial Reports

Motion # 04-12-01 – Removal of Financial Reports from agenda.

Motion made by Director Brehm, seconded by Director Cochran. All Directors present voted in favor. Motion carried.

Motion # 04-12-02 -- Approval of Consent Calendar as amended.

Motion made by Director Brehm, seconded by Director Cochran. All Directors present voted in favor. Motion carried.

Old Business

Policies and Procedures

Motion # 04-12-03 – Approval of Election Policy and Confidentiality Policies.

Motion made by Director Brehm, seconded by Director McClure. All Directors present voted in favor. Motion carried.

WPRRHS 2005 Convention Excursion

President McClure advised the Board that in his opinion, the Society is not in a financial position to move forward with the proposed WPRRHS 2005 Convention Excursion and recommended postponement of 1 year. He further volunteered to advise the San Joaquin Regional Rail Commission of our decision in writing.

Motion # 04-12-04 – Postpone ACE/SJRRC Excursion trip until 2006.

Motion by Director Cochran, seconded by Director Brehm. All Directors present voted in favor. Motion carried.

CSRM Equipment Exchange

President McClure advised he had not received a response from Dakota Southern regarding the issues he was asked to research at the previous meeting, nor had he an opportunity to speak with representatives of a local scrap yard regarding scraping the two MRS-1 locomotives suggested as part of the trade. Director Vicknair also reported that CSRM was having some issues non-specified issues. Director Stiles reminded the Board there appears to be water in both crankcases in the 80 tonner and it will likely require major work to make it run.

Consensus direction was to table this issue until next month.

FRRS Model Railroad

Written report was presented by member David Epling and Director Vicknair. The plan is to have the layout represent the WP/Feather River line from Portola to Oroville including the Sierra Valley Narrow Gauge Railroad. It will be a continuous loop, "push button" operation for visitors, but also could be used by members to run their own equipment after hours.

The layout will require slightly more room, however it would use what is essentially "dead space" in the gift shop. Timeline would be for completion of benchwork would be end of the season in 2005. Scenery could then be completed over the winter of 2005. Estimated cost to complete the project is unknown pending possible donation of materials.

Motion # 04-12-05 – Acceptance of report as presented.

Motion made by Director Vicknair, seconded by Director Brehm. All Directors present voted in favor. Motion carried.

New Business

Mission Statement

President McClure reported that after attending both the ARM and TRAIN conventions, it has become apparent that we need to shorten and tighten up our Mission Statement. He advised he would e-mail his recommendation to the Board for discussion at the next meeting.

Consensus direction was to table this issue until next month.

Good of the Order

President's Report

President McClure advised that Treasurer Brady told him the best thing to do with regard to financing the Silver Lodge purchase was to self-fund: use what is available in the Zephyr Project fund and pull the balance from restricted funds with a formal repayment agreement.

Motion # 04-12-06 – Addition of Item of Urgency arising after publication of the formal agenda having to do with purchase of Silver Lodge.

Motion made by Director McClure, seconded by Director Vicknair. All Directors present voted in favor. Motion carried.

Motion # 04-12-07 – Agreement to self fund purchase of Silver Lodge utilizing currently available funds, with the exception of \$5,000 to be held in reserve, from the Zephyr Project account with balance to be funded from restricted accounts and with a repayment agreement at current market interest rates.

Motion made by Director Cochran, seconded by Director Vicknair. All Directors present voted in favor except Director Stiles who voted against. Motion carried.

Director's Reports

Director Vicknair advised that the Tidewater Southern Bunk Car is now on the property. Special thanks go out to President McClure, Director Habeck, Director Stiles and member Doug Morgan for their assistance in loading and unloading the car.

There was discussion regarding the signed copy of "The Silver Lady" book we have had in reserve as a fundraiser. This item will remain available as a drawing item as part of our overall 2005 Fundraiser. Also, Director Holmes graciously offered a rare second edition copy of Guy Dunscomb's "Western Pacific Steam Locomotives" as 2005 Fundraiser prize.

Department Reports

Publications – Director Brehm reported he has received all of the text from Jeff Asay for the publication of the new edition of his WP timetable book. Goal is to have the book published in time for the April WPRRHS Convention. Mr. Asay was kind enough to write a very complimentary preface in the book on the FRRS and guarantees that all proceeds from the book will benefit the organization.

President McClure also took the opportunity to offer congratulations and special acknowledgement to the Historical Branch of the FRRS for publication of the third issue of The Headlight for meeting their promised goal.

Funding – Director McClure reported that Will Wood has again supported the Society with a donation through the Vanguard Charitable Trust in the amount of \$1,000. She suggested that the funds go toward purchase of the Silver Lodge and acknowledge him as the first donor toward that project. Director Monger was also acknowledged for his generous donation of \$500 toward the Lodge as well.

Director McClure also advised that the new 2005 Fundraising Mailer will hopefully go out before the end of the year.

Committee Reports

Magnolia Tower – Magnolia Tower is safe and sound in the old Oakland coach yard. Once the high-wide issue has been resolved, the tower will be moved up to Portola.

Legal Counsel Report

None

Status of Surplus Property Report

None

Safety Report

Director Cochran reminded everyone that inclement weather has resulted in slick and wet footing surfaces. Everyone needs to be careful and remind guests attending Santa Trains to do the same.

Notices

February Board meeting currently slated to be held at the Oxford Suites in Roseville, CA.

Break: 2:05-2:18 p.m.

Closed Session

Meeting adjourned to closed session 2:19 p.m. and reconvened to open session at 2:40 p.m.

President McClure advised that the Board had received a report regarding ongoing legal issues. No reportable action was taken. The Board also heard information regarding several business issues of a proprietary nature. No reportable action was taken.

Other

None

Adjourn

Meeting adjourned at 2:41 p.m.
Next meeting: Saturday, January 8, 2004
Location TBD
Portola, CA

Respectively Submitted
Gail A. McClure

December 2004 Board Meeting
Motions and Actions Summary

Motions Passed

1. Consent Motions – Motion 04-12-02

Minutes – Approval of the minutes of the regular meeting held November 13, 2004.

Financial Reports – Removed from consent calendar for later report by Treasurer.

2. Motions

Motion 04-12-03.. Policies Procedures

Approval of Election Policy and Confidentiality Policies. Motion made by Director Brehm, seconded by Director McClure. All Directors present voted in favor – Motion carried.

Motion 04-12-04.. WPRRHS 2005 Convention Excursion

Postpone ACE/SJRRC Excursion trip until 2006. Motion made by Director Cochran, seconded by Director Brehm. All Directors present voted in favor – Motion carried.

Motion 04-12-05.. PRM Model Railroad

Approval of report of Model Railroad Committee covering plan to build FRCanyon HO layout. Motion made by Director Vicknair, seconded by Director Brehm. All Directors present voted in favor – Motion carried.

Motion 04-12-05.. WPRRHS 2005 Convention Excursion

Postpone ACE/SJRRC Excursion trip until 2006. Motion made by Director Cochran, seconded by Director Brehm. All Directors present voted in favor – Motion carried.

Motion 04-12-06.. Item of Urgency

Addition of Item of Urgency arising after publication of the formal agenda having to do with purchase of Silver Lodge. Motion made by Director McClure, seconded by Director Vicknair. All Directors present voted in favor – Motion carried.

Motion 04-12-07.. Silver Lodge purchase

Agreement to self-fund purchase of Silver Lodge utilizing currently available funds, with the exception of \$5,000 to be held in reserve, from the Zephyr Project account and balance to be funded from restricted accounts and with a repayment agreement to all accounts at current market interest rates. Motion made by Director Cochran, seconded by Director Vicknair. All Directors present voted in favor except Director Stiles who voted against – Motion carried.

Actions and Notices

- Tidewater Southern bunk car 0565-H is now in Portola. Thanks to Rod McClure, Steve Habeck, Hank Stiles and Doug Morgan for the assistance in moving and unloading it.
- The signed copy of "The Silver Lady" book we have had in reserve as a fundraiser will be a drawing item as part of our 2005 Fundraiser. Also, Director Holmes graciously offered a second edition copy of Guy Dunscomb's "Western Pacific Steam Locomotives" as a fundraiser prize.
- Director Brehm reported he has received all of the text from Jeff Asay for the publication of the new edition of his WP timetable book. Goal is to have the book published in time for the April WPRRHS Convention.

- President McClure also took the opportunity to offer congratulations and special acknowledgement to the Historical Branch of the FRRS for publication of the third issue of The Headlight for meeting their promised goal.
- Director Gail McClure reported that Will Wood has again supported the Society with a donation through the Vanguard Charitable Trust in the amount of \$1,000. Funds will be first donation applied to purchase of Silver Lodge and was joined by \$500 from Wayne Monger.
- Magnolia Tower is safe and sound in the old Oakland coach yard. Once the high-wide issue has been resolved, the tower will be moved up to Portola.
- **February Board Meeting will be held in Roseville at the Oxford Suites.**

Closed Session

President McClure advised that the Board had received a report regarding ongoing legal issues. No reportable action was taken. The Board also heard information regarding several business issues of a proprietary nature. No reportable action was taken.

Next Board Meeting
Saturday, February 5, 2005
Oxford Suites Hotel Conference Room
Roseville, CA

respectfully submitted by Eugene Vicknair, secretary

December 14, 2005