

**Feather River Rail Society
Board of Directors Meeting
June 4, 2005 – 1 PM
Volunteer Lounge, Portola Railroad Museum
Portola, California**

President Rod McClure called the meeting to order at 1:26 p.m. The following directors were present:

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

Director Andy Anderson was unable to attend.

Staff present: John Walker

Visitors present: None

Correspondence

John Walker advised the Board of a letter from Aflac regarding volunteer insurance which he passed on to President McClure.

Consent Calendar

1. Minutes – Approval of the minutes of the regular meeting held May 14, 2005.
2. Financial Reports – Balance Sheet and Profit/Loss statement through May 31, 2005.

Motion # 05-06-01 -- Approval of consent calendar as presented. Motion made by Director Brehm, seconded by Director Holmes. All Directors present voted in favor with the exception of Director Stiles and Director Vicknair. Motion carried.

Old Business

FRRS Vision and Goals Statement

Tabled until July meeting

Dunsmuir Railroad Days

As of Thursday, June 2, 2005, there were issues with our participation with Dunsmuir Railroad days and the Union Pacific Railroad. President McClure continues to work with all involved parties to see if we will be able to go. As Board of Directors meeting is scheduled for that weekend, those not in Portola will need to phone in.

Motion # 05-06-02 – Support and approval for proceeding with participation by the Feather River Rail Society in Dunsmuir Railroad Days and with signature on standard contract. Motion made by Director Stiles, seconded by Director Habeck. All Directors present voted in favor.

Disposition of MRS-1 612

President McClure informed the Board that both of the MRS-1s received in the trade with Rio Vista are currently at CSRM under their care. CSRM wants the 612 and he is working on a loan agreement until it is decided what we may be looking for in return.

The Board members present took time to review the proposed agreement. Upon review and after satisfactory answers to questions posed, the Board was prepared to act upon the disposition of the locomotive in question

Motion # 05-06-03 – Acceptance of Loan Agreement as presented, pending review by legal counsel. Motion made by Director Cochran, seconded by Director Brehm. All Directors present voted in favor.

New Business

Truckee Railroad Days

President McClure had a meeting with the representatives of Truckee Railroad Days who remain undecided as to if they will have the venue this year or take a year off. President McClure asked that the item be tabled until next meeting. There was concern expressed regarding the short time that would be available to coordinate the logistics involved, however, because of the need for cash inflow, it was decided by consensus direction that the item be tabled for final decision at the July 2005 meeting.

Trains Unlimited Tours Excursion

As part of the NRHS 2005 Convention in Portland, OR, Chris Skow and Trains Unlimited Tours will be running an excursion train from Emeryville, CA to Portland, OR. The railroad involved as well as Amtrak have not been working well with him in coordinating the type of event he had envisioned. Mr. Skow had requested the use of WP 707 and WP 2001 as power on the train. Upon notification that WP 707 is essentially out of service, but that WP 2001 would be, he has offered the Society \$10,000 for use of the locomotive for four days. The train is scheduled to go north up through Dunsmuir.

Work has been ongoing on WP 2001 to repair known mechanical issues.

Motion # 05-06-04 – Agreement to contract with Trains Unlimited Tours for use of WP 2001, with qualified FRRS personnel, specifically Rod McClure and/or Steve Habeck, on board the locomotive during all operations, for a contracted amount of \$10,000, and with a standard liability contract, pending legal review. Motion made by Director Vicknair, seconded by Director Habeck. All Directors present voted in favor. Motion carried.

Museum Managers Report

Due to a prior commitment on the part of John Walker, Museum Managers Report was moved up on the agenda. He reported that despite a slow Spring, we are about a week behind where we should be at this time of year with respect to Museum business in general. Visitorship has been light, RALs are increasing, and volunteers have been very productive. No major issues to report.

He has been considering converting the Transco Boxcar to a Facilities car to store big project supplies which will free up room in the shop facility for everyday items.

Director Monger did express concern regarding oily/greasy patches of ballast and sand around Track 3 and Track 4 in areas of public access. He recommended spraying with a degreasing product or covering with fresh material. Mr. Walker advised they also put BEF in the oil separator which had not been tended in some time.

Use of Heavy-Duty Flatcar

Pacific Locomotive Association are recipients of an Alco S-6 currently residing in Livingston, CA. They have requested use of our heavy-duty flat car. President McClure has suggested to them that it may be possible to do this under the following terms: Rent on WP 165 stops effective April 2005, one half of crane cost for loading WP 165 to be borne by PLA, and they are to contract directly with Doug Morgan regarding tie down of their locomotive on the flat car with our custom tie down chains.

Motion # 05-06-05 – Authority provided to President McClure to negotiate with the Pacific Locomotive Association (PLA) use of FRRS Heavy-Duty Flatcar, for movement of their donated Alco S-6, with contract to be drafted by FRRS personnel and pending legal review, and with PLA responsible for all transportation of car from their facility to Livingston and back. Motion made by Director Brehm, seconded by Director Vicknair. All Directors present voted in favor. Motion carried.

Sale of MRS-1 614

Campo Railroad Museum has been in contact with President McClure regarding purchase of this locomotive. Consensus direction was given to President McClure to proceed with negotiations and bring a proposed contract back to the Board. President McClure requested that CMO Hank Stiles arrange to secure the 614 on the property at CSRM by either welding or banding all hood and access doors to avoid vandalism. CSRM has also increased security on their property to avoid damage and theft.

High School Film Project

Member Pat Brimmer has requested use of a trainset on June 17th and 18th, 2005 for use by a group of students where he was a teacher prior to his retiring. President McClure asked that the Board consider support of these students as long as each signs a liability waiver and credit is given to the Feather River Rail Society and Portola Railroad Museum. Mr. Brimmer will need to work Director Habeck as Yardmaster and Director Cochran as Superintendent of Operations. It was requested that documentation be provided regarding the student's activities as these types of projects are part of the educational role we are required to fill within the community under our 501(c)(3) incorporation.

RAL/Member Request

Director Cochran advised the Board that Jack Palmer did an RAL last year with a Mike Martin who is a member of the Chesapeake and Ohio Railroad Historical Society on the East Coast. He wrote a four-page article that included his RAL experience. Mr. Palmer asked that the need for RAL instructors to function as positive public relations representatives while performing their RAL duties.

BREAK: 2:30-2:47 pm

Good of the Order

President's Report

President McClure advised that financially, we are behind where we would expect to be due to ongoing litigation, several expenses and slow start to the tourist season. He, in conjunction with Treasurer Dan Brady and Bookkeeper Susan Scarlett, recommend that \$30,000 be removed from savings and placed in the General Fund. Consensus direction was provided by the Board to proceed.

Advertising is something we can no longer afford to put off. Several ideas were thrown around including organization of a media day in the Fall. Webmaster David Epling is also working on some ideas.

President McClure has asked all again to keep spending at a minimum. Director Cochran has advised that he has enlisted the crew in providing money or supplies for crew lunches and drinks.

Rio Vista move went nearly flawlessly. The second MRS-1 was left in Sacramento as a proactive measure, not due to hotboxes as had been reported. President McClure noted that this project required the help of a large number of our members and thanks was extended to all. Many compliments were offered by other organizations and their representatives for our professional approach and performance. It was also important to note that the official trade agreement was signed on the WP 484 caboose at Dozier. Crane expense, welding costs, all hotels and incidentals, trucking of 44-tonner parts later this year, and security will all be covered as part of the money they secured from PG&E for work along their trackage last year earmarked for this project. Lots of great publicity as well

WP 165 move appears to imminent and locomotive should be home within the next 30-60 days.

The SP Beet Gon traded to the Santa Maria Valley group is scheduled to be loaded once the WP 165 returns to Portola.

SP 1215 free storage is up shortly and the Board will need to decide if we want to enforce the storage clause in the contract.

SP 4004 has left the property and is bound for its new home in Campo.

The Silver Lodge, our new dome car, is still sitting in Texas, however, no additional rent has accrued.

President McClure has been approached by the Oregon, Pacific and Eastern wanting to purchase a switch engine or small road locomotive. Candidates include ONW 4 AS-616, NVR 51 (earmarked for a Canadian organization to whom it is appropriate), USS #20 S-12, USN 544 MRS-1, MILW 5057 U30B, Kennecott Copper 908 RS-2, Kennecott Copper #3 RS-3.

Director Cochran and President McClure will work together to finalize the Privately Owned Equipment on FRRS Property Policy issue.

He also advised the Board that it is his opinion that the hot projects remaining to be finished this year are the Silver Debris and deck, Troop Sleeper, clean up of grounds, track building and fence up to enclose the hospital property.

Director's Reports

Director Monger reported to the Board that he purchased the ONW 300 caboose from Errol Spengler.

Director Brehm advised that he has been working with the owner of a communications company who will be up to the Museum in July to install a complete phone system, including voicemail, at no charge to the organization.

Department Reports

Fundraising – Director McClure reported that the latest mail out fundraising campaign netted \$8,535 before expenses.

Operations – Director Cochran advised that overall, opening weekend went well, short on crews this weekend. He advised he will need more volunteers for crew throughout the year.

Yardmaster – Director Habeck reported that many switching chores which have needed doing included moving cabooses having been victim of break ins and staging of load of SP Beet Gon.

Silver Debris – Director Vicknair reported that Jay Sarno and Kerry Cochran have made great strides on finishing the electrical and sheet rock.

Mechanical – Director Stiles reported that SP 2873 (throwing oil and controller problem), WP 917 (now running) and WP 2001 (radiators and resistors) have been all been worked on.

Committee Reports

Hospital Committee – Director McClure presented an official structural review of the WP Portola Hospital property. At this time, it would appear all buildings can be restored, although the cost will be quite high to complete the necessary work. The west wing may have to be demolished and rebuilt due to hollow brick masonry although this can be determined by having an in-place sheer test done on the walls. Next step will be to get an architect to work with the report to provide drawings and coordinate drawings/design of the buildings structural systems. Foundation will require some severe crack repairs although it would appear the damage is due to old settling and no new settling is evident. Initial cost for adaptive restoration at this time appears to be in the \$4 million range.

Election Committee – Ballots have been counted, results are in and election has been certified by Leslie Tigan, City Clerk for City of Portola. Results to be announced during Annual Membership Meeting later this evening.

Legal Counsel Report

None

Status of Surplus Property Report

Addressed during President's Report

Safety Report

Director Cochran advised he has been in discussion with Director Stiles as CMO regarding blue flag incidents. Both will work with their crews to make sure all understand and abide by blue flagging rules.

Public Comments

None

Notices

Facilities work weekend scheduled 06/11-12/05
Zephyr Project work weekend scheduled 06/18-19/05
Trainsheet deadline 06/30/05

BREAK: 3:47–4:06 p.m.

Closed Session

Meeting adjourned to closed session at 4:07 p.m. and reconvened 4:27 p.m.

President McClure reported out from the closed session that the Board received a report regarding ongoing legal issues. No action was taken. The Board also received information regarding a proprietary business item. No action was taken.

Adjourn

Meeting adjourned at 4:28 p.m.
Next meeting: Saturday, July 9, 2005
Location TBD
Portola, CA

Respectively Submitted
Gail A. McClure

June 2005 Board Meeting

Motions and Actions Summary

Motions Passed

1. Consent Motions – approved

Minutes – Approval of the minutes of the regular meetings held December May 14, 2005.

Financial Reports – Balance Sheet and Profit/Loss statement through May 31, 2005.

2. Motions

Dunsmuir Railroad Days .. Motion 05-06-02

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MRS-1 USN 612 .. Motion 05-06-03

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PLA Use of Heavy Duty Flatcar .. Motion 05-06-05

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Actions and Notices

- President McClure reported that Rio Vista move went nearly flawlessly. The second MRS-1 was left in Sacramento as a proactive measure, not due to hotboxes as had been reported. President McClure noted that this project required the help of a large number of our members and thanks was extended to all. Many compliments were offered by other organizations and their representatives for our professional approach and performance. Lots of great publicity as well.
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- Director McClure reported that the latest mail out fundraising campaign netted \$8,535 before expenses.
- Director Vicknair reported that Jay Sarno and Kerry Cochran have made great strides on finishing the electrical and sheet rock.
- Director Cochran advised that overall, opening weekend went well, short on crews this weekend. He advised he will need more volunteers for crew throughout the year.

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Next Board Meeting
Saturday, July 9, 2005 – 6:00 PM
PRM Portola Diesel Shop
Portola, California

respectfully submitted by Eugene Vicknair, secretary

July 6, 2005