

November 2006 Board Meeting Motions and Actions Summary

Motions Passed

1. Consent Motions - approved motion 06-11-01.

. Minutes - Minutes from the October 2006 General Meeting.

. Financial Reports - Profit/Loss and Balance Sheet through end October 2006.

Treasurer Dan Brady provided a brief overview of the budget meeting earlier in the day. Asked that all Department Heads break out individual line items from Department totals quickly so that final proposed budget can be presented.

2. Motions

Motion 06-11-02

2007 Calendar

Several minor changes were noted to the submitted proposed 2007 FRRS Calendar. Aye - 7, Nay - 0, Abstain - 0. Motion carried.

Motion 06-11-03

Equipment Sale

Authorization for sale of KCC RS-3 #3 in the amount of \$10,000 and MRS #1 in the amount of \$7,500 to John Buberniak. Aye - 7, Nay - 0, Abstain - 0. Motion carried.

Motion 06-11-04

Donation of SP Fire Truck

Acceptance of donation of SP Sacramento Shops Fire Truck and agreement commemorating same, with authorization of transportation costs of \$800 from budgetary line item 52010 -Acquisition / Deacquisition. Aye - 6, Nay - 1, Abstain - 0. Motion carried.

Motion 06-11-05

Feather River Short Line Equipment

Representatives of the Gold Hill Historical Society, Kim Fegert and Dick Felitz, spoke to the board regarding their interest in the FRSL pink caboose and the ammo/pay car. They are unable to pay storage at this time, but anticipate removal of the equipment from FRRS property no later than July 1, 2007. GHHS will also have responsibility for securing and providing stabilization to the caboose. Motion: Authorization for President to continue

negotiations for transfer of ownership of former FRSL caboose and ammo/pay car to Gold Hill Historical Society, and that President present transfer / storage agreement to Board for approval. Aye - 7, Nay - 0, Abstain - 0. Motion carried.

Motion 06-11-06

WP 705 Restoration

Acceptance of work plans for WP 705 as presented. Aye - 6, Nay - 0, Abstain - 1. Motion carried.

At Board direction, David Epling and Director Holmes will draft a set of guidelines/rules for use, contract for use, and liability release. Drafts will be forwarded to President McClure for legal.

Actions and Notices

- President McClure advised a need for climate-controlled storage for sensitive archive materials donations. Historical Department concurs with the need for same. Board direction that President McClure research cost / availability and report back at a future meeting.
- President McClure advised that the Silver Plate / IR Boxcab exchange will now be done as a straight trade rather than mutual loan. Both CSRM and FRRS will continue to work on the details for future presentation to the Board.
- President McClure reported that as per V&T representative, there is a check in the mail for storage. He will continue to work with them and update the Board.
- Copy of letter to be sent to private rail equipment owners presented to Board. Consensus direction given to proceed.
- Director Stiles reported an estimated value for SD-9 SP 4404 of \$65,000. Consensus direction to pursue a firm, written offer from the interested party.

President's Report

- ARM / TRAIN pre-convention tour scheduled for Wednesday, November 8.
- ARM / TRAIN convention Thursday-Sunday, November 9-12.
- Facilities partially winterized.
- Santa Train coordination -Habeck / outside, G. McClure / inside, Cochran / Ops.

Museum Manager's Report

- Donation of \$235 from Railroad Days Horseshoe Tournament for Santa Trains.
- Revenue up significantly from last year.

- Several bus / school group tours recently.
- Referral of contacts and messages.
- Discussion of winterization procedures.

Department Reports

Historical - Thom Anderson reported The Headlight at press, work on 2007 convention continues, 2006 convention netted \$3,900.

Web / Computer - Director Brehm advised rebuilding of the two server computers on the property for the price of purchase for new computer previously authorized. Web cam should be operational by end of day.

Membership Services - Director Vicknair stated that there has been some success in increasing membership through half-price offers.

Facilities - Director Vicknair indicated that member James Mason spent a week working in the Silver Debris. Car now has soffit access covers and walls are textured.

Closed Session

Meeting adjourned to closed session at 4:22 p.m. and reconvened to open session at 6:12 p.m. Alan Turner, Corporate Counsel, reported the following out of closed session:

"The Board considered three items in closed session. First item being pending litigation involving FRRS v. Kasten: Status report was given, no action was taken by the Board. Second item, the Board received legal advice and direction regarding employment law issues as they relate to employment contracts. No action was taken by the Board. Third item, performance evaluation of the Museum Manager, the Board, with counsel, addressed various issues about developing a protocol for engaging the Manager in goal setting process on a regular basis in conjunction with execution of contract. No action was taken by the Board, however, consensus direction was provided to develop said process and initiate same as part of the ongoing contractual relationship."

Motion 06-11-07

Employee Contract Review

Alan Turner provided recommendations regarding adoption of the new Museum Manager Employment Agreement and Job Description/Duties. Approval of Museum Manager Employment Agreement and Museum Manager Position Description / Duties as separate documents, authorization for President to sign agreement on behalf of the Board. Aye - 7, Nay - 0, Abstain - 0. Motion carried.

December 2006 Board Meeting Motions and Actions Summary

Motions Passed

1. Consent Motions - approved motion 06-12-01.

. Minutes - Approval of the minutes from the November 2006 General Meeting.

. Financial Reports - Approval of the financial reports through November 2006.

2. Motions

Motion 06-12-02

Rail Passenger Car Alliance Convention

Approval for the following individuals to attend the RPCA conference, including registration, lodging, and meals if needed, with expenses as outlined from line item numbers included: Rod and Gail McClure: 67000 - Administrative Support in the amount of \$390, 67310 - Travel & meals in the amount of \$610.

Eugene Vicknair: 56490 - Zephyr Project 250

Hank Stiles: 51000 - Mechanical \$1,000

Kerry Cochran: 69000 - Operations \$250

Aye - 8, Nay - 0, Abstain - 0. Motion carried.

Motion 06-12-03

WPRM Logo

Acceptance of logo concept identified as #3 in the report presented to the Board. Aye - 7, Nay - 1, Abstain - 0. Motion carried.

Motion 06-12-04

WP 165 Fundraising

Director McClure reported that the internet fundraiser for Phase I of the WP 165 restoration had raised \$5,268. She further advised that California Trolley and Rail Corporation, owners of SP 1215, had offered to pay one year of rent for their locomotive up front to assist with funding the balance needed to schedule the work.

Motion: Acceptance of offer by CTRC to pre-pay one year rent with balance needed for WP 165 Phase I work to be borrowed from these funds. Aye - 8, Nay - 0, Abstain - 0. Motion carried.

Actions and Notices

- Director Monger reported that Director Holmes was awarded the Pioneer Award by