

February 2007 Board Meeting Motions and Actions Summary

Motions Passed

1. Consent Motions - approved motions 07-02-02, 03, 04.

. Minutes - Minutes from the December 2006 and January 2007 General Meetings.

. Financial Reports - Profit/Loss and Balance Sheet through end January 2007.

Motion 07-02-05

2007 Budget Approval

Approve budget as submitted by Treasurer Dan Brady. Aye - 9, Nay - 0, Abstain - 0. Motion carried.

2. Business Motions

Motion 07-02-06

Gold Hill Equipment Trade

Approval of trade of FRWX 15545 flat car for Clover Valley Paymaster's car. Aye - 9, Nay - 0, Abstain - 0. Motion carried.

Motion 07-02-07

Dunsmuir Railroad Days

Approve FRRS participation in 2007 Dunsmuir Railroad Days. Aye - 9, Nay - 0, Abstain - 0. Motion carried.

Motion 07-02-08

Renewal of Museum Manager Contract

Approval of new contract for the period 02/15/07 through 02/14/08 and offer of employment under the terms of same to John Walker. Aye - 6, Nay - 3, Abstain - 0. Motion carried.

Motion 07-02-09

FRRS Membership Levels

Director Vicknair provided a verbal summary of a written report presented to the Board regarding proposed changes to membership structure and pricing.

Motion: Issue of membership levels and pricing tabled for reconsideration in six months. Aye - 6, Nay - 1, Abstain - 2. Motion carried.

Motion 07-02-10

Archives Storage

President McClure advised he had completed

research regarding a climate controlled storage facility in a non-flood plane zone. He is recommending a facility in Sparks, NV with a cost for a 10'x10' unit of \$127 per month. Motion: Approval to rent climate controlled storage unit in Reno for the contents of the FRRS / WPRM Archives to be paid from budgetary line item 52030 - Storage/Security. Aye - 9, Nay - 0, Abstain - 0. Motion carried.

Actions and Notices

- Volunteer Accounting - Bruce Veilleux, IT Services Manager and Director McClure provided a verbal summary and answered questions with regard to the written project outline presented to the Board for consideration at this meeting.
- IRS Reporting Requirements - Director Monger provided copies IRS reporting requirements for donors for review. A summary chart was also provided which was prepared by Treasurer Brady summarizing both donor and recipient responsibilities are with regard to donations. It was brought to the attention of the Board and staff that representatives of the organization are not to function in the capacity of an appraiser for any contribution in which the organization benefits as it is a material conflict of interest.
- RailCamp at Portola - David Epling expressed an interest in contacting the National Railway Historical Society regarding implementing a RailCamp program at WPRM. The Board provided consensus direction to contact NRHS to gauge interest.
- 2006 Operations Report - Director Cochran provided a verbal summary of a written report provided to the Board for review. The Board expressed their continued support for Director Cochran as Superintendent of Operations for his guidance and leadership over the Operating Department.
- Lone Railfair - President McClure advised receipt of an e-mail regarding a request for the FRRS to participate in the Lone Railfair this year. Dates are May 12-13, 2007. Consensus direction was given to Directors Stiles and Vicknair to formulate a plan and a budget for consideration and adoption at the next meeting.
- California Association of Museums - Director Monger provided information regarding the California Association of Museums and conversations had with Western Railway Museum regarding same. Membership of professional organizations or groups falls under the purview of the Museum Manager and this

item was therefore directed to him for consideration.

- CMO Job Description - Copies of perceived job description for the position of CMO was provided by Director Stiles and President McClure. Consensus direction to Director Stiles and President McClure regarding defining the position and duties, and to Directors Cochran and McClure regarding standardizing format for same. The combined result will be presented to the Board for consideration and adoption at a future meeting.
- FRRS Minutes Format - As Director McClure has not yet been able to contact Corporate Counsel Alan Turner regarding additional detail behind the recommendation to change the minutes format, consensus direction was given to continue this item until the March meeting.
- SP 4404 Sale - Director Stiles advised receipt of an e-mail from Pat Rowe / Western Rail offering \$70,000 for SP 4404 in running condition. Consensus direction was provided for President McClure to be provided the information and begin negotiations on behalf of FRRS to determine if an acceptable agreement to sell the locomotive, with an asking price of \$75,000, can be reached.
- General Fundraiser Update - Director McClure advised that she didn't have an exact dollar amount, however, she believed the total raised was between \$14-15,000.
- Caboose Rental - David Epling presented a rental contract and liability release document for review. Documents / contract to be presented to Corporate Counsel Alan Turner for review prior to ratification.

President's Report

- Small sampling of items recently donated available for review.
- GGRM Final report presentation.
- KCC #3 scrapping continues - will try to save cab as a display/simulator.
- Asbestos removed from WP 165 / SP 1215.
- Progress report regarding Silver Plate / IR trade.
- Should have a scrap gon ready to go out this spring.
- Review of unfinished projects and responsibility.
- Need for Diesel Shop roof, windows and east end door.
- Need to install/repair Silver Lodge Windows.
- Donation of wood refer parts from Matt Shuman.
- RPCA convention report.

- Announcement of donation of Boiler Car WP 592 by Doyle McCormick once he has secured a suitable replacement.

Museum Manager's Report

- Museum Manager John Walker provided a written report regarding the status of the gift shop and museum.

Director's Reports

- Director Habeck advised that there is a possibility that the Quincy Fire Department may be donating Engine 8123 to the FRRS.
- Director Holmes reported that the automotive repair shop has now advised that the Ambulance will require carburetor repair or a new carburetor to pass smog.
- Director Parker thanked John Walker for his Museum Manager report and asked that we encourage visitors to sign the guest log. He also asked that people take pictures of the goings on at the museum for use in publicity.
- Director Monger advised that he was unable to make it to the Interpretive Seminar he had previously indicated he was planning on attending.

Department Reports

- **Publications** - Director Vicknair stated he had received confirmation that the most recent edition of The Train Sheet was arriving in member mailboxes over five weeks after being sent to the printer. Investigation is ongoing as to the reason for the delay.

Committee Reports

- **Hospital** - President McClure reported purchase of an antique examination table to be used in an interpretive display once the hospital property has been restored.
- **Election** - Due to late publication of The Train Sheet, the Election committee will have to accept late arrivals of nominations for Director elections. Deadline will be extended by two weeks. There are currently five candidates: Kerry Cochran, Norm Holmes, Wayne Monger, Merrill Thurman and Ed Wagner. One additional teller will be added for the counting of the ballots.
- **Acquisition and Deaccession** - Due to a lack of response from Kent Stephens, he has been removed from the A&D Committee. Charlie Spikes and Merrill Thurman have been added due to an expression of interest.
- **WP Centennial** - The committee will be prepared to present a report for ratification at the March Board meeting.

Closed Session

Meeting adjourned to closed session at 5:30 p.m. and reconvened in open session at 6:55 p.m. Director McClure reported the following out of closed session:

"The Board heard a report regarding the ongoing legal issue, FRRS v. Kasten, ITAC. Consensus direction was given, no action was taken. The Board received a report regarding a Department Head's job performance. Consensus direction was given, no action was taken."

March 2007 Board Meeting Motions and Actions Summary

Motions Passed

1. Consent Motions - removed from agenda by motion 07-03-01.

. Minutes - Approval of the minutes from the February 2007 General Meeting.

. Financial Reports - Approval of the financial reports through January 2007.

2. Motions

Motion 07-03-02RAL Discount

Matt Shuman, FRRS Member and President of the Shasta Cascade Rail Preservation Society, requested that the FRRS extend a 10% discount on RALs to SCRPS members. In exchange, FRRS will receive space in SCRPS publication "The Wig Wag" regarding the discount and offering FRRS membership information. Recommendation made to see if SCRPS is willing to provide a membership list for the purpose of soliciting members to FRRS.

Motion: Accept proposal by SCRPS President, Matt Shuman, for a 10% RAL discount to be offered to SCRPS members in exchange for advertising in their member publication, effective immediately. Aye - 4, Nay - 3, Abstain - 0. Motion carried.

Motion 07-03-03FRRS Minutes Format

Director McClure reported she has not received a response from Corporate Counsel Alan Turner and asked that this item be tabled until next meeting. Motion: Table item FRRS Minutes

Format until the April 2007 meeting. Aye - 7, Nay - 0, Abstain - 0. Motion carried.

Motion 07-03-04Ione Railfair

Approval to participate in Ione Railfair. Aye - 7, Nay - 0, Abstain - 0.

Motion 07-03-05WP Centennial Celebration

Director Vicknair presented the proposed 2009 WP Centennial Celebration Plan for review, acceptance and approval for public release to generate support.

Motion: Acceptance of 2009 WP Centennial Celebration Plan in concept as presented and public release of same. Aye - 7, Nay - 0, Abstain - 0. Motion carried.

Actions and Notices

- Volunteer Accounting - Bruce Veilleux, IT Manager, and Director McClure reported regarding research on volunteer accounting and overview of recommended hard / software for implementation of the volunteer accounting project. The expected cost is between \$3,500-4,500. Formal recommendations to be provided at the next meeting.

- Dunsmuir Railroad Days 2007 - President McClure advised he has received written confirmation of UP approval for FRRS participation in Dunsmuir Railroad Days 2007. As in years past, the DRR committee will cover our volunteer expenses including hotels, meals, gas. Event is scheduled for July 6-8, 2007.

- Sale of MILW 5057 - President McClure reported he had received a call from Steve Sangberg with the Milwaukee 261 group advising they would like obtain MILW 5057. They plan to restore it to operation and paint for use as a support and lead locomotive on excursions. Estimated value is \$20,000. The Board gave consensus direction to continue discussions regarding a possible sale.

- Sale of SP 4404 - President McClure advised he has been in contact with Pat Rowe / Western Rail. They continue to negotiate terms for a possible sale. President McClure advised he hoped to have a proposed agreement for Board review at the next meeting. The Board gave consensus direction to continue negotiations.

President's Report

- Winterail next weekend - March 10, 2007.