

**Feather River Rail Society
Board of Directors Meeting
February 4, 2006 – 1:00 PM
Stockton ACE Depot
Stockton, California**

President Rod McClure called the meeting to order at 1:20 p.m. The following directors were present:

Kerry Cochran	Steve Habeck	Norm Holmes	Gail McClure
Wayne Monger	Matt Parker	Hank Stiles	Eugene Vicknair

All Directors were present for the meeting.

Staff present:

None

Visitors present:

Thom Anderson	Tim Carter	Tom Carter	Barbara Holmes
Jay Sarno	Dave Pires		

Correspondence

President McClure reported receipt of a letter from the American Association of Museums indicating we have the opportunity to have an assessment done at no charge to the organization. Our reply needs to be returned by February 15th, 2006. The Board indicated an interest in participating.

Director Holmes presented a letter from the NRHS Central Coast Chapter to President McClure. This letter indicated they were sponsoring an excursion train from Oakland, CA to Portola, CA on April 1 and were requesting our assistance with busses, passenger loading and unloading, and extended museum hours. The Board provided consensus direction that it would consider assisting as proposed.

Consent Calendar

1. Minutes – Approval of the minutes of the regular meeting held October 1, 2005 and November 5, 2005.
2. Financial Reports – Profit & Loss through January 2006 / Balance Sheet through January 2006.

One correction to the October minutes was noted: Director Stiles was reported as present and absent. He was actually absent from that meeting.

Motion # 06-02-01 -- Approval of consent calendar reports as amended. Motion by Director Cochran, seconded by Director McClure. All Directors present voted in favor. Motion carried.

Old Business

President McClure requested that the proposed changes to the RAL Rate Schedule, inadvertently omitted from this agenda, be included on the agenda for the March meeting.

Changes to Historical Society

Motion # 06-02-02 – Addition of Item of Urgency, specifically discussion/action on changes to duties of the WPRRHS due to the presence of the WPRRHS Administrator. Motion by Director Vicknair, seconded by Director McClure. All Directors present voted in favor. Motion carried.

President McClure reminded the Board that it had discussed expanded duties for the WPRRHS. He addressed Member Thom Anderson, WPRRHS Administrator, with regard to prior Board discussion on this issue. Duties mentioned included attendance at events to increase awareness of both FRRS and WPRRHS with railfans, school children, community groups and the public at large. Mr. Anderson agreed with the suggestion, however, cautioned that the biggest hurdles would be program development and volunteers to present them. Discussion proceeded with respect to these and other ideas and issues, with a focus particularly on school/community outreach and educational components. Director Cochran will work with past information and Mr. Anderson to create a policy regarding the Historical Society and its responsibilities.

New Business

Western Pacific Centennial Celebration Plan

Director Vicknair presented an outline of proposed events and projects schedule for celebration of the 2009 WPRR Centennial recognizing the completion of the railroad. It relies heavily on fundraising for major restoration projects and cooperation of other organizations. Several members of the Board expressed concern that it was an extremely aggressive plan. There was also discussion regarding the potential difficulty in obtaining the cooperation and support of local government for this year-long event. The Board provided consensus direction to move forward with refinement of the plan for adoption at a subsequent meeting and a Centennial Committee was formed. Members of that committee include President McClure, Director Habeck, Director Vicknair, Director Parker, Director McClure, Director Monger, and WPRRHS Administrator Thom Anderson. Director Vicknair was appointed as the committee chair.

WP 805 Work

President McClure informed the Board that he had received three separate e-mailed letters from life members regarding the future, status and issues regarding WP 805A. The concerns revolved around rumors regarding Board support of an unnecessary engine swap after they have spent several thousand hours working on it the locomotive over the years, as well as original vs. modern restorations. Director Stiles indicated he believed the issue may have stemmed from a conversation he had with Member Dave McClain. Copies of one letter were made and a break scheduled for Board review.

BREAK: 2:05 p.m.-2:25 p.m.

It was determined that the WP 805A falls under the purview of The Zephyr Project. The intent of the Zephyr Project is to restore all equipment under its scope to main line operable condition while retaining as much of the historical material and nature of the equipment as possible. Upon review of the concerns indicated in the letter presented, it appeared to the Board that the goals of the project and the goals of those concerned members are similar.

Consensus direction was given by the Board to President McClure that he relate the Board's position regarding the focus of the project to these individuals, and that the Board has not in the past supported, nor do they currently intend to support, replacement of the prime mover in the WP 805A as long as it remains reliable and roadworthy. President McClure advised he would do so and would also ask that the work group provide a written proposal regarding any further work, and that they obtain specific input from Director Stiles in his capacity as CMO, Director Vicknair in his capacity as Zephyr Project Manager, and Director Habeck in his capacity as Restorations Manager. By following an approved proposal, any further miscommunications or confusions would be kept at a minimum through clear direction.

Media Day 2006

Director Parker provided a written report regarding a proposal for an event to be held in May to provide us with publicity. The goal would be to get media coverage to kick off our operating season. Events would include: caboose rides; cab rides; promotional RALs; guided tours conducted by FRRS Volunteers; members who were employees present to speak as to the significance of the WP and how that drives them to participate in its preservation. There was additional discussion regarding event timing and press packets.

Motion # 06-02-03 – Acceptance of Media Day Report as presented and authority to proceed with scheduling/development of event, with a budget of \$500 to be funded under 67010 – Advertising. Motion made by Director McClure, seconded by Director Vicknair. All Directors present voted in favor. Motion carried.

Good of the Order

President's Report

President McClure reported all was going well with the GGRM equipment move. There were some operational issues with WP 925C that were under diagnosis and repair. Train and team should be to destination by tomorrow. Contract was finally agreed upon and signed day before departure. He extended his thanks to Director Stiles, Director Habeck, Member Doug Morgan, Member Loren Ross, Member Charlie Spikes and Member David Epling for their assistance in getting our equipment up and ready to go for this trade move.

President McClure advised that Museum Manager John Walker was back from vacation and he will work with Mr. Walker to bring him up to speed as to organizational issues

that transpired during his absence. Financial concerns continue as we are still in our "dry" season.

He had received a signed copy of the book printing agreement which indicated that the author was to retain 60% of revenue with balance to the Society once all printing expenses had been covered.

He also offered a reminder that Winterail 2006 is scheduled for March 11th in Stockton, CA. He and Director Vicknair will run the WPRM Booth if Director McClure is not able to be present due to having surgery the week prior.

Lastly, President McClure informed the Board he had received a signed agreement from Mike Mangini for the donation of two cabooses currently at the Golden Gate Railroad Museum – SN 1642 and WP 668 (reported wrong in meeting, actually WP 646). SN 1642 is on friction bearing trucks and will move to Portola on its own wheels as part of the equipment trade move. WP 668 will be loaded to a flatcar at GGRM for movement to Portola as part of that same move.

Director's Reports

Director Monger reported that he had received word that Jim "The Bear" Mahon, former Roadmaster of Snow Fighting over the Donner Line for the Southern Pacific Railroad, is willing to come to the property and demonstrate how to properly run our rotary snowplow.

Director Parker advised that we received a donation from UP Locomotive Engineer K.C. Novi. The donated items include three boxes of WP related materials. He also thanked Director Monger for arranging use of the ACE Depot for the meeting and expressed how impressed he was with the facility. He also thanked the members present for their attendance.

Director Vicknair informed the Board that Member Seth Neuman donated an uninterruptible power supply for the webcam computer and other miscellaneous items. He also indicated that Member David Epling reported seeing he had found an e-Bay auction for a spirometer that came from the WP Portola Hospital. Mr. Epling contacted the owner of the item who subsequently agreed to donate the item to us and may be willing to donate other items she has from the facility for preservation. Additionally, he has received contact from the family of Joe Mayo, who recently passed away, advising they would like to set up a memorial donation fund toward purchase of Silver Hostel windows. The Board offers their condolences to the Mayo family for their loss.

Lastly, Director Vicknair stated that the Central California Traction Company (CCT) has offered to donate a tight clearance tamper that ran when they ceased using it six years ago. The tamper is of WP or SN heritage according to the CCT.

Director Stiles reported seeing a reported authentic WP Police badge auctioned on e-Bay. As it turns out, Director Cochran was the winning bidder on this auction.

Director Holmes noted that he had placed a bid on a 1972 Chevrolet Ambulance used in Loyalton, CA to be used as part of the WP Portola Hospital Project. He was unsuccessful in his bid, however, advised that he believes the last ambulance the

hospital had is still in existence and will research to see if it can be located and preserved. He also advised he is interested in locating an Oldsmobile VistaCruiser Station Wagon which utilized the California Zephyr as part of their advertising campaign.

Department Reports

Roadmaster/MOW – President McClure, in his capacity as Roadmaster, reminded all that track work still needs to be done and will delegate coordination of same to Director Monger, in his capacity as Assistant Roadmaster, during his extended absence in late April, May and the early part of June.

Funding – Director McClure notified the Board that she received notification that Member Jay Jacobs, an employee of Microsoft Corporation, was participating again this year with a payroll pledge of \$200 earmarked for The Zephyr Project. Microsoft has graciously agreed to match the donation.

WPRRHS – Thom Anderson advised that plans for the 2006 Convention are progressing well. Convention Chair Loren Dunlap has advised him site preparations including banquet are set, keynote speaker is confirmed, and raffle prizes are being gathered. Issue 28 of *The Headlight* has been well received and a number of dealers have ordered additional copies.

Committee Reports

Bylaws – Member and Committee Chair, Jay Sarno, advised that the committee has completed its work with respect to recommended changes to the bylaws. A copy of the draft will be provided to the Board prior to the next meeting, along with a change summary sheet. He asked that the Board consider adoption of a motion recommending support of the revision. He further advised he would draft a letter to be included with the election materials sent to each member explaining same and why they are being asked to vote on them. Effective date if adopted by the membership would be July 1, 2006.

Legal Counsel Report

None. President McClure did report that he has spoken with Alan Turner, who has provided legal and governance guidance for the last several years, and Mr. Turner has indicated an interest in continuing working with us once certain upheavals in his life have settled. He anticipates this to happen in the next couple of months.

Status of Surplus Property Report

Director McClure asked if the listing of surplus tools and small equipment for possible deacquisition discussed at the November meeting had been prepared. President McClure advised that to his knowledge, it had not been.

Safety Report

None

Public Comments

None

Notices

- Winterail 2006 scheduled for March 11 in Stockton, CA.
- WPRRHS 2006 Convention scheduled for April 7-8 in Chico, CA.
- Track Work Weekend scheduled for March 18-19, weather permitting.
- Zephyr Project Work Weekend scheduled for March 25-26, weather permitting.

BREAK: 3:25 p.m.-3:45 p.m.

Closed Session

Meeting adjourned to closed session at 3:45 p.m. and reconvened in open session at 4:03 p.m. Director Vicknair reported out of closed session that the Board heard information on a potential business issue of a proprietary nature. No reportable action was taken. The Board also heard a report on an ongoing legal issue. Consensus direction was given, no reportable action was taken.

Adjourn

Meeting adjourned at 4:04 p.m.
Next meeting: Saturday, March 4, 2006
Location: Volunteer Lounge, WPRM
Portola, CA

Respectively Submitted
Gail A. McClure