

**Feather River Rail Society
Board of Directors Meeting
February 5, 2005
1 pm
Oxford Suites Meeting Room
Roseville, California**

President Rod McClure called the meeting to order at 1:10 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:

Thom Anderson	Alan Turner	John Walker
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Visitors present:

Ed Wagner

Correspondence

President McClure advised receipt of an e-mail from Chris Skow regarding an excursion to be run in conjunction with the NRHS convention in July. The e-mail inquires as to our interest in inclusion of some of the museum equipment on the point of the train and if we would be interested in stocking/staffing a small gift shop on same. At the direction of the Board, he will investigate further.

President McClure also advised that the Pacific Locomotive Associations/Niles Canyon Railway has requested assistance from the FRRS for the purpose of establishing an RAL program. They understand this information may be of a proprietary nature. Discussion ensued regarding our program, release of information, and positives vs. negatives of our participation in shaping the future of safe operations and a continued insurance platform. Alan Turner, legal counsel, also advised of the necessary disclaimers to protect the society should we proceed. Based on direction of the Board, President McClure will continue to discuss sharing of our program with inclusion of certain terms and conditions designed to protect the integrity of the FRRS and our RAL program.

Consent Calendar

1. Minutes – Approval of the minutes of the regular meetings held December 4, 2004 and January 8, 2005.
2. Financial Reports –

Motion #05-02-01 – Table financial reports until next regularly scheduled meeting. Motion made by Director Stiles, seconded by Director McClure. All Directors present voted in favor. Motion carried.

Motion #05-02-02 -- Approval of consent calendar as amended. Motion made by Director Vicknair, seconded by Director Cochran. All Directors present voted in favor. Motion carried.

Old Business

Rio Vista Equipment Move

President McClure advised that there has been little forward progress with regard to the equipment move due primarily to inclement weather, both in Portola and at Rio Vista. New developments may make the movement easier and less costly, but are still very much in the planning stages and not for discussion at this time.

New Business

Dunsmuir Railroad Days

President McClure reported an official request from the Shasta Cascade Rail Preservation Society to participate in the Dunsmuir Railroad Days event July 8-10, 2005. SCRPS is working with the Dunsmuir Railroad Days Committee. The Union Pacific Railroad may also be providing equipment. They do not have a great deal of resources to support our participation, but it would be another opportunity to "waive the flag". Director McClure asked for a budget for the project before committing to it. President McClure advised he would arrange to meet with the representatives of SCRPS regarding their expectations and commitment prior to the next meeting including a realistic budget.

Director Holmes inquired as to the opportunity to run a Dunsmuir Daylight excursion train in conjunction with the event. After some discussion, the item was turned over to the Excursion Division, specifically Directors Habeck and Monger, for feasibility review and report back at the next meeting.

FRRS Mission Statement

President McClure asked for review of the mission statement. Based on review of our existing mission statement and items of discussion at both the ARM and TRAIN conventions, our mission statement is bulky and burdensome. Director Cochran provided copies of the Mission Statement and Mission Goals for review. He asked that everyone present their ideas and input to him for compilation and presentation at the next meeting.

Operating Department

Director Cochran expressed his concerns regarding the availability of operating crews for Railfan Photographer's Day. There are only 18 people qualified for operations and it is unknown how many people will be available as crew that day. He was also

concerned that there was enough time set aside to get the necessary switching done. He asked that these issues be taken into consideration when planning the event.

Good of the Order

President's Report

President McClure advised the Board that the purchase of the Silver Lodge is complete. Necessary repairs for movement are to be completed by either on-site personnel or by FRRS personnel shortly. He also has concerns about where the car currently resides.

WP 705 is still in Cheyenne, WY. Due to operational complications on the Union Pacific, there are concerns regarding the locomotive getting lost in the system or being subjected to vandalism. Until things quiet down with service issues, the locomotive is safe where it is.

Snow removal has been moving forward with the museum now vehicle assessable due mainly to the efforts of President McClure and Director Stiles.

President McClure asked that the Board consider future curtailment of off-site meetings due to lack of participation with an increased cost.

Director's Reports

Director Brehm presented proposed book covers for the newly rewritten WP timetable book by Jeff Asay.

Department Reports

Facilities – Director Vicknair reported that work insulation of gift shop will run approximately \$1,000-\$2,000 including a suspended ceiling. Item tabled until next meeting.

WPRRHS Convention – Thom Anderson provided a 2005 Convention report. Information is going out, and banquet speaker has been confirmed. Postings have been made to a number of chat boards and any previous attendees unreachable by e-mail will be contacted by regular mail. Convention is scheduled for April 15-16th, 2005 at the Tracy, CA Holiday Inn.

Committee Reports

Funding – Director Vicknair reported we have begun receiving returns from the mail out fundraiser. Director Habeck advised that based on his role sorting incoming mail, returns have been good.

Election – Ed Wagner, Election Committee Chairman reported as of the deadline, there were four declared candidates for this year's election: Frank Brehm, Doug Morgan, Matt Parker and Hank Stiles.

Legal Counsel Report

None

Status of Surplus Property Report

None

Safety Report

None

Public Comments

None

Notices

Received written report from Museum Manager John Walker summarizing activities at the museum during December and January.

Work weekends include Facilities/Track Work Weekend 03/19-20/05 and Zephyr Project Work Weekend 03/26-27/05.

Winterail is scheduled for March 12, 2005. Railfan & Railroad Magazine and National Railroad Historical Society will be sponsoring the Friday night slide shows (March 11). A nominal charge will apply and all proceeds are to be split between the NRHS and FRRS with FRRS proceeds to be earmarked for Magnolia Tower

BREAK: 2:26-2:42 pm

Motion 02-05-03 – Addition of item of urgency regarding an income opportunity which arose after publication of the agenda and which is of a proprietary nature. Motion made by Director Stiles, seconded by Director Cochran. All Directors present voted in favor. Motion carried

Closed Session

Meeting adjourned to closed session at 2:45 pm and reconvened to open session at 3:30 pm. Alan Turner, legal counsel, reported the following:

As to the first item held in closed session the Board heard information regarding the legal matter of the FRRS vs. Kasten and ITAC, as to the negotiations for settlement from counsel and the President. Consensus direction was given to counsel and the President and no reportable action was taken by the Board.

As to the second item held in closed session regarding possible income opportunities in the future, a status report was given and no reportable action was taken by the Board.

Adjourn

Meeting adjourned at 3:22 p.m.
Next meeting: Saturday, March 5, 2005
Location: PRM Volunteer Lounge
Portola, CA

Respectively Submitted
Gail A. McClure