

**Feather River Rail Society
Board of Directors Meeting
January 7, 2006 – 1:00 PM
Volunteer Lounge – Western Pacific Railroad Museum at Portola
Portola, California**

President Rod McClure called the meeting to order at 1:10 p.m. The following directors were present:

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

All Directors were present for the meeting.

Staff present: Dan Brady

Visitors present: David Epling John Manter Ed Powell

Director Monger asked that the Board, on behalf of both the Feather River Rail Society and the Western Pacific Railroad Historical Society, formally recognize January as the start of the organization's Centennial celebration of the driving of the first spike in the Western Pacific Railroad on January 2, 1906 as well as the infamous armed "invasion" of the waterfront in Oakland, CA.

Correspondence

President McClure advised that *VIA Magazine* from AAA has an opportunity to note a favorite railroad/museum location and asked that all visit their website to nominate WPRM. Details can be found on page 12 of the January/February 2006 issue.

Director Monger advised that Member Cheryl Monger e-mailed him with a request for donation letter for three display cases donated in 2005. President McClure requested a detailed listing of the items as well as approximate value so that the letter can be completed.

Director Habeck noted that retired Signal Maintainer and Member Jim Atkins has been sending Museum Manger John Walker several packages containing track layouts and signal system set up at Binney Jct.

Consent Calendar

1. Minutes – Approval of the minutes of the regular meeting held October and November 2005.
2. Financial Reports – Year-end preliminary summary by Dan Brady.

Motion # 06-01-01 – Removal of minutes from Consent Calendar. Motion made by Director Vicknair, seconded by Director Habeck. All Directors present voted in favor. Motion carried.

Treasurer Dan Brady advised, due to lack of additional input, he had prepared the 2006 Budget using available information and past experience with the understanding that he will proceed with the provided numbers barring any additional feedback from the Board and/or Department Heads. The proposed budget is bare bones with no room for anything other than normal operations unless additional revenues are raised.

He then presented a preliminary year-end statement which did not include any adjustments or non-cash transactions. Investments were reviewed and consensus direction was given to Mr. Brady to continue with our on-going investment strategy when current investment instruments come due. Mr. Brady also received input regarding valuation on acquired and deaccessioned equipment.

He noted he has received numerous e-mails from our bank indicating that our electronic credit card processing equipment must be updated. President McClure and several Directors indicated new equipment was purchased and installed in August so this issue should be moot.

He also presented this year's limited edition prints and sets of note cards for sale in the Gift Shop.

Mr. Brady provided ideas regarding increasing membership levels and saving on publication mailing expenses.

There was brief discussion regarding the prints, general financial status, spending conservation and other general topics.

Motion # 06-01-02 – Approval of consent calendar as amended. Motion made by Director Vicknair, seconded by Director Habeck. All Directors present voted in favor. Motion carried.

Old Business

Train Sheet Format and Expenses

Director Vicknair provided a revised report on *The Train Sheet* Format and Expenses with recommendations. These recommendations include immediate adoption of an "opt-in" downloadable, password protected, PDF version of *The Train Sheet* to reduce as well as the institution of advertising to offset printing and mailing expenses.

Consensus direction was given by the Board to Director Vicknair to proceed with implementation of both recommendations.

Membership Drive

Director Vicknair presented a revised Membership Drive report with specific recommendations including cost-benefit analysis of the recommendations. The five recommendations were: discount gift membership from existing member drive, new discount memberships in conjunction with an RAL, advertising drive, active solicitation and scheduling of member only events. There was discussion regarding the need for the Board to revisit the membership levels and pricing structure as part of this effort.

Director Monger closed the discussion with notation of an article in the *San Francisco Chronicle* written by Tom Stienstra indicating that membership and revenue declines are an ongoing issue with many outdoor-based organizations due to the fact that most people in the Western states are "house-rich but cash-poor". This commentary spurred discussion regarding visitorship and income levels reported by several similar organizations.

Motion # 06-01-03 – Acceptance of report recommendations and authorization to proceed with same, with a budget of \$1,500 on a funds available basis with funding from line item 67184 – Membership Expense. Motion made by Director Vicknair, seconded by Director Holmes. All Directors present voted in favor. Motion carried.

New Business

Changes to Historical Society

At the request of President McClure, Director Habeck advised that the original guidelines for the WPRRHS were that they were to be responsible for the publication of the historically oriented magazine, *The Headlight*, develop and maintain the Archives, and to coordinate the WPRRHS Convention each year, as a subsidiary of the FRRS. President McClure advised he would like the Board to consider additional duties and responsibilities to the WPRRHS in the form of attendance to community and travel focused events to spread knowledge regarding the FRRS and its functions. Several Directors provided additional input and recommendations including getting involved with other organizations that have monthly slide shows and community history focused events.

President McClure asked that everyone spend time thinking about options for discussion at the next meeting.

Publication of Jeff Asay Book

President McClure reported that he has been in contact with Member Jeff Asay regarding publication of his new book as previously discussed. At this time, we will need to front approximately \$5,000 in early March for the book's debut at Winterail 2006 in Stockton, CA. The estimated revenue margin per book is substantial based on a 2000 book run. The Board spent a considerable amount of time reviewing projected cost and revenue based on a number of different printing scenarios. There was concern about the need for a signed, written agreement of some type to clearly state all parties' position with regard to cost and revenue breakdown.

BREAK: 2:28 p.m.–2:47 p.m.

Motion # 06-01-04 – Approval of expenditure in the amount up to \$6,000 for one-third of publication cost of a Western Pacific Railroad book, believed to be titled *The Long Road Home*, by Mr. Jeff Asay with acceptance of related expenses and revenues as presented, contingent upon a written agreement presented at the February 2006 meeting for approval, with funding to be provided under budgetary line item 68000 – Publications, Other. Motion made by Director Vicknair, seconded by Director Habeck. All Directors present voted in favor with the exception of Director Cochran who

abstained due to lack of opportunity to review printed reference materials prior to the vote.

2005 Santa Trains Review

President McClure reported that Museum Manager John Walker's efforts at obtaining Santa Train support from local merchants and residents resulted in approximately \$1,200 being raised to help offset the cost of the event. He further advised Mr. Walker was instructed to have a small ad placed in the local papers, however, it was determined that it was only published in the Portola Reporter. The purpose of the ad was to acknowledge and thank the people who supported us in staging this expensive event. Attendance was good and we came close to break even for the first time, due to the community support and low expenditure for lights and decorations. Renting of a portable light plant for the parking lot was a recommendation for future Santa Train events.

Army Dorm and Kitchen Car

President McClure advised that Member David Epling had brought to his attention that an individual by the name of Hugh Cain in Fort Eustis, VA has an Army Dorm and Army Kitchen Car available. Unfortunately, they are both on friction bearing trucks and well outside our range of acquisition due to movement costs. Consensus direction from the Board was that no further action should be considered on this issue.

Caboose Rental Packages

Member David Epling provided information regarding research he had completed with regard to other organizations and their use of rental cabooses for parties of various types. There was discussion regarding ideas and possibilities in this regard. The Board asked that Mr. Epling prepare a detailed report/proposal for presentation at a future meeting.

Good of the Order

President's Report

President McClure reiterated his concerns over a number of issues discussed during this meeting and had nothing additional to report.

Director's Reports

Director Holmes advised that a building that used to house a travel agency in Portola was scheduled to be demolished. The structure is built from railroad ties. He brought this to the Board to see if we were interested in saving the building. The Board provided consensus direction that we have no interest in the building at this time.

Director Monger provided an update regarding the health of Member Ken Meeker. He also advised he had removed the seats from both ONW AS-616 for reupholstery.

Department Reports

Roadmaster/MOW Report – President McClure, in his capacity as Roadmaster, reminded all that there is some serious track work needing to be done soon or operations may not be able to commence on time. Weather dependent, he will try to recruit people interested in assisting for a “blow-out” work weekend.

Funding Report – Director McClure advised that she was unable to get a mail-out fundraiser out before the end of the year due to health issues. Until these issues are under control, she is unable to commit to or provide a timeline for when the fundraising campaign will begin.

Publications Report – Director Vicknair reminded everyone that the deadline for article submission for The Train Sheet is today.

Membership Report – Director Vicknair indicated six new members during December 2005.

Restoration Report – Director Habeck advised that there were no restorations scheduled for 2006 due to budgetary constraints. He further advised he has been working with a gentleman by the name of Rod Mortensen in the Modesto, CA area who is interested in our PFE cars. Mr. Mortensen may be interested in working on our wood WP PFE reefer, possibly at his own expense, and Director Habeck will continue to be in contact with him to see what can be worked out.

Committee Reports

Railfan Day – Due to questions regarding Railfan Photographer’s Day, President McClure reminded the Board that Museum Manager John Walker had volunteered to assume responsibility for the event after expressing some displeasure over how the event was run last year. Mr. Walker is on vacation and unavailable to provide a status report.

Model Railroad – Member David Epling reported that all of the equipment for the model railroad layout is in storage on property and work is on hold until a rail car is selected for it to be rebuilt in. We have also received a donated “O” scale layout from John Tyson in the Reno/Carson City area, which currently awaits assessment as to its condition and determination as to its use at the museum.

Legal Counsel Report

None

Status of Surplus Property Report

Director Monger requested a status report on the SP Beet Gon traded to the Santa Maria Valley Railroad organization and was advised by President McClure that once a flat car becomes available, it will be sent to them and our SN car will be brought home. He further reported that the Acquisition and Deaccession Committee had agreed to recommend a second SP Beet Gon for deaccession pending location of an appropriate home.

Safety Report

None

Public Comments

Director Monger indicated that the "Snowflake" excursion was scheduled to roll into Sparks, NV from Oakland, CA next weekend and tickets were still available. Excursion cars include the *Virginia City*, the *Plaza Santa Fe*, and the *Silver Solarium*.

Notices

- Director Nominations for 2006 Elections.
- February 2006 Meeting to be held at the ACE Depot in Stockton, CA.
- Winterail 2006 scheduled March 11, 2006 in Stockton, CA.
- Track Work Weekend scheduled for 03/18-19/06, weather permitting.
- Zephyr Project Work Weekend scheduled for 03/25-26/06, weather permitting.

BREAK: 3:50 p.m.-4:10 p.m.

President McClure unveiled a new nose herald for the WP 917 made by Member Dan Furtado. The Board was impressed with his work and grateful for his generous donation.

Closed Session

Meeting was adjourned to closed session at 4:12 p.m. and reconvened at 5:12 p.m.. Director McClure reported the following out of closed session:

The Board heard a report regarding an ongoing legal issue. No reportable action was taken. The Board also heard a report regarding a proprietary business issue in conjunction with a previously discussed equipment move. Consensus direction was given to the Board President to pursue this issue further and report to the Board at a future date if a positive resolution is reached. The Board heard a report regard another equipment issue and progress which has been made toward that end, however, no reportable action was taken. The Board heard a report regarding the possibility of a new equipment trade to be kept confidential at the request of the approaching party. Consensus direction was given to a member of the Board to pursue the issue further with a report back to the Board at a future date. Lastly, the Board reviewed a report given regarding a future proprietary business issue. No reportable action was taken.

Adjourn

Meeting adjourned at 5:14 p.m.
Next meeting: Saturday, February 4, 2006
Location: Stockton ACE Depot
Stockton, CA

Respectively Submitted
Gail A. McClure