

**Feather River Rail Society
Board of Directors Meeting
November 4, 2006
1:00 p.m.
Volunteer Lounge, Western Pacific Railroad Museum
Portola, California**

Attendance

President Rod McClure called the meeting to order at 1:30 p.m. The following Directors were present:

Frank Brehm	Kerry Cochran	Norm Holmes	Gail McClure
Wayne Monger	Hank Stiles	Eugene Vicknair	

The following Directors were unable to attend: Steve Habeck, Matt Parker

Staff present: Dan Brady Alan Turner

Visitors present:

Thom Anderson	Tom Carter	Kim Fegert	Dick Felitz
Alicia LaBrecque	Bruce Veilleux		

Correspondence

None

Consent Calendar

1. Minutes – Minutes from the October 2006 General Meeting.
2. Financial Reports – Profit/Loss and Balance Sheet through end October 2006.

Motion # 06-11-01 (Vicknair / Brehm) -- Acceptance of Consent Calendar as submitted.
Aye – 7, Nay – 0, Abstain – 0.

2007 FRRS Calendar

Several minor changes were noted to the submitted proposed 2007 FRRS Calendar.

Motion # 06-11-02 (Cochran / McClure) – Acceptance of 2007 FRRS Calendar as amended. Aye – 7, Nay – 0, Abstain – 0.

2007 FRRS Budget

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.

New Business

Archive Storage

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.

Equipment Sale

President McClure reported Member John Buberniak has expressed an interest in purchasing an RS-3 for scrap. Recommendation of sale of KCC #3 for \$10,000.

Motion # 06-11-03 (Cochran / Brehm) – 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.

Donation of SP Fire Truck

Agreement for Donation of SP Sacramento Shops Fire Truck was presented to the Board for review and adoption.

Motion # 06-11-04 (Stiles / Vicknair) – 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, Transportation. Aye – 6, Nay – 1, Abstain – 0.

Ambulance Repairs

Consensus direction was given to Director Holmes to pursue smog repairs to donated ambulance, up to \$69.

Old Business

Silver Plate Update

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.

Virginia and Truckee Equipment

President McClure advised per V&T representative, there is a check in the mail for storage. He will continue to work with them and update the Board.

FRSL Equipment

Representatives of the Gold Hill Historical Society, Kim Fegert and Dick Felitz, spoke to the board regarding their interest in the FRSL pink cabooses 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 cabooses

Motion # 06-11-05 (Cochran / McClure) -- Authorization for President to continue negotiations for transfer of ownership of former FRSL cabooses 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.

Private Equipment

Copy of letter to be sent to private rail equipment owners presented to Board. Consensus direction given to proceed.

WP 705

Copy of work plans for operational restoration of WP 705 presented to the Board for review and adoption.

Motion #06-11-06 (Cochran / Vicknair) – Acceptance of work plans for WP 705 as presented. Aye – 6, Nay – 0, Abstain – 1.

Equipment Sale

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.

Employee Contract Review

Continued to after closed session.

Break: 3:15 – 3:30 p.m.

Good of the Order

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 and school group tours.
- Referral of contacts and messages.
- Discussion of winterization procedures.

Director's Reports

Homes – Created list of equipment painted dates.

Monger – Reported volunteering at Western Railway Museum.

Department Reports

Historical – Thom Anderson reported current issue of 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.

Committee Reports

None

Legal Counsel Report

None

Status of Surplus Property Report

None

Safety Report

None

Public Comments

Member Eric Stephens advised as a member that he took no issue with selling SP 4404.

Notices

- Santa Trains – December 2nd and 9th.

Break: 4:10-4:22 p.m.

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. The first item being pending litigation involving FRRS v. Kasten: Status report was given, no action was taken by the Board. As to the 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. With regard to the 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.

Employee Contract Review

Alan Turner provided recommendations regarding adoption of the new Museum Manager Employment Agreement and Job Description/Duties.

Motion # 06-11-07 (Brehm / Vicknair) – Approval of Museum Manager Employment Agreement and Museum Manager Position Description / Duties as separate documents and authorization for President to sign agreement on behalf of the Board. Aye – 7, Nay – 0, Abstain – 0.

Adjourn

Meeting adjourned at 6:18 p.m.
Next meeting: Saturday, December 2, 2006
Location: Volunteer Lounge, WPRM
Portola, California

Respectfully Submitted,
Gail A. McClure