

Board Meeting Minutes

July 13, 2002

Director Vicknair called the meeting to order at 6:07 p.m. The following directors were present: Frank Brehm, Jan Breitwieser, Kerry Cochran, Norm Holmes, Hank Stiles, Eugene Vicknair. President Anderson, Director Brimmer, and Director Habeck were unable to attend.

Visitors present: Dave Anderson, Julie Anderson, Dan Brady, Marta Egan, Bill Kennedy, Helen Kennedy, Gail McClure, Rod McClure, Judy McGrath, Jack Palmer, Susan Scarlett, Eric Stephens, John Walker.

ITEM OF URGENCY:

Director Vicknair read a letter presented to President Anderson by Director Brimmer submitting his resignation from the Board, citing conflicts with several board members as his reasons.

SEATING OF NEW DIRECTORS:

Based on past practice, new director seating has been based upon their presence at the meeting. The Board welcomed back incumbents Andy Anderson, Frank Brehm, Steve Habeck and Hank Stiles.

Due to Mr. Brimmer's resignation, the question arose regarding filling the new Board opening.

Item was tabled until later in the meeting to allow for review of the Bylaws. Item revisited after discussion of the Santa Train Presentation.

When revisited, Director Cochran advised that the Bylaws indicated that the Board has the authority to fill vacancies due to resignation.

Director Stiles nominated Gail McClure to fill the vacant seat. Voting was conducted by secret ballot. Ballots were collected and tabulated by Susan Scarlett. Ms. McClure was confirmed by majority of counted ballots.

SELECTION OF NEW OFFICERS:

Nominations were opened for the office of President. Nominated were Director Habeck, Rod McClure, Director Holmes and Marta Egan. Director Cochran indicated that Director Habeck was not present to accept the nomination and similar situations in the past resulted in Board consensus that individuals nominated must be present at the meeting to accept. Director Habeck's nomination was withdrawn.

Voting was conducted by secret ballot. Ballots were collected and tabulated by Susan Scarlett and Dan Brady. Mr. McClure won the majority vote as President.

Nominations were opened for the office of Vice-President. Nominated were Director Brehm and Director Holmes. Voting was conducted by secret ballot. Ballots were collected and tabulated by Susan Scarlett and Dan Brady. Director Brehm won the majority vote as Vice President.

Nominations were opened for the office of Secretary. Nominated were Director Vicknair and Director Gail McClure. Director McClure declined the nomination, but agreed to continue in the capacity of Assistant to the Secretary. Voting was conducted by secret ballot. Ballots were collected and tabulated by Susan Scarlett and Dan Brady. Director Vicknair was confirmed as Secretary.

Nominations were opened for the office of Treasurer. Nominated was Dan Brady. Voting was conducted by secret ballot. Ballots were collected and tabulated by Susan Scarlett and Dan Brady. Dan Brady was confirmed as Treasurer.

All new officers were welcomed. President McClure request-

ed Director Vicknair continue running the meeting.

NEW DIRECTOR ORIENTATION:

New Director Orientation was tabled and will be addressed at a future meeting.

CORRESPONDENCE:

Marta Egan advised that she was in receipt of a letter from the Chamber of Commerce thanking the FRRS for becoming a Chamber Member.

Rod McClure advised the Board that he was in receipt of a nationwide (including Canada) newsletter published by railroad employees containing an article including coverage of Truckee Railroad Days and a picture of the 805-A. The article also acknowledged the FRRS as the home of the locomotive.

CONSENT AGENDA:

Minutes – Approval of the minutes of the regular meeting held June 1, 2002.

Approval of the minutes of the Membership meeting held June 1, 2002.

Financial Reports –

Dan Brady acknowledged the generous donation of a pair of Great Western Railway (England) candle lanterns (circa 1860-70) by one of his clients.

Mr. Brady presented year-end financial statements for 2001. Reports were reviewed and explained in detail. He also stressed the importance of fundraising to keep the organization moving forward, and thanked all department heads for keeping spending under control. Susan Scarlett also advised that the 2002 budget has now been loaded into the accounting system so that budget vs. year to date expenses can be presented.

Motion # 02-07-01

Approval of consent agenda reports as presented. Motion made by Director Brehm, seconded by Director Stiles. All directors present voted in favor—Motion carried.

SANTA TRAIN PRESENTATION (MOVED FROM NEW BUSINESS): Helen Kennedy advised the Board that the City of Portola and the Forest Service are currently working on a project to make the city the Christmas Tree cutting center of the area. She requested that the Board consider running the Santa Train for three weekends rather than the traditional two (weekends of 11/30, 12/07 and 12/14) in support of this partnership.

Director Cochran advised his main concern was the availability of operating crews, however, the Santa Train has been a Society effort to give back to the community. It was also noted this was an excellent opportunity for some low cost publicity.

Director Breitwieser suggested that there are several different venues through which funds can be raised at the event to offset additional costs for extended schedule including selling of food and raffles/drawings. Extended hours will also require review.

Marta Egan will work with Helen Kennedy regarding Society presentation with respect to advertising.

Motion #02-07-02

Acceptance of proposal to for an extended Santa Train sched-

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ule. Motion made by Director Cochran, seconded by Director Breitwieser. All directors present voted in favor—Motion carried.

BREAK – 7:35-7:42 pm

Director Cochran had to leave due to a previous personal engagement.

OLD BUSINESS:

V&T 80 TONNER TRADE: Director Holmes asked the Board to reconsider the trade of the 80 tonner for the Oroville turntable due to financial considerations and cost to move/install.

Discussion ensued regarding the proposal to reconsider. The value of the locomotive prior to the beginning of repairs by the V&T was questioned and it was determined that the market value was low due to the condition of the equipment. Director Vicknair advised that the availability of turntables is limited and cost to obtain are very high. President McClure expressed that Scott Franklin indicated he would be able to move the turntable sections and could provide the service at a low cost.

Motion #02-07-03

Consideration by the Board amending contract with the V&T removing the Oroville turntable from said contract and trade locomotive for \$5,000. Motion made by Director Holmes, seconded by Director Breitwieser. Director Holmes voted in favor of the motion, Director Stiles, Brehm, and McClure voted against, Directors Breitwieser and Vicknair abstained – Motion defeated.

SULZER LOCOMOTIVE ACQUISITION: Director Holmes asked that the Board reconsider their adoption of the recommendation of the Acquisition & Deacquisition Committee not to obtain one of these locomotives.

Discussion ensued regarding logistics of getting the equipment to the property. Cost to transport is unknown at this time should the Union Pacific decline to donate transportation services. Construction of 200 feet of track to reach live track would be required. The construction costs might be shared by other recipients/purchasers. There is a question as to whether the locomotives still run.

Motion #02-07-04

Reconsideration of acquisition of one Sulzer powered locomotive for the FRRS collection. Motion made by Director Holmes, seconded by Director Breitwieser. Director Holmes voted in favor of the motion, Directors Stiles, Brehm, Breitwieser and McClure voted against, Director Vicknair abstained – Motion defeated.

CAMP CAR MOVEMENT REPORT: Director Vicknair reported that Director Holmes mentioned at the previous meeting that there was some potential problem with the gentleman owning the yard where the car was stored. This is no longer the case, however, he has begun to pursue anticipated cost to move the car to Portola.

PURCHASE ORDER PROCESS AND POLICY: The Board agreed this item should be tabled for further discussion at the next regularly scheduled meeting. Marta Egan advised that the process appears to need adjustment, but if it allows departments to track their spending it does serve an important purpose. Susan Scarlett advised the board that the current process is cumbersome and does not appear to be working as it was intended to when designed.

Director Stiles recommended that Ms. Scarlett, Ms. Egan and Dan Brady work together to refine the system for presentation at a future Board meeting.

NEW BUSINESS:

ADDITION OF GP20 WP 2001 TO THE RAL PROGRAM: Director Vicknair stated that Director Habeck asked for the Board to consider addition of the 2001 to the RAL program. Director Stiles indicated he had some concerns regarding availability of parts and that the locomotive was not designed to run at low speeds. Director Holmes suggested that an insert be prepared to include in the RAL brochure should the board adopt the motion.

Motion #02-07-05

Addition of the GP 20 2001 to RAL program at new proposed rate of \$150 for one hour and \$225 for a combination rental until the end of the operating season. Motion made by Director Vicknair, seconded by Vice-President Brehm. All directors present voted in favor – Motion carried.

MOTORCAR EVENT: Director Holmes advised he had received a call from Bernie Allen from Carson City indicating that he would like to reinstitute a motorcar event at the Museum. There were questions regarding liability issues, impact to RAL program and that the proposed dates fall outside of the operating season. Director Holmes requested that this issue be tabled and he will provide additional information or a proposal at the next meeting.

SECURITY ISSUES: Director Vicknair advised that there have been reports of transients on property, missing tools, and other issues. Suggestions have been made that there is a need for a broader based committee to review security issues. Director Cochran will work with Director Vicknair to assess the situation with facility and equipment keys and access. He recommended empowerment of a committee of operational managers to review and report on these issues.

COMPLETE PAINTING AND BODY WORK ON VIA LOUNGE: Director Vicknair requested this item be tabled until the next meeting. John Walker stated that he has several items to donate toward this project and will contact Director Cochran to discuss further.

GOOD OF THE ORDER:

PRESIDENT'S REPORT: No report at this time.

DIRECTOR'S REPORTS: Vice-President Brehm advised that he is nearing completion of the newest issue of the Train Sheet for publication.

Director Holmes advised he viewed a piece regarding the Museum on Channel 2 broadcast from Oakland, CA. Marta Egan advised that there were a number of visitors the following weekend who commented they were on property because they had seen it as well. Director Holmes further advised that the hospital had been broken into and recommended that the Board consider fencing the property off. He will check on cost for fencing materials for presentation at the next meeting.

Director Vicknair advised that he had spoken with a representative of the Golden Gate Railroad Musuem last year. He indicated that they might be willing to trade CZ skirts for two barrel style Mars lights from our Fairbanks Morse Trainmaster parts inventory.

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Motion #02-07-06

Pursue trade with Golden Gate Railroad Museum of Trainmaster Mars lights for California Zephyr Skirts and any other available parts. Motion made by Director Vicknair, seconded by Director Stiles. All directors present voted in favor – Motion carried.

Director Breitwieser reported that the Beanery/Gift Shop combination is moving forward and should be completed in the coming weeks. She was able to obtain new shelving and fixtures to be utilized toward this end. The floor has been painted using volunteer help and donated materials.

DEPARTMENT REPORTS: Director Vicknair reported that work continues on the code correction issues. He further advised that he is currently over budget due to changes in planned electrical work and pending plumbing issues with the shower car.

Motion #02-07-07

Request to increase facilities budget in the amount of \$1,000 to cover additional costs surrounding code corrections. Motion made by Director Vicknair, seconded by Vice-President Brehm. All directors present voted in favor – Motion carried.

Director Vicknair advised that he is in the process of converting the east end of the Office car into a secure file room with fire suppression capability.

President McClure advised that clean-up efforts on the property continue. He also requested budgetary authority in the amount of \$750 to acquire Class II Roadbase to improve the shop access road and access to the Wheel Garden. Dan Brady advised this would fall under maintenance and already appears in the budget.

Mr. Brady advised that additional items requested for spending authority, specifically \$900 toward fundraising, \$1,500 for batteries, \$500 for library and archives, are already covered in the budget and do not require additional approval.

President McClure reported the opportunity to purchase another Dodge pickup truck with recently rebuilt motor and transmission, including running gear and miscellaneous parts to repair the Society's Dodge pickup for \$500. There will also be a need for additional maintenance.

Motion #02-07-08

Purchase of Dodge truck to effect repairs to Society equipment for the amount of \$500. Motion made by Director Brehm, seconded by Vice-President Brehm. All directors present voted in favor – Motion carried.

Director Vicknair advised that the fundraiser has gone out and we are already beginning to receive responses and donations.

Director Vicknair reported that Director Cochran informed him that all membership materials have been turned over to Susan Scarlett.

Director McClure reported that the opportunity drawing tickets have been printed and are available to those willing to support. Marta Egan reminded the Board that one of the obligations of a Board of Directors is to support fundraising activities through participation.

Ms. Egan advised that the arrangements for the Golf Tournament and Dinner continue to move forward. She asked that the Board talk to people about in-kind donations for silent auction.

Director McClure asked that it be noted for the record her appreciation of Ms. Egan's leadership in coordinating these efforts and

bringing her knowledge of fundraising events to the FRRS. This sentiment was echoed by many present at the meeting.

COMMITTEE REPORTS:

Director Vicknair advised that the contract for participation at Truckee Railroad Days has been approved and will be presented to the President for signature. He is also gathering volunteers and asked that anyone interested in participating contact him directly.

PRESIDENT'S REPRESENTATIVE REPORT: Marta Egan advised that she has been collecting information and details regarding the Union Pacific Grant. The grant writer she is working with has advised a cost for services of \$100-150. Ms. Egan requested amending her contract to remove items she had determined are not worth pursuing and to reflect additional duties she has been asked to perform.

Motion #02-07-09

Acceptance of proposed changes to contract for services of Marta Egan. Motion made by Director Vicknair, seconded by Director Breitwieser. All directors present voted in favor – Motion carried.

LEGAL COUNSEL REPORT: No report at this time.

STATUS OF SURPLUS PROPERTY REPORT: No report at this time.

OTHER: Marta Egan advised that Director Habeck and President McClure have done a fantastic job with the property clean up. She wanted to express her thanks for their hard work. President McClure stated that the credit needed to go to his volunteer crew.

John Walker advised that he is searching for 96' of industrial shelving for the continuation of work on the Simplot/Archives car.

ADJOURN:

Meeting adjourned at 8:54 p.m.

August 3, 2002

President Rod McClure called the meeting to order at 6:01 p.m. The following directors were present: Frank Brehm, Kerry Cochran, Steve Habeck, Norm Holmes, Gail McClure, Hank Stiles, Eugene Vicknair. Directors Andy Anderson and Jan Breitwieser were unable to attend.

Visitors present: Don Borden, Marta Egan (staff), Alan Turner (staff), Charlie Walls.

CORRESPONDENCE:

No correspondence was presented.

CONSENT AGENDA:

Minutes – Approval of the minutes of the regular meeting held 07/13/02.

Financial Reports – Marta Egan presented a year-to-date profit and loss statement and expense/revenue to budget comparison on behalf of Dan Brady.

Motion # 02-07-01