

**Feather River Rail Society
Board of Directors Meeting
June 7, 2003
1:00 p.m.
The Old Gift Shop, Portola Railroad Museum
Portola, California**

President Rod McClure called the meeting to order at 1:11 p.m. The following directors were present:

Kerry Cochran	Norm Holmes	Gail McClure
Hank Stiles	Eugene Vicknair	

Frank Brehm participated via telephone.

Directors Andy Anderson and Steve Habeck were unable to attend.

Visitors present:

Wayne Monger	Jay Sarno	Ed Wagner	Doug Morgan
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Correspondence

President McClure advised the Board of a letter received from the Lassen Technical Institute thanking Doug Morgan for a tour of the facility provided to their members the week prior to the meeting.

He also advised of a letter received from the San Luis Obispo Model Railroad Club inquiring if the Society was interested in participating in their model train show in October. A similar letter was received from the Orange County Model Engineer's Society requesting donation of an RAL certificate for their Annual Fall Meet and asking if we were interested in a booth at same. President McClure advised the Board that a certificate was donated last year and he would recommend we do the same this year

President McClure went on to advise that he had received six letters and six e-mails with complaints and concerns regarding the elections this year. Further discussion was postponed to be discussed later in the meeting.

Consent Agenda

1. Minutes – Approval of the minutes of the regular meeting held May 3, 2003.
2. Financial Reports – .

Motion # 03-06-01 – Remove financial reports from Consent Agenda. Motion made by Director Vicknair, seconded by Director Stiles. All Directors present voted in favor. Motion carried.

Motion # 03-06-02 -- Approval of consent agenda reports as amended. Motion made by Director Stiles, seconded by Director Vicknair. All Directors present voted in favor. Motion carried.

Election Report

President McClure spoke to the Board regarding the problems with this year's election of Directors. It was his recommendation that the Board direct the committee chairman to redo the ballot process. He also reported that there will be changes to the Election Policy based on conversations with Director Cochran as Chair of the Policies and Procedures Committee to provide specific direction as to how the ballots are to be mailed.

Motion # 03-06-03 – Instruction to Election Committee Chair to re-run the ballot process only with deadlines set to allow for announcement of winners at the August Board meeting. Motion made by Director Vicknair, seconded by Director Stiles. All Directors present voted in favor. Motion carried.

Director Cochran suggested that it would be appropriate for an announcement to be made at the Annual Membership meeting of the Board's decision regarding how the issue is to be addressed.

Old Business

Museum Manager

President McClure reported that the contract regarding the Museum Manager position has not been received back from legal counsel. He asked that the Board accept the employment contract and outlined the terms of the contract. He also advised he has spoken to John Walker who is very excited about the opportunities presented by this position and is anxious to get started.

The Board discussed the particularities of the proposed contract. There were questions regarding time off and 10 month vs. 12 month contract.

Motion # 03-06-04 – Empower President McClure to complete negotiation of the contract as to form and subject, with input from John Walker and legal counsel, and authorize him to sign same on behalf of the Board. Motion made by Director Vicknair, seconded by Director Brehm. All Directors present voted in favor. Motion carried.

Truckee Railroad Days 2003

Director Vicknair presented the event agreement for the Societies' participation in Truckee Railroad Days. He advised that the Railroad Regulators are running the event this year rather than the Truckee Merchants Association. Changes in the event contract include expanded rooms for volunteers, stronger wording regarding assistance with cleaning of the equipment prior to display, and timeline checklist with detail regarding what needs to happen and when. There is also work in progress with respect to a dedicated excursion train including a number of private cars.

President McClure reported that we have received approval for movement of our equipment to Truckee and back by the Union Pacific. He and Director Habeck will volunteer their time as the operating crew to meet Union Pacific requirements. He is also working with the Union Pacific to have certain of their equipment available for both Portola Railroad Days and Truckee Railroad Days. President McClure asked that it be noted for the record that we have a contract presented at the June Board meeting for the first time since our participation in the event.

Questions from the Board followed regarding details of the contract including possible incursion of expenses, insurance coverages. With respect to the insurance issue, President McClure will contact our insurance agent to assure that the contractual limits covering liability are adequate.

Motion # 03-06-05 – Acceptance of Truckee Railroad Days Contract pending legal review. Motion made by Director Cochran, seconded by Director Stiles. All Directors present voted in favor. Motion carried.

Acquisition of WP-Related Cars From McCloud Railway

Doug Morgan presented a report to the Board that the McCloud Railway has two historic wood boxcars that would be relevant to our collection. He presented a plan to raise the money for purchase of the cars, with a second phase to restore at least one of them. One car is complete and in excellent condition, the second has most or all of the parts with the car and is in very good condition. There was some question regarding the ownership and Mr. Morgan agreed to provide documentation regarding ownership and clear title. A motion was forwarded with respect to this issue, then withdrawn to be replaced with the motion that follows.

Motion # 03-06-06 – Acceptance of report as presented and empowerment Doug Morgan to begin fundraising under the supervision of the fundraising department as outlined in the report, following favorable title clearance search on the cars, for the purpose of acquisition and restoration of the SN Boxcar and WPFE Reefer currently owned by the McCloud Railway. Motion made by Director Vicknair, seconded by Director McClure. All Directors present voted in favor. Motion carried.

New Business

Acquisition of WP GP7 705

President McClure advised the Board that WP GP7 705, sister to 707 and 708, has become available from Omnitrax and is in operable condition. Asking price is \$5,000. He inquired of some members if they would be willing to donate to the purchase of the locomotive and had received \$3,200 in pledges. The locomotive is to be inspected by an independent third party at a cost of \$400.

Additional pledges were received during the meeting bringing the total amount committed as \$5,000. Transportation will be at no cost to the Society. The members pledging/donating will purchase the locomotive and donate to the Society upon arrival. They will also determine the paint scheme to be applied as long as it is Western Pacific one.

Discussion ensued regarding plans for painting, fundraising, and other concerns. Because this is an activity being undertaken by members, the Board took no action and shall await the outcome of the member's discussions pending the inspection of the 705.

Availability of Tidewater Southern Caboose

Director Vicknair provided a report to the Board regarding a wooden Tidewater Southern Caboose in Waterford, CA on land that has been sold for development. The current owner is selling the caboose which will need to be done before August 15th, as the new owners of the land has announced their intent to demolish anything remaining on the land as of that date. Several people have inspected the caboose and indicated it is in fairly good shape. Director Vicknair was proposing a fundraiser targeting long time shippers on the Tidewater to purchase and restore the caboose. Asking price for the caboose is \$12,000 which is in the current range of market prices. The caboose was purchased from the railroad by Lloyd Flinders.

Consensus direction was provided by the Board to allow Director Vicknair to pursue corporate donations for the purpose of purchase and restoration of the caboose.

Good of the Order

President's Report

President McClure asked Wayne Monger, Election Committee Chair to speak about the elections. He advised he wanted to thank his wife and Mom for assisting with sealing envelopes. It was also recommended at this time that stamps be placed on the return envelopes for the re-mail as it would encourage the membership to participate.

There was also discussion regarding the individuals to be included on the Board of Tellers/Counting Committee. It was recommended Linda Knutsen, Julie Anderson and Jan Breitwieser be approached to participate. Leslie Tigan has indicated her willingness to certify the elections.

President McClure reported on a mishap that occurred during an RAL. Several speeder flats rolled out onto the main line in front of a rental and the locomotive collided with the speeder flats. An investigation was held and it was determined that the cause of the

incident was vandalism – someone intentionally removed the wheel chocks from the speeders causing them to roll out in front of the locomotive. One of the speeders was destroyed and three others will require extensive work. Damage to the locomotive was minimal. Director Cochran, in his capacity as Superintendent of Operations, reminded the Board that there is a written procedure and report form for accidents/incidents of this type.

President McClure reported that the 244 has arrived at Yreka and the V&TRR 80 tonner has been moved to Virginia City. The V&TRR has been advised that the Quincy 3 is to be returned to our property by the end of June or we will enforce a \$50/day fee until it is returned.

He also advised that he has spoken with Tankcom, but the news was simply that they continue to work on finding new homes for the two tanks on property.

President McClure stated that we are going to have to assemble a volunteer crew to install the fencing around the hospital property as we continue to have break-ins. He also advised that as previously reported, there is a leaking fire hydrant at the hospital that has a temporary valve installed by the city as a stop-gap measure. The valve will not make it through the winter as it will likely freeze and break. The Society may need to hire a contractor to put a freeze plug in allowing installation of a shut off, or have the city shut off the city main to accomplish same.

President McClure advised that when our flatcars return from transport of the Yreka Western 244, he is working on setting up transport of the Quincy 4.

Director's Reports

Director Brehm advised that he needs to have reports from every department, on time, particularly in light of complaints received regarding the timeliness of the publication. He reminded the Board that the layout takes time and finesse to get everything in a balanced and proper format.

Director Cochran advised after review of the Bylaws and Roberts Rules of Order, that the Board should carry the current Board seats up for election until the elections are complete. He also advised that the Glad Hand Award has been prepared, but as the recipient was not present for the membership meeting, he asked that the announcement of this year's winner be kept quiet until that party is present.

Director Vicknair reported that he will be taking his Zephyr Project search trip next week.

Director Holmes reported that Mike Flannery had passed away. All donations in memory of Mr. Flannery, a good friend to the Society and the Museum, were recommended by the family to be directed to the Society. Director Cochran recommended that a letter be sent to the family thanking them for recommending donations to the Society and Director Vicknair suggested a moment of silence at the beginning of the Annual Membership Meeting as well.

Wayne Monger asked about additional fundraising for the Silver Hostel. Director Vicknair reported donations totaling approximately \$2,500 in March/April and total donations in the amount of slightly more than \$30,000.

Department Reports

Facilities

Director Vicknair reported that as President McClure previously noted, that a volunteer group will need to be assembled for installation of the fence around the hospital – local contractors want far more that is reasonable or affordable. He also reported that plans are in process for remodeling of the Silver Debris and Eric Stephens has found a carpet installer who is willing to donate his time and possibly materials in exchange for an RAL. Deck extension drawings have been sent to the city for permitting. He also advised that the Women's Restroom has been repainted and he has already received positive commentary regarding same.

Restorations

President McClure reported on behalf of Director Habeck regarding restorations. He advised that our silver UP caboose be approved as a project with a budget of up to \$5,000 to prep/paint the exterior of the caboose, replace one window, and replace one truck strut.

Motion # 03-06-07 – Authorize up to \$5,000 to the restoration of the UP caboose "Silver Palace", # 99005, as outlined on behalf of restoration manager under budgetary line item 56000 – Restoration/Major Projects, pending verification of available funds. Motion

made by Director Vicknair, seconded by Director Holmes. All Directors present voted in favor. Motion carried.

Committee Reports

Elections

Wayne Monger advised that per previous discussion, the ballot process would be redone and timelines set so that membership can have their ballots back to the Election Committee Chair no later than August first.

Portola Railroad Days

President McClure reported that he has attended several PRRD Committee meetings over the course of the last couple of months. The Committee has hired an event coordinator. There will not be a carnival. There will be a parade, bands, wine/beer concessions, dances, Riverwalk dedication, tentative logging demonstrations, car show, duck race, softball tournament, and others. The Truckee Railroad Regulators have agreed to participate, several model railroad layouts have committed to participating. We may need to look at a sealer over the parking lot for which there may be possible assistance from the city.

Magnolia Tower

Director Vicknair advised that work on Magnolia Tower continues. Amtrak has finally committed to remediation of non-conforming materials. This should be complete by 06/12/03 and the tower should be disassembled and placed in a railroad car by 06/17-18/03. Kootz Construction has agreed in writing to a payment schedule with interest for the repayment of money paid for their participation in the project that did not happen.

Legal Counsel Report

No legal counsel report.

Status of Surplus Property Report

Director Vicknair advised that the swap of the Beet Gon and Boxcar with the Santa Maria Valley RR previously approved is progressing. President McClure advised he recently sent a letter to them regarding the Diner and is awaiting their reply.

Other

Ed Wagner addressed the Board. He advised he and his brother, Joe, had only two opportunities to vacation together as adults and one of them was to the Portola Railroad Museum 10 years ago this month. It was his brother's first and only trip to the museum. Joe passed away suddenly this last February.

When Joe was six years old, he contracted Polio and spent 14 months in an iron lung. He spent most of his life on crutches, however, it did not stop him from living his life. He put himself through college and had a successful career as an Aerospace Engineer. He

was also a hard core railfan, and when Ed and his brother came to the museum, they did an RAL together with the late Bruce Cooper.

In remembrance of his brother, Mr. Wagner presented a donation to the Feather River Rail Society in the amount of \$15,000 to be used for the sole purpose of assisting the Society in improving our ADA status.

The Board agreed to the importance of announcing this most generous donation to the membership at the annual meeting.

Closed Session

Adjourned to closed session at 4:44 p.m. Reopened to regular session at 5:59 p.m. President McClure reported that the personnel issue was resolved through action of the Board. Property issues were brought before the board and no action was taken. A Report was presented with respect to ongoing legal issues and no action was taken.

Adjourn

Meeting adjourned at 6:00 p.m.
Next meeting: Saturday, July 12, 2003
Location: Old Gift Shop, Portola Railroad Museum
Portola, CA

Respectively Submitted
Gail A. McClure

Motions and Actions Summary

Motions Passed

- Consent Motions – Motion 03-06-02

Minutes – Approval of the minutes of the regular meeting held May 3, 2003.
Financial Reports – Removed from Consent Agenda under motion 03-06-01

- Motions

Motion 03-06-03.. 2003 Election Balloting

Instruction to Election Committee Chair to re-run the ballot process only with deadlines set to allow for announcement of winners at the August Board meeting. Motion made by Director Vicknair, seconded by Director Stiles. All Directors present voted in favor – Motion carried.

Motion 03-06-04.. Museum General Manager

Empower President McClure to complete negotiation of the contract as to form and subject, with input from John Walker and legal counsel, and authorize him to sign same on behalf of the Board. Motion made by Director Vicknair, seconded by Director Brehm. All Directors present voted in favor – Motion carried.

Motion 03-06-05.. Truckee Railroad Days 2003

Acceptance of Truckee Railroad Days Contract pending legal review. Motion made by Director Cochran, seconded by Director Stiles. All Directors present voted in favor – Motion carried.

Motion 03-06-06.. WP related Freight Cars

Acceptance of report as presented and empowerment of Doug Morgan to begin fundraising under the supervision of the Fundraising Department as outlined in the report, following favorable title clearance search on the cars, for the purpose of acquisition and restoration of the SN Boxcar and WPFEE Reefer currently owned by the McCloud Railway. Motion made by Director Vicknair, seconded by Director McClure. All Directors present voted in favor – Motion carried.

Motion 03-06-07.. UP Caboose Restorations

Authorize up to \$5,000 to the restoration of the UP caboose "Silver Palace", # 99005, as outlined on behalf of restoration manager under budgetary line item 56000 – Restoration/Major Projects, pending verification of available funds. Motion made by Director Vicknair, seconded by Director Holmes. All Directors present voted in favor – Motion carried.

Actions and Notices

- FRRS Member and former Director Ed Wagner addressed the Board. In honor of his brother, Joe Wagner, who recently passed away, Ed made a \$15,000 toward Americans with Disabilities Act access work for the museum facilities.
- Director Vicknair reported on the availability for purchase of Tidewater Southern caboose 305. Board direction was given to pursue details concerning the caboose.
- Election discussions concerned the problems with the mailing house and the appointment of election tellers. It was recommended Linda Knutsen, Julie Anderson and Jan Breitwieser be approached to participate. Leslie Tigan has indicated her willingness to certify the elections.

- Report that Mike Flannery, former WP President, had passed away. His family requests that any donations in his memory be made to the Society. A letter of condolence was directed to be sent by the Board and a moment of silence was to be observed at the Annual Membership Meeting.
- Report that the Women's Restroom has been repainted and he has already received positive commentary regarding same.

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Next Board Meeting

August 2, 2003 6 PM

PRM Visitor Lounge – Portola Railroad Museum -- Portola, California

respectfully submitted by Eugene Vicknair, secretary

July 6, 2003