

**Feather River Rail Society
Board of Directors Meeting
September 11, 2004
7 p.m.
OB's Restaurant
Truckee, California**

President Rod McClure called the meeting to order at 7:30 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 were unable to attend.

Staff present:

John Walker

Visitors present:

David Epling	Victoria Epling	Janis Peterson
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Correspondence

President McClure reported receipt of a check in the amount of \$40,000 for the sale of SP 1215. He asked that the Board consider how these funds should be earmarked for discussion at the next Board meeting.

Director Cochran advised that he received a request from a gentleman named Richard Young requesting information regarding information appearing on certain locomotives. He placed the information for comment on some internet Boards and forwarded the responses to Mr. Young who responded with his thanks.

Consent Agenda

1. Minutes – Approval of the minutes of the regular meeting held July 10 and August 7, 2004.
2. Financial Reports – Profit and Loss statement through end August and Balance Sheet.

Motion # 04-08-01 -- Approval of consent agenda reports as presented. Motion made by Director Brehm, seconded by Director Vicknair. All Directors present voted in favor. Motion carried.

2005 FRRS Budgets

President McClure advised that he had received some, but not all, of the department budgets. The new Excursion Division will require a new budget and Director Vicknair asked that an increase in the Advertising Budget be a priority.

2005 FRRS Calendar

Director Vicknair asked if any corrections or omissions to the calendar had been noted. Error to the dates for the WPRRHS Convention was corrected at the request of Thom Anderson. Director Brehm suggested that the printed calendar released to the public not include dates for activities outside the control of the Society as changes inevitably occur resulting in incorrect information being released in the name of organization. It was suggested instead that a note indicating dates subject to change be included on the published calendar along with certain key dates.

President McClure asked that the recommended changes be incorporated and the calendar be presented for final confirmation at the October meeting.

Old Business

WP 165 Acquistion

President McClure advised he received word from Jack Starr, president of PLA, that their connection at Hearst is complete as of August 23, 2004 and they have started the 90 day storage clock with respect of WP 165 on their property. President McClure also reported that some discussion had gone on between some of the FRRS members and PLA members regarding use of our flat car to transport PLA equipment which was blown completely out of proportion. President McClure will verify with the Union Pacific that they have inspected and consider the connection to be complete and in service as this is the actual date upon which the terms of storage would be based. There was further discussion as to the fact that the storage terms upon which PLA is relying was not a contract with us, but rather, a contract with the locomotive's previous owner and these terms did not carry over legally.

Railfan Day 2005

Discussion was held regarding the date for Railfan Photographer's Day 2005. The agreed upon date was established as Saturday May 21. The Railfan Day Committee was established as Directors Brehm, McClure, Monger and member David Epling.

New Business

FRA Convention Report

President McClure directed the Board's attention to the written report presented by Doug Morgan who attended the FRA 2004 Convention on behalf of the Society. The report was quite comprehensive and there were no questions

Purchase of Greenville Depot Semaphore

President McClure advised the Board that a gentleman by the name of Doug Petersen presented him with an option to purchase the Greenville Depot Semaphore. This

semaphore signal is completely restored and operational. The purchase price offered is \$2,500.

Motion # 04-08-02 – Agreement to purchase Greenville Depot semaphore for the amount of \$2,500 with funding to be provided from a line item 13360 – Historical Collection. Motion made by Director Brehm, seconded by Director Vicknair. All Directors present voted in favor. Motion carried.

Possible Acquisition of Tidewater Southern 70 Tonner locomotive

President McClure advised he had been in contact with the owner of the only Tidewater Southern 70 Tonner locomotive, Dakota Southern. They have offered to sell or trade the locomotive to us for an operating 80 Tonner or a new main generator installed in their S-6 locomotive. FRRS would be responsible for transport on all equipment. Consensus direction was provided to President McClure by the Board to proceed with negotiation of a possible agreement with the Dakota Southern and report back to the Board.

Possible Sale of SP 1337 Caboose

President McClure reported that a gentleman by the name of Bill Douglas from Racine Tools has expressed an interest in purchase of SP 1337 Caboose. Mr. Douglas would like to use the caboose as is for office space. Item referred to A&D Committee for recommendation. Consensus direction was provided to President McClure that based upon affirmative recommendation for deaccessions by the Committee, and double check of ownership records, a possible sale be pursued with report back to the Board for final approval.

Possible Sale of KCC RS-3 #3

President McClure advised that representatives of the Campo Museum indicated that they were interested in purchase of this locomotive. Discussion ensued regarding this possible sale and Director Vicknair reminded the Board had already been provided a recommendation by the A&D Committee for deaccessions of this locomotive. Director Stiles will check with Sam Manaskalko, Booth & Sons, regarding the possible scrap value of the locomotive as he deals with these kind of transactions on a regular basis.

Director Brehm expressed deep concern regarding the proposed purchase price of the locomotive. He felt strongly that the price of the locomotive was too high in the interest of fostering cooperative efforts among museums.

Motion # 04-08-03 – Agreement to Sell KCC RS-3 #3 for the sum of \$12,000 to San Diego Railroad Museum with shipping FOB Portola, subject to contract review by legal counsel and the FRRS Board of Directors. Motion made by Director Cochran, seconded by Director Monger. Directors Cochran, Holmes, McClure and Monger voted in favor. Directors Brehm, Habeck and Stiles voted against. Director Vicknair abstained. Motion carried.

Good of the Order

President's Report

President McClure advised that Portola Railroad Days went well. There was one minor injury -- a visitor twisted his ankle exiting one locomotive on the property. Although the individual indicated at the time he did not wish to file a claim, he has since changed his mind at the urging of his private physician. The issue has been turned over to our insurance provider.

Director's Reports

Director Vicknair reported the Tidewater Southern Bunk car was slated to be move the weekend following the Board meeting. The weekend following the movement of the Bunk car, he was scheduled to fly to San Antonio, TX to inspect the Silver Lodge as requested by the Board.

Department Reports

Mechanical – Director Stiles reported they still await the arrival of parts for SP 2873 Locomotive. All other locomotives appear to be in working order and wheel turning is in the works for WP 512 Locomotive.

Jazz Train – Director Monger gave the proceeds of ticket sales from the Jazz Train event to President McClure. A total of 26 tickets were sold and the SJRRC was kind enough to purchase back the unsold tickets at the cost we paid for them. The approximate proceeds from the train were \$593.07 from train tickets, \$163 for raffle tickets sold during the event. President and Director McClure donated approximately \$350 in materials for items raffled for the event.

Operations – Director Cochran reported that the organization got through the season well, despite a shortage of crews on several weekends. He reminded all that there a number of Ops crew volunteers with very limited experience and to keep a watch out in an effort to keep all safe.

Publications – Director Brehm advised all that if they have not received it yet, they should expect to see the latest issue of The Headlight in the mail. Once again the deadline for The Train Sheet has come and gone with no submissions. He expressed his frustration that The Train Sheet is the tool by which we are supposed to keep the membership involved, and it was a sad commentary that he was getting no information to publish. President McClure advised that a continued lack of material for publication would result in his authorizing Director Brehm to publish the newsletter on a quarterly, rather than a bi-monthly, schedule.

Committee Reports

Hospital Committee – Director McClure advised the Board that the gentleman who agreed to provide us with a structural analysis of the property has personal issues which have delayed completion of the report. He will complete the report once he has gotten past these issues.

Legal Counsel Report

None

Status of Surplus Property Report

None

Safety Report

Director Cochran reported that he had been advised by a number of individuals that from a safety perspective, safety issues had generally improved.

Closed Session

None

Other

Member David Epling questioned why historical articles could not be placed in The Train Sheet. Director Brehm advised that historical reporting was originally deemed to be the purview of The Headlight, while Museum events and happenings were to be published in The Train Sheet. Mr. Epling pointed out that we are all on the same team and it would seem appropriate that some of this information be crossed over between. Several ideas were discussed regarding additional materials which could be included in our bi-monthly publication.

Adjourn

Meeting adjourned at 8:15 p.m.

Next meeting: Saturday, October 2, 2004

Location: Volunteer Lounge, Portola Railroad Musuem
Portola, CA

Respectively Submitted
Gail A. McClure

September 2004 Board Meeting
Motions and Actions Summary

Motions Passed

1. Consent Motions – Motion 04-08-01

Minutes – Approval of the minutes of the regular meeting held July 10 and August 7, 2004.

Financial Reports – Profit and Loss statement through end August and Balance Sheet.

2. Motions

Motion 04-08-02.. Greenville Depot Order Board

Agreement to purchase Greenville Depot semaphore for the amount of \$2,500 with funding to be provided from a line item 13360 – Historical Collection. Motion made by Director Brehm, seconded by Director Vicknair. All Directors present voted in favor – Motion carried.

Motion 04-08-03.. Kennecott RS-3 Sale

Agreement to Sell KCC RS-3 3 for the sum of \$12,000 to San Diego Railroad Museum with shipping FOB Portola, subject to contract review by legal counsel and the FRRS Board of Directors. Motion made by Director Cochran, seconded by Director Monger. Directors Cochran, Holmes, McClure and Monger voted in favor. Directors Brehm, Habeck and Stiles voted against. Director Vicknair abstained – Motion carried.

Actions and Notices

- President McClure advised he received word from Jack Starr, president of PLA, that their connection at Hearst is complete as of August 23, 2004 and they have started the 90 day storage clock with respect of WP 165 on their property.
- Railfan Photographer's Day 2005 will be held on Saturday, May 21. The Railfan Day Committee was established as Directors Brehm, McClure, Monger and member David Epling.

Closed Session

None

Next Board Meeting
Saturday, October 2, 2004
Volunteer Lounge, Portola Railroad Musuem
Portola, CA

respectfully submitted by Eugene Vicknair, secretary

September 30, 2004