

October 2008 Board Meeting Motions and Actions Summary

Motions Passed

1. Consent Motion - approved motion 08-10-02.

- . Minutes - from the Sept 2008 BOD Meeting.
- . Financial Reports - Profit/Loss and Balance Sheet through end of September 2008.

2. Business Motions

Motion 08-10-01

2009 Event Calendar

Tabled to the November 2008 Meeting.

Thurman / G. McClure. Aye - 8, Nay - 0, Abstain - 0.
Motion carried.

Motion 08-10-03

Donation of Flatcar KRL 600430

Accept donation from Kasgro of car KRL 600430 under terms and conditions outlined in letter from company. Vicknair / G. McClure. Aye - 8, Nay - 0, Abstain - 0.
Motion carried.

Motion 08-10-04

Purchase Offer for DODX Flatcar

Sell DODX 38646 for \$6250 plus \$250 switching charges. Contract to be drafted by President McClure FOB Portola, no warranties, as is, where is. Contract to be presented to Board for review following sale. G. McClure / Vicknair. Aye - 8, Nay - 0, Abstain - 0.
Motion carried.

Motion 08-10-05

Switching and Loading Charges

Refer issue and recommendation flat rate structure to Moving and Storage Committee. G. McClure / Holmes. Aye - 7, Nay - 0, Abstain - 1.
Motion carried.

Motion 08-10-06

Property Fencing

Table issue until March 2009. Director Vicknair to continue negotiation with Calif. Conservation Corp for next Spring. G. McClure / Thurman. Aye - 8, Nay - 0, Abstain - 0.
Motion carried.

Motion 08-10-07

2009 Commemorative Models

Table to the November 2008 Meeting.

G. McClure / Thurman. Aye - 8, Nay - 0, Abstain - 0.
Motion carried.

Motion 08-10-08

Advertising Opportunities

Approve expenditure for two advertising opportunities: KOLO TV Staycations and Tri-City Publications tourism guide. \$500 total expenditure from line item 67010 - Advertising. Vicknair / G. McClure. Aye - 8, Nay - 0, Abstain - 0.
Motion carried.

President's Report

- . SP 4404 - UP is now requiring locomotives hauled in service to have alignment control couplers. To convert an engine would cost about \$10,000 per coupler. Sales talk ongoing.
- . Silver Plate is here. Made it with no damage or delay.
- . Trackwork continues on RIP tracks and other areas.
- . Oil separator chemicals have arrived.
- . Frank Beaver's collection moved from Westwood.
- . Sheet metal has been purchased to cover broken windows on north side of diesel shop.
- . Spoke with Mike Coen about investments. Dan Brady has moved our stocks to low risk from medium risk. We have taken a loss, but it is not severe.

Museum Manager's Report

- . Presented September sales numbers. RAL, train rides and donations were up vs. 2007. Gift Shop was down from 2007, but overall sales was up over Sept. 2007.
- . Lots of people from KOLO Staycations.
- . Greg Vanderbeek came and worked on SN 1642 caboose. Need a plan to finish work.
- . Ed Powell is working to complete electrical and HVAC work on Silver Debris.
- . Charlie Spikes put in new security lights with constant-on detectors. Ed Powell also worked on this. Going on outside of Diesel Shop and Silver Debris.
- . Looking into doing weed abatement. Local fire crew offered to do it after first major rainstorm.
- . Craig Simmons gave information on local cooperation group.
- . Showed model of UP Western Pacific Heritage SD70 in G scale.
- . Tour group of 40 people coming in on Tuesday.

Director's Reports

Holmes - Bob Larson donated a photo enlarger.

Department Reports

Zephyr Project - Lettering made for 805 and Silver Plate. Work will occur next weekend, weather permitting.
Advertising / PR - Ad submitted to Hot August Nights bi-monthly newsletter, circulation 12,000. As sponsor, we get full color, full page ad in next 6 issues. Still getting response on HAN show. Wants to make commitment to HAN for 2009. Discuss commitment at

November Meeting.

Committee Reports

Model Railroad - 2011 National Train Show will be in Sacramento. Would like presence at show and asks that we start planning for it. Asked that we start working on HO layout for 2011 show.

Closed Session

Meeting adjourned to closed session at 7:47 PM and reconvened to open session at 10:50 PM. Director Vicknair reported the following out of closed session:

"The Board heard a report on an on-going legal issue, FRRS v. Kasten/ITAC. No action taken.

The Board considered a business issue concerning the position of Museum Manager. A report was presented by employment committee regarding the position of Museum Manager. Motion to accept contract, job description, position duties, as reported, was made by Director Thurman, seconded by Director Vicknair and accepted by unanimous vote of the Board.

Motion 08-10-09

Museum Manager Contract

Accept contract, job description, position duties for Museum Manager.

Thurman / Vicknair. Aye - 8, Nay - 0, Abstain - 0.

Motion carries.

Motion was made to extend position as described and accepted by Board to current Manager, David Epling, to run through February 14, 2009 with option to extend beyond that time. Motion made by Director G. McClure, seconded Director Vicknair. Was accepted by unanimous vote of the Board.

Motion 08-10-10

Current Museum Manager

Extend position as described and accepted by Board to current Manager, David Epling, to run through Feb. 14, 2009 with option to extend beyond that time.

G. McClure / Vicknair. Aye - 8, Nay - 0, Abstain - 0.

Motion carries.

President provided Board with documents concerning a liability issue. A motion was forwarded regarding Board's decision to follow legal counsel advice as provided. Motion failed and was referred by consensus direction back to legal counsel for further advice."

Director Parker made the following statement for the record: "He is very troubled by the action of this Board that resulted in not following legal counsel's advice with regard to the personnel issue."

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Director Resignation

John Walker has resigned as a director due to other time commitments.

Next highest vote getter in 2008 election, Frank Brehm, declined due to personal commitments.

Next highest vote getter is Charlie Spikes. He accepts position and Board gave consensus approval.

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Motion 08-11-01

2009 Event Calendar

Approve the amended version of the calendar.

Vicknair / G. McClure. Aye - 7, Nay - 0, Abstain - 0.

Motion carried.

Motion 08-11-03

2009 Commemorative Models

Accept report as submitted for ordering 250 each of custom cars in HO and N scale with concept 1 graphics.

G. McClure / Habeck. Aye - 7, Nay - 0, Abstain - 0.

Motion carried.

Motion 08-11-04

Headlight Editor

Accept the proposal by Mike Mucklin to become Headlight production manager and include the higher cost into 2009 budget.

Vicknair / G. McClure. Aye - 6, Nay - 0, Abstain - 1.

Motion carried.

Motion 08-11-05

Gift Shop Improvements

Accept Gift Shop Improvement report with work to be done in following priority: 1 - POS / On-Line, 2 - Insulate gift shop ceiling, 3 - Low cost reorganization, 4 - New Window into Diesel Shop, 5 - Soda Fountain and related, 6- Gift Cards. To be done on a funds available basis from line items as outlined in report.

Vicknair / Monger. Aye - 6, Nay - 0, Abstain - 1.

Motion carried.

Motion 08-11-06

Join Society for Industrial Archaeology