

NPRHA Board of Directors (BOD) Combined Minutes / Actions of 2009

BOD eMail Action - January 10, 2009

In July, it was reported that the current NPRHA.org server that is leased for the Research Library has nearly reached its limit of 16-Gigabytes of served data due to hard drive capacity. For nearly 6 years of NPRHA.org operation, XFactor provided special consideration and pricing for use of their server and StoreHost functionality that supports the Company Store. XFactor cannot provide a larger server for lease, although they can manage a new server provided by NPRHA in their collocation facility. The following Dell Quad Core server was recommended for the next five years of NPRHA growth:

- Dell - 2.0GHz Quad Core Intel Xeon E5405 with 2x6MB cache, 1333MHz FSB, 4GB RAM, 750GB storage in RAID 1 (hot swappable), and no operating system

A quote of \$2200 + \$0 (shipping) + \$188.99 (tax) = \$2388.99 was obtained using XFactor's good relationship with Dell. It was also recommended that Windows Server 2008 Enterprise be obtained via TechSoup that provides inexpensive software support to non-profits.

Motion to allocate up to \$3,000 for purchase of the specified Dell 2.0GHz Quad Core server with 750GB of storage and Windows Server 2008 Enterprise software to host NPRHA.org in the XFactor collocation facility for an anticipated five years of organization service - Taylor, Lubetkin 2nd, carried.

BOD eMail Action - January 23, 2009

A motion was made to consider purchase of two LCD projectors for the association's needs for computer-based presentations. One would support the NPRHA East Archives of the JSRH and the other kept on the west coast for event support there. The recommended configuration included:

- Dell M409WX projector with remote, hard carrying case, Dell cable kit, 50-foot VGA cables at \$1089.00 each

One primary concern was the borrowing of projectors from various organizations and the potential fragility and liability of costly projector parts such as lamp units. Discussions also included issues of theft protection and insurance, input cables, and rental considerations for major events such as the conventions. The final discussion left convention needs with rentals and only one LCD unit purchased for the NPRHA East Archives of the JSRH.

Motion to purchase one LCD projector for use at the NPRHA East Archives of the JSRH to cover ongoing needs for computer-based presentations - Dick, Frissell 2nd, carried.

BOD eMail Action - February 9, 2009

Gary Tarbox reported that the first round of BN Aperture card scanning was complete and has met or exceeded expectations. Special thanks to Bill Sornsinn for a tremendous effort to prepare the scans for posting to the Internet. The scans so far totaled 13,970 images (structures = 9,647 and station plats = 4,323). The goal is to post these images to the joint archive website for ready availability to people interested in learning more about the original railroads. The purpose is to inspire these interested people to join one or more of the historical organizations represented in the archive.

The approximate 26,600 bridge cards are the next step in the scanning project. It was decided that the approximately 8,000 engineering Right-Of-Way aperture cards would be retained for research but not scanned since they would have a much lower level of interest.

Motion to approve the NPRHA joint share of scanning the BN Aperture Bridge Cards totaling \$4,721.00 - Tarbox, Dick 2nd, carried.

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BOD eMail Action - April 10, 2009

Migration of the original NPRHA.org to the new server and new software base required additional design and professional consulting resources to properly master the complexity of the new SharePoint 3.0.

Motion to extend the project allocation to \$3,850 for additional technical consulting required to migrate the NPRHA.org databases to SharePoint 3.0 and the new server - Frissell, Taylor 2nd, carried.

BOD eMail Action - June 3, 2009

Advertising in *Classic Trains* magazine for the past 32 months has contributed to our membership stability and online Company Store sales. The Modeling Committee also plans to introduce two stations structures at the 2009 White Bear Lake Convention. It was proposed to increase our advertising ad size from 1/12th page to 1/6th page ads for the next four issues to increase the visibility of our messages and exclusive NP models. This increase will raise the advertising cost to \$1,975 which is 84% over last year's investment.

Motion to increase the NPRHA ad in Classic Trains to 1/6th page size and approve the increased expenditure from current levels to the level of \$1,975 for the next four issues of publication - Dick, Frissell 2nd, carried.

BOD eMail Action - June 9, 2009

John Lubetkin reported that he needed to focus on finding an appropriate literary agent for his current writing focus (four books in various states of preparation, all having to do with the Northern Pacific). To balance this effort, he tendered his board resignation on May 3rd to the president and noted that he had enjoyed his service and congratulated the NPRHA on its continued outstanding work.

Based upon NPRHA By-Laws, section 12, the board sought to fill the vacancy for the remainder of the term in question.

Motion to appoint John Hillard to serve the remainder of John Lubetkin's term on the NPRHA Board of Directors - Taylor, Christensen 2nd, carried.

BOD White Bear Lake MN - July 15, 2009

Called to order by President Tarbox at 7:00 am.

Members in Attendance: Mike Applegate, Mike Borkan, Duane Durr, Bob Horne, Bill Kuebler, Mike Lustig, Tim Repp, Larry Schrenk, Norm Snow, Bill Taylor, Gary Wildung. **Board:** Jack Christensen, James Dick, Chris Frissell, John Fujii, John Hillard, Allan Manson, Gary Tarbox, Jan Taylor, Ken Vogel. **Guests:** Vita Muggli.

Agenda – reviewed and approved.

BOD recorded minutes published to nprha.org. *Motion to accept last minutes – Fujii, Taylor 2nd, carried.*

Finance

Vogel reviewed the profit and loss statement for 2008 and reported that we made money. Company Store reporting was also noted as part of the overall statement. Cash reserves continue to grow over the last a couple of years. Audits would be the next to prepare for and finish.

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Membership

Tarbox reported the experimentation being done around the renewal process. People don't always renew usually because they forget. Two letters are sent – 8 weeks before the last issue and then again at 4 weeks before the last issue. This seems the most successful. Envelopes in issues confused people for renewals. Multi-year memberships have also proven to be successful – 25% of the membership has converted to this style. The half-price renewals campaign have been successful, tending to create new memberships (these are for people who have not been a member in the last 5 years). Two formats of advertising in *Classic Trains* were pursued – *Mainstreeter* and *Calendar*. The NPRHA calendar also features a membership brochure as well. The website, NPRHA.org, has also been a good source of information and generator of interest in membership.

Publications

Tarbox reported that Tim Repp asked to be relieved so Craig Reese has taken up the task. Craig is a professional editor and has previously edited issues. Focus is for generating new content and that it balances with both ends of the railroad articles. Craig requested a small expense of high-speed Internet reimbursement to accommodate large file transfers for the digital production of issues. Vogel noted at this time, overall production costs for issues and the calendar will not necessitate a rate increase given other revenue in the organization.

Company Store

Tarbox reported on the two modeling projects (mechanical reefer and bay-window caboose) currently for sale. Of the 600 units of the reefer, over half were sold (but we have not broken even yet – expected to do so by the end of the convention). The caboose kits have sold well. New clothing has not been added to the company line due to current demand by our community. The report also showed that sales for model material and *Mainstreeters* matched – new people stock up on reference material at the same time. We may wish to consider a digital CD/DVD in the future for these issues. Books sales have been good with reasonable margins. The DVD video market is dropping a bit – more online orientation might be the cause. Newer DVD content might be in order was one suggestion. Frissell suggested that we also look at publishing consolidated material (popular *Mainstreeter* articles and perhaps out-of-print media/books). Tarbox noted that wood and steel caboose issues have been highly popular.

Modeling

Tarbox covered the modeling committee's report. Bruce Barney has produced both NP, SP and SP&S material. He may be very busy in the future. The NP paint project is underway with 14 colors in process. The group is also looking at O scale as well. A review of current offerings was listed in the report. Last year's flat car has sold out, but a new source has been found. Dean O'Neill has accepted the chair of the modeling committee.

Conventions

2009: Tarbox thanked James Dick, Vita Muggli, and their committee for their hard work in pulling the convention together. Dick reported initial fears about fuel prices until the economy tanked. They have been very cost conscious in holding down expenses in producing the event. We own most of the hotel and, at last count, 110 registrants were attending. Dick says that for spouse tours – especially 2010 – we may need to underwrite them initially to prime them (initial transportation costs) – probably \$250 for van/driver, the participants would pay any gate fees. This was agreed upon as a reasonable expense. The WBL hotel was only charging us driver wages and gas - \$10/participant.

2010: Applegate reported that a hotel packet was forwarded to Tarbox for Mirabeau Park Hotel in Spokane, WA. Mike Lustig is working on train details. They have been talking to people about presentations and layout visits. The committees are coming together for 2010. Tarbox noted that the convention issue of the *Mainstreeter* is the first 2010 issue which has a deadline of 15th of December. Verne Alexander has volunteered to write the lead article for that issue. Applegate noted that if the train doesn't work out, he would like to ask for a few presentations (Kuebler et al) – perhaps have access to a number of facilities. There will be tons of stuff to do/see in Spokane. There are a few great layouts (monster layout for GN, a lot of NP history in Spokane, O gauge interest as well). Spouse activities are in progress. Tarbox noted that we need to move the annual membership meeting to another day et al. Tarbox noted that we requested BNSF equipment but got initially turned down. Operational people thought differently, so we may need to schedule the train ride differently – Mike Power working on this. Applegate thanked Bill and Jan for their help. Tarbox said it was important for good communication and getting help early as things progressed.

2011: Bill Taylor reported that the 2006 convention committee will again volunteer to help with this convention. Butte is interesting to deal with – magic happens if the stars align (but if they don't things won't work). Plan B is the

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Warbonnet Hotel. The NP depot there is restored and privately owned, They have banquet facilities and we think you'll be very impressed there. It was restored to its original wonder. In Butte, another feature in the area is Virginia City. The Montana Historical Society has taken over a ghost city. There's a narrow gauge train for a few miles. Perhaps a bus ride (1.5 hours) to Homestake Pass, Alder Branch, Nevada City to Virginia City on steam train, BBQ, etc. Jan Taylor noted this was originally a mining camp. Dates are blocked with everyone. Budget finances were not complete but would likely be comparable to 2009 White Bear Lake. Tarbox noted that GN group would likely be in St. Cloud, MN, around that time. The possibility of deferring to 2012 was asked. The membership would need to be consulted. Horne noted that there was a 10-15% overlap by members who would be attending both conventions. Duluth and Yakima were also mentioned – more to come.

Archives

Borkan covered the NPRHA JSRH joint archive report. Events for the past year included Minnesota statehood, etc. The collections were also documented in the report. Archiving sessions still meet on Tuesdays (listed in the *Mainstreeter*). The archives computer committees of the NPRHA and GNRHS have specified needs for near term work. Scanning work for BNSF data includes both GN and NP stuff in differently labeled boxes. We will need permission to print any GN material. Frissell agreed, ownership needs to be established and an interface on how to obtain permissions would be necessary. Borkan also reported that the digital projector is now available. There were no security issues this year. We might need funds to replace some older office furniture (rolling chairs with 4 legs is old and prone to tipping).

Tarbox reported on the West-End Archive development. Four members continue work regularly each Wednesday to catalog Jim Fredrickson's collection. The entity to hold the master lease on space for the collections of the Railroad History Organizations in the Pacific Northwest has been certified as a non-profit corporation in the State of Washington and an organizing plan has been drafted. The next step is to apply for Federal 501(c)(3) Tax Exempt status before securing a facility. This initial work is being carried out as a joint project of the NPRHA and GNRHS.

NPRHA Website

Tarbox reported that a new operating system for the website server has been installed and the transition is in progress. Four SharePoint sites have been installed on the server: Research Library, NPRHA Membership, Joint Archive, and a Working site for archive content development). We will start populating the archive site with the BN aperture cards project. Approximately 24,000 bridge drawings have been scanned to date. Bill Sorenson recently learned that the government has removed all of their drawings from their sites for homeland security purposes. Limiting access to such data is now being considered. Perhaps this data should be available only on CD or other media. The B&O societies have been successful in distributing these types of drawings on CDs. The new version 3.0 of Microsoft SharePoint has more accurate search capability. Jan Taylor mentioned the McGee collection at the Montana Historical Society needs additional cataloging work and is not easily accessed right now.

Nominations

Vogel reported that the nominations committee needed to look at the positions for Chris Frissell, Jack Christensen, John Fujii, Gary Tarbox, and James Dick. After consultation with these members, they have all agreed to stand for the election.

New Business

Grant Policy – as was discussed in the past, development of a formalized grant policy has been followed up by Bob Horne. He briefly covered the document in its four parts of background and priorities and appendices. Priorities for the NPRHA include publications, calendar, archives and information dissemination via the web, etc. Preservation funds need a separate grant review committee set up by the board of directors. This group recommends funding levels for project requests, back to the board and can be done virtually via email throughout the year. Horne quickly recommended that the board review the entire proposal at their convenience since this meeting ran short.

Moclips Station – Norm Snow joined the meeting late and told the board about the Moclips by the Sea depot project (Moclips, Washington). Moclips was the western-most terminal for any class-one railroad. Original plans from Jim Fredrickson were dated 1903. There is a museum there now and a lot of history in the surrounding area. New plans have been drawn up that extend the station from its original size according to railroad practices from standard plans. A grant has been requested for the original land – Grays Harbor County and the National Parks Service are on board. Tarbox mentioned that there was need of assistance with the \$2K grant application and a letter of support from the

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NPRHA to compete against another grant application. Horne noted that if the grant was made from the NPRHA, there should also be an opportunity for the membership to independently contribute to the project as well. Tarbox said he would mention this at the membership meeting as well as post news in the *Mainstreeter*.

Special Projects – Vogel mentioned that special projects also needed to be discussed on Sunday with necessary follow up then.

Adjournment at 8:34 am.

Annual Membership Meeting White Bear Lake MN – July 18, 2009

Called to order by President Tarbox at 3:08 pm in the meeting room of Best Western White Bear Lake Country Inn.

Tarbox complimented the convention committee on a great convention. He recognized all volunteers but also recognized James Dick, Vita Muggli, Mike Borkan, and Ken Zieska for their extraordinary efforts.

The basic agenda was announced – a review of organization business, then voting on issues on Sunday. The meeting today would be a summary of business at this time with backup data being available.

Minutes of 2008 were posted to NPRHA.org in December. During the discussion, it was requested that additional copies be distributable during the convention for members without email. *Motion to approve the NPRHA 2008 minutes – Norm Snow, David Long 2nd, carried.*

Tarbox mentioned the *Mainstreeter* mailing dates are one month before each quarter. Anticipate September, December, March, and June – to avoid collisions with dates such as conventions and the holidays.

Financials

Vogel thanked Bob McCoy, the previous treasurer, for help with this new position. The financial summary of the organization showed that it had reserves in the bank and no outstanding bills except convention expenses. Profit and Loss for year end 2008 showed an income for the year at approximately \$90,500.00. Membership income was at about \$45,000. Expenses for the year were \$85,000. The largest expense was publication of the *Mainstreeter* at \$41,000. Net income stood at \$5,000. The project at hand was now the audit by the end of this year. Vogel invited questions and suggestions for details in the report.

One question asked was the cost of this event – the 2008 convention was approximately \$25,000 and an income of approximately \$26,000, netting about \$1,000. Durr was interested in more breakdowns for the convention budgeting be available. Another question made was about reporting for the company store. Vogel stated that during its establishment, the store accounting was separate from the organization in case of failure. He would be working on merging them into one stream now that a working model was in place. Egan asked if all incomes in the category were tax free? Tarbox answered that while we are a Minnesota non-profit organization, we do pay sales tax for income tendered. Vogel also noted that the store revenue was not considered non-profit – only membership income could be treated that way.

Membership

Tarbox reported for David Hillard that for the last 3 years, membership was about 1,950 in range. Each issue of the *Mainstreeter* membership publication showed losses and gains of standing members. Between 190-220 new members came on board each year and we lose a similar number of members each year. The largest problem was yearly renewals – retention was a challenge. The largest boost has been renewals of long-time lapsed members (at a half-price re-introductory offer). Multi-year memberships have also increased to 25% of our total memberships. We have not had significant increases in our local group activities except Auburn, Twin Cities and Billings groups. It was noted that local swap meets substantially increase our membership interest. Vogel mentioned that he will attend Washington state swap meets to encourage membership where he can. We have also upgraded the calendar to include a recruiting brochure for the NPRHA. Advertising for the NPRHA continues in *Classic Trains* magazine.

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Publications

Tarbox reported that *Mainstreeter* editor, Tim Repp, resigned as editor to work on book projects instead. He would still contribute to the editing team, but would not head the group. Craig Reese, the editor of the *Mainstreeter* in the 1990's, has returned to fill this role. He has been a professional newspaper editor and is involved in preparing online publications. Tarbox said he was working with Reese to generate new articles and to pursue topics across the railroad. Wildung asked about our ad policy for the *Mainstreeter*. Would there be more than Bill McKown's ads now? The board will need to review a formal process to codify a proper approach for the *Mainstreeter*.

Organizations like the Railway Locomotive Historical Society (RLHS) has asked us in the past for a ad swap. Durr suggested we might experiment with inserts for advertising such as RLHS or Precision Scale. The board was tasked with investigating this issue further.

Advisory motion made to the board concerning advertisements only as inserts, not space in the Mainstreeter itself – Gary Wildung, David Coster 2nd.

Discussion produced a friendly amendment of the directive to grandfather in Bill McKown's current ad status in the magazine. Gary Wildung, Duane Durr 2nd.

Hand vote for amendment carried. Hand vote of the main motion carried.

Calendar

Bill Kuebler reported for the calendar committee (Duane Durr, Gary Wildung, Bill Kuebler) that they were again looking for impactful images that draw you in from a distance (as a recruiting tool). The committee tries to balance the calendar selections:

- East and West
- steam and diesel
- engines, cars, structures, action
- photographers
- new contributors/collections
- other

Color and black & white images don't weigh as heavily as the content itself. The group is hungry for photos, especially collections that are still untapped. New leads and connections are welcome. There was discussion about model photography - so far, only one contribution - the group would consider high-quality model images with the same sense of impact as other photos.

Company Store

Tarbox reported that this year's featured models were the bay-window caboose and mechanical reefers. He noted that modeling sales make up 49.3% of all store sales. Convention to convention revenue was about \$33,000 of which \$8,000 was achieved profit for the organization. This revenue helped the organization to keep our membership dues down and to step up on preservation projects of interest to the NPRHA. At the 2008 convention we sold about \$10,000 and this year's convention sales are running about \$6,000. It was noted that the attendance was smaller this year at 120+ people versus 180 registrations. We are always interested in product or project recommendations for the store.

Modeling

Tarbox reported for the modeling committee headed by Dean O'Neill. The group produced six new kits this year, including an O-scale motor car shed and a N-scale 30x40 depot. A lot of new modelers are joining the N-scale ranks. The modeling committee currently has about 9 people with a variety of interests. They are all interested in your input. Please contact Dean with your ideas and feedback.

Conventions

2009 – James Dick started out his report with respect for those who've done these events before – gas prices skyrocketing (\$4/gallon), a bad economy, transportation costs high – these were all challenges. He acknowledged and thanked Ken Zieska and many others, and above all, Vita Muggli, for co-chairing the effort. A warm applause of thanks was offered by those in attendance.

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2010 – Mike Applegate reported about the planning for the Spokane, Washington convention. He mentioned work to try to schedule a train trip from Spokane to Thompson Falls and back with lunch using a BNSF executive train in the area for the Glacier Park 100th celebration. Mike Lustig was working hard to use MRL trackage. No guarantees, but a lot of hard work by volunteers to try to make this happen. The hotel property lined up for this convention is the Mirabeau Park Hotel in Spokane. Durr mentioned that the best Amtrak rates happen if you schedule 344 days prior to travel.

2011 – Bill Taylor briefly discussed planning for Butte, Montana. He mentioned that relative to the GNRHS, there were discussions possibly to move the event to 2012. Nothing was yet decided at that time.

Archives

Mike Borkan reported on the Jackson Street Roundhouse Archive activities. Various members of the organization were able to spend additional time at the archives and all were impressed at the results. Tarbox reported on the West-end archives progress with groups from the Seattle-Tacoma region. Additional volunteers and space there would continue to help overall progress for the organization. They are scanning and posting data online to help remote research and analysis. Tarbox announced that he would be stepping down as president to focus on this new archive project for the NPRHA. He would remain on the board and contribute leadership to the archives, website, and store activities.

Nominations

Ken Vogel reported that John Hillard was a new board member to replace John Lubetkin who had recently stepped down. The Nominating Committee was tasked with filling five expiring board positions for Jack Christensen, James Dick, Chris Frissell, Gary Tarbox, and John Fujii.

The new slate would serve a two year term. The candidates were Jack Christensen, James Dick, Chris Frissell, Gary Tarbox, and John Fujii. Nominations were invited from the floor three times per procedure. Hearing none, the nominations were closed.

Motion to close nominations and approve the slate of candidates – Ken Zieska, Gary Wildung 2nd, carried.

Grant Policy

Bob Horne is heading an effort to expand and address NPRHA's grant policies that have been in place since 2001. The 2001 policy for funding of restoration projects for NP equipment and buildings only provides for up to two donations/grants to be made for \$2,000 per year. The mission for the NPRHA was summarized as "Preserve the History of the Northern Pacific Railway." The association does this by (1) publishing the *Mainstreeter* and annual calendar, (2) operating our joint archive at the JSRH, (3) publishing information on the web at NPRHA.org, (4) making small contributions to various preservation projects when requested, and (5) promoting the publishing of NP-related books, articles, models, and DVD's for the rail-fan market.

The new grant policy proposed prioritized NPRHA funding for activities (1-3 above) of the association. It also noted that the NPRHA should continue its policy (appendix A of the proposal) that precludes ownership or maintaining structures or equipment. Every June 30th, the treasurer will present a 12-month budget of funds and resources that have been accumulated as Preservation Funds to be managed separately from NPRHA financial statements. At its annual convention, the NPRHA board would designate a panel of three members to serve as the Grant Review Committee (GRC) to review and rank by merit projects submitted for funding consideration only by not-for-profit entities. Based upon an approved budget, the NPRHA board may approve grants during the following 12-months as recommended by the Grant Review Committee, aggregating to no more than ten percent (10%) of the preservation funds accumulated to that date. The appendices of the policy included both the details of the July 11, 2001, policy and a proposal for preservation grant requirements. It was asked how the committee would decide their recommendations – consensus or otherwise? There was no detail how the committee would prioritize their recommendations (or even reach consensus) – only that the committee would make a series of recommendations to the board for consideration and action.

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Moclips Station

Norm Snow covered the museum of the north beach (central WA coast line). Moclips was the western-most point of any class-1 railroad for the United States (and the Northern Pacific). An open air depot served this area that was torn down in the 1950s. Their museum has decided to recreate the NP depot. The NP gave the property to the parks department and the parks department gave its 99 year lease to the museum. The museum has created a modified depot design following standard practices to accommodate their space needs (increasing the freight room and waiting room in prototypical fashion). The group wanted to present this to the organization membership for their consideration of support. The museum is strongly supported in the area. The state of Washington is supporting them through the parks department. They have grant writer support. They have applied for a grant from bi-ways program from the national government. They need matching funds (10% at least) so they welcomed any contributions towards those matching funds. The grant request total was \$350,000 that should cover the entire project. The group has also acquired a caboos that requires restoration but is already on the property. Tarbox stated that the NPRHA wrote a letter in support of the project and the board would be discussing a nominal contribution to the project.

Adjournment at 4:21 pm.

BOD White Bear Lake MN - July 19, 2009

Called to order by President Tarbox at 8:08 am.

Members in Attendance: Phil Beach, Duane Durr, Bill Taylor. **Board:** Jack Christensen, James Dick, Chris Frissell, John Fujii, John Hillard, Allan Manson, Gary Tarbox, Jan Taylor, Ken Vogel.

Conventions

The GNRHS is planning its 2011 convention on the east-end at this point. The discussion was for serious consideration of moving the Butte convention to 2012 and picking an alternate location for 2011. Durr mentioned that Jamestown would be a possibility – there's a big plant at Spiritwood with a lot of rail activity (BN runs a daily local there), it was one of the only short lines in North Dakota, Jamestown was a division point on the NP, could line up a veterans panel if we went there, etc. After talking to Butte and Jamestown for more information about dates, a conference call should be held to determine next steps and decision making.

Financials

No additional issues were discussed except moving forward on a full audit for the year with reports desired by the conventions.

Membership

It was noted that we would like more East-end coverage in the *Mainstreeter* to help generate interest and involvement. Perhaps train operations (such as freight competition with the Milwaukee – NP's response was A-class locomotives on those freights). Durr expressed that if he got some help, he'd do some articles on branchlines in ND, for example in the 1963, they ran the *Mainstreeter* around an accident.

Calendar

Durr mentioned the format for GNRHS's calendar included art plus postcards. There was no desire to change our focus from historical information and information on our organization. The processing cost for the calendar was noted as significantly more than the magazine. The explanation was the higher numbers produced for hobby shops and that color costs more per page. A more complete breakdown of costs was requested.

Modeling

Tarbox reported that this group will continue as planned. They are making money now and the only expenses are inventory in the store. We're about break-even now for the \$14K paid for the mechanical reefer models.

Company Store

Tarbox noted that we've shifted away from clothing and specialty products to the book and modeling products. This seems to be where the action is right now. Clothing – should we get back into that? We can probably link into other suppliers for that. Jan Taylor noted that everyone likes clothing items, but they are slow to move and probably not

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the best use of our capital right now. Clothing has slowed down in six years. When Joy came out with the original red shirt – it was hot as there was no other NP products available. Now the NP is emerging as an important market for other companies. Modeling is the current opportunity for growth, although the concern about model accuracy is still high.

JSRH Archives

Tarbox asked what kind of funding do we need for the coming year? We have been approving ranges between \$4.5K - \$5.5K for expenses. Borkan's verbal estimate was just operating budget. Dick noted that the amount should remain stable, although we may need to increase 10% due to acquisitions (for example, archive boxes – for materials from Fort Worth). There would also be a cost of living acceleration on the rent. We will proceed on this basis (2% CPI) increase.

NPRHA Website

Tarbox reported that we're through the learning period now and settling down to populating the server with new content. He has set up four sites – two for the joint archives with GNRHS. We have not asked yet for cost sharing on this, as our monthly operational costs are nominal compared to the costs of the server and software. We have about \$4K invested in hardware and software costs. We will set the archive up on the new server and evaluate whether or not we will need a separate site on a dedicated machine. Worse-case situation would require a separate copy of Sharepoint for the archive. Our current server is quite capable at the moment.

NPRHA Officers

Motion to appoint 2009-2010 NPRHA Board Officers as follows:

- *President – Jan Taylor*
- *Vice President – Gary Tarbox*
- *Treasurer – Ken Vogel*
- *Secretary – John Fujii*

Hillard, Vogel 2nd, carried.

West-End Archive

Tarbox reported on the west-end archives project. Work started based upon Jim Fredrickson's collection about five years ago. Jim's collection is heavily focused on the Tacoma Division and Jim wants it archived on the west-end which was the original impetus to develop the west-end archive. This archive will be an extension of the Jackson Street Archive work. It is expected to attract other collections such as from Dave Sprau, Gary Emmons, Ed Berntsen, etc. There is a pool of 60+ members that regularly attend the Auburn meeting and could contribute to cataloging the data.

The effort to locate space for the west-end archive has resulted in forming an umbrella non-profit corporation, Pacific Northwest Railroad Archive (PNRA) to acquire and operate the space, similar to MTM's role at JSRH. A committee has been formed consisting of Gary Tarbox, Walt Ainsworth and Bill Sorensen (who is on the GNRHS board and an NPRHA member). It will be a facility to house, catalog and digitize the collections, not a publicly accessible museum-like space. We want to establish a vault area that can maintain low temperature and humidity to help preserve photo negatives and important documents. PNRA will provide affordable space for the joint archive of the NPRHA and GNRHS groups, along with the three to five other such groups in the region. We are looking for secure industrial warehouse space without many windows. For example, we are talking to the King Street Station people – the city owns the space and it might be available. Other area cities have space which could work, along with a Federal supply complex in Auburn. Perhaps we can find available space at favorable rates due to the business downturn.

Mike Power helped to make the JSRH map transfer happen. He has been negotiating transfer of the rest of BNSF's materials – photo collection, signed documents, etc. We may need to find some temporary space to accommodate this transfer by December. The Board will be kept informed of the progress. There was no request for funds yet, but we may need to step up to pay part of the shipping charges. Tarbox also thanked Mike Powers for his work on the transfer and the information provided.

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Ad-Swap Policy

We got a request from Railroad & Locomotive Historical Society for an ad swap, but it doesn't really work for us. McKown's status is grandfathered, but what else? Our membership doesn't want ads for the *Mainstreeter*. Tim Repp didn't know about our policy and the Precision Scale ad was in exchange for a model. What kind of restrictions do we put on our inserts? We are a historical journal. It was noted that this proposal doesn't address Internet linking or such – how will we manage that asset? It will be part of search engine culture. Cross-linking is an issue. Jan Taylor asked Fujii, Manson, and Bill Taylor to participate in this project, especially concerning Internet policies and such. There was no formal assignment of leadership for that group.

Grant Policy

Tarbox continued the review of Bob Horne's draft policy and noted that we have adequate resources to consider funding some grant requests. Our expenses are going up but we can manage due to income from dues and the Store. Other groups have to boost their memberships dues. Should we support researchers, book authors, etc.? We're not in a position to judge a publication before we see it. We need to set up a grants board that would accept proposals in a specified format and then do due diligence to review and proposed to the board based on merit and criteria. We wouldn't change the policy of owning equipment and buildings. We would consider additional things outside of that concern. We could designate a preservation fund – we already have a \$15K block – but this is not automatically set aside. The policy would drive a logical split for (a) preservation costs and (b) operational costs.

Bill Taylor noted that the proposed policy:

- A. Was true to our mission – preservation of NP history
- B. Was objective – an objective policy where all is treated the same, a process to justify the request
- C. That it reached beyond the current \$2K limit for projects of merit
- D. NPRHA would dedicate funds to it

Beach noted that he was the author of the original 2001 policy and that, while he endorsed this one, he was cautionary about some factors. For example, at one point, the NPRHA got a lot of requests to “paint this boxcar”. Back then, we were looking for a way to manage this – a possible infinite number of boxcars. Having a committee and the means to evaluate formal proposals is good. The \$2K limit was established to help endorse various things so they could say they had the support of the NPRHA as they pursued other monies. \$2K is a mechanical limit but it is helpful as an upper bound in lieu of a clear directive and to gain some control.

The discussion continued – approximately \$15-18K per year could be in a pool that doesn't have to be used if nothing of merit surfaces. Board members should not be involved in this committee. It was suggested that Bob Horne be appointed to run the initial group – Bob Horne, Phil Beach, and a 3rd person TBD. A yearly report would be expected or some final report to know how the funds were utilized. A report from the recipients of some form would be expected, too. This needs to be added to the policy at hand.

Motion to adopt the grant policy proposal with an amendment to appendix B to ask for annual reporting – Frissell, Hillard 2nd, carried.

Motion to send a \$2,000 check to support the Moclips Station Project with the NPRHA letter of support – Christensen, Dick 2nd, carried.

Tarbox noted that we also still needed to mail a check for repainting the NP Dynamometer car from the December 31, 2008 email approval. Also, the Lake Superior Railroad Museum has not requested the funds for painting the SD-45 which currently totals \$6,000 (e.g., \$2,000 NPRHA contribution plus \$4,000 additional support).

Raffle

Thank you to Ken Zieska for emceeding the raffle. In the 1990s, Ken served as the third NPRHA president and is an S-scale modeler in the Twin Cities.

2009 Convention

Special thanks to James Dick and the entire convention committee was expressed from the board. Vita Muggli reported the women's tour was even financially in the black. We need to get more visibility for it, too. The questionnaire was brought up – where was it? It was thought that it was being handled with registration. Additional

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details about coverage in terms of photos and words were discussed. Dick also noted that we need to re-establish sending post cards out for mail-ins. Ken Vogel volunteered to help be the recipient for this including confirmations for registrations. We still need a registration chair, however.

Also an item discussed was for convention chairs to be onsite. Dick noted that for future chairs, we should consider a housing provision if required to be onsite. In his case, he lived 12 miles away from the hotel. Past provisions for room credits only covered the Company Store. We need to recognize the need for the convention chair to be onsite to manage logistics and fight fires if necessary. Coverage for this would be either out of hotel property negotiations (comps) or budgeted event expenses.

Motion to work with the convention chair for offset of room accommodations in some form by the organization – Dick, Taylor 2nd, carried.

AFE Process

Reminder - no checks issued without proper documentation – receipt or invoices. The special projects approach was originally intended to collect special items for the archives at moments of opportunity. It has been very effective but there was no special account or policy for these acquisitions. Special projects helped secure brass models for raffles, for example. We need to fully account for these acquisitions as assets - \$3,500 was budgeted last year. The materials were transferred to Bob McCoy and stored with the Company Store.

Formal requests for funding should be proposed and recorded as AFEs (Authority For Expenditure) requests to acquire which are ad-hoc to the board but require approval.

Motion to suspend further special projects brass and archive acquisitions until a formal policy and process is established – Dick, Hillard 2nd, carried.

Motion to request an inventory of the acquisitions for the archive and raffle over the past two years. Tarbox to report accounting for raffle acquisitions. Dick to report accounting for archive acquisitions. – Frissell, Taylor 2nd, carried.

Adjournment at 10:47 am.

BOD eMail Action - July 24, 2009

As follow-up response to learning the GNRHS convention locations for 2011 (St. Cloud, MN) and 2012 (Klamath Falls, OR), and that changing the NPRHA Convention for 2012 to Butte, MT, would not suffer major issues, the following motion was made:

Motion to set the NPRHA 2011 convention dates as July 13-16 in Jamestown, ND (Dave Gasal, Chair) and NPRHA 2012 convention dates as July 18-21 in Butte, MT (Bill Taylor, Chair) - Tarbox, Manson 2nd, motion lost.

Further discussion ensued, some from the last convention board meeting and some based on new ideas and proposals. At the end, Jim and Vita Muggli volunteered to co-chair a 2011 convention in Duluth, MN, with assistance from Ken Buehler, Executive Director of the Lake Superior Railroad Museum.

Motion to set the NPRHA 2011 convention dates as July 13-16 in Duluth, MN (James and Vita Muggli, Co-Chairs) and NPRHA 2012 convention dates as July 18-21 in Butte, MT (Bill Taylor, Chair) - Tarbox, Hillard 2nd, carried.

BOD eMail Action - August 3, 2009

In an effort to reduce layout expenses to provide "press ready" content to the printer of the *Mainstreeter*, it was recommended that we upgrade the capacity of Craig Reese's platform with additional random access memory (RAM) to reach 2.0 Gigabytes (\$90.00) and a copy of Adobe Creative Suite CS4 Design Premium from TechSoup

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using the NPRHA non-profit discount (Adobe retail price \$1799.00). This would help save on the \$75.00 per hour printer service charges previously required.

Motion to authorize \$260.00 to purchase additional random access memory (RAM), Adobe software, and cover shipping and handling to allow Craig Reese, the Mainstreeter editor, to take over more of the layout and photo preparation work, thereby reducing the overall cost of the Mainstreeter preparation - Tarbox, Frissell 2nd, carried.

BOD eMail Action - August 17, 2009

As mentioned in White Bear Lake, Gary Tarbox and Mike Power had discussions with BNSF about shipping eighteen file cabinets containing photos and documents from BN's predecessor railroads. The BNSF provided a proposal for the terms of transfer that were similar to those applied to the transfer of the rolled drawings now at the JSRH Archive. With the September 4, 2009, scheduled retirement of Pat Hiatte at BNSF (strong advocate for the transfer within the BNSF management structure), the expedited transfer of materials required the NPRHA have a location that is accepted by the BNSF.

Gary Tarbox reported that the following factors existed for recommending the storage plan:

- The NPRHA Company Store inventory was moved to Raymond WA from the storage locker in Auburn on July 8, 2009. The Store is now fully functional at Raymond.
- The Auburn storage locker now contains 4-bays of shelving and 70 boxes of the NP AFEs donated by the Tacoma Public library in the 1990s.
- I am working on space for the Pacific Northwest Railroad Archive where we plan to store, scan and catalog the BNSF transferred materials along with other collections, but it will take at least eight months before that space is ready to use.
- I discussed this situation with Duane Buck, GNRHS President, and he received a positive vote to use and share the cost of the Auburn storage locker for the transferred material.

Motion to retain the current storage locker in Auburn for housing the BNSF Transferred Material until the West-End archive space is ready to receive the items. The cost is \$160 per month that will be split with the GNRHS, a cost-sharing plan similar to the joint archive at JSRH – Tarbox, Frissell 2nd, carried.

The current locker is registered to Dave Cooley and that rent will be itemized separately in his weekly bill for coding to the West-End Archive account.

BOD eMail Action - August 20, 2009

The NPRHA Policy on Recognition, adopted by the board in 2000, was discussed and reviewed concerning the Author and Service Awards for the organization. Concern was raised that the policies were not being fully administered in years since their adoption. It was recommended that a review take place to fully restore, modify, or rescind the existing policies. It was proposed that the association should recognize significant efforts by authors of NP books and articles or by members in creating and carrying out programs that further the mission of the NPRHA, but it should do so by presidential nomination and board approval of worthy acts by individuals when they occur. The recognized members should receive a plaque, recognition in the *Mainstreeter*, and recognition at our convention.

Motion for the Board to end the Authors and Service Award programs as they do not fulfill their original purposes of prompting more members to engage in writing on NP subjects, or providing substantial service for the good of the Association – Tarbox, Hillard 2nd, carried.

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BOD eMail Action - September 2, 2009

James Dick noted that with the profit obtained by the 2009 convention in White Bear Lake, he wished to submit an AFE for a grant to the White Bear Lake Historical Society (located in the former NP depot in WBL) for use in the conservation, restoration, and caretaking of its NP photographic collection (such as was shared with the convention attendees). He and Ken Zieska would be working with staff to clean up and digitally restore many of their photographs and other materials. Ken felt that much of this could be done with Photoshop and other available tools, however some may need professional work and the WBL needs some archival quality storage boxes.

AFE – Motion that the White Bear Lake Historical Society be granted the sum of \$300.00 for use in conservation, restoration, and caretaking of its NP photographic collection – Dick, Vogel 2nd, carried.

BOD eMail Action - September 10, 2009

Preliminary discussion started to address the President's awards for NPRHA. At this time, Jan Taylor notes that a truncated policy exists with no guidelines on how or when to present the remaining President's awards. Formulation of a new policy should be pursued after letting go of the existing policy.

Motion to rescind Policy on Recognition adopted by the Board of Directors on July 19, 2000, at Helena, Montana, in its entirety. Hillard, Dick 2nd – motion expired [failed to make quorum in time allowed]

BOD eMail Action - December 8, 2009

The White River Valley Museum of Auburn, Washington, is renting the *On Track: Railroad Photography of Warren McGee* photography exhibit for display from January 13 through April 18, 2010. It has received some support by the BNSF Foundation. A grant from the NPRHA of \$2,000 would help with exhibit rental and shipping fees. Association sponsorship would be credited in posters, invitations, press releases, and the exhibit itself. The museum is also hosting two NPRHA lectures in conjunction with the exhibit (February 2nd and April 2nd of 2010) plus a performance by the Morse Telegraph Club on March 13th.

Motion to provide \$2,000 sponsorship to the White River Valley Museum to stage the exhibit of the Warren McGee traveling exhibit starting in January 2010 – Tarbox, Manson 2nd, carried.

Respectfully submitted December 22, 2009 - John Fujii, Secretary