

**PACIFIC COAST REGION
OF THE NATIONAL MODEL RAILROAD ASSOCIATION**

BOARD OF DIRECTORS

**October 18, 2008 - Regular Meeting
Fremont Marriott Silicon Valley Hotel, Fremont, Calif.**

M I N U T E S

The meeting was called to order at 1:08 PM by President Ron Plies.

The meeting began in remembrance of Don Cabrall who passed away on October 15. He was very active in our hobby and a member of Redwood Empire Division.

A. Quorum Verification. The following voting members of the Board were present: President Plies, Vice-President Pat LaTorres, Directors John Houlihan (Daylight Div.), Rod Smith (Coast Div.), Mary-Moore Campagna (Sierra Div.), and Carol Alexander (Redwood Empire Div.). The other Board members present were Treasurer Larry Altbaum and Secretary Rich Kolm. Also present were various Department Managers and Committee Chairpersons.

B. Adoption of the Agenda.

MOTION: It was moved by Director Mary Moore-Campagna and seconded . . .
THAT the Agenda be adopted.
MOTION WAS ADOPTED on a voice vote.

C. Written Communications. Director Eric Minton (Hawaiian Division) e-mailed that he would not be able to attend the meeting.

D. Member Comments. Director Houlihan (Daylight Division) announced that he will have a new e-mail address next week.

E. Approval of the Minutes

MOTION: It was moved by Vice-President LaTorres and seconded . . .
THAT the Minutes of the Board of Directors Meeting on April 30, 2008 be approved.
MOTION WAS ADOPTED on a voice vote.

MOTION: It was moved by Director Smith and seconded . . .
THAT the Minutes of the Annual Business Meeting on May 4, 2008 be approved.
MOTION WAS ADOPTED on a voice vote.

F. Officers' Reports

1. President Plies commented on his written report. He said things are going very well, attendance at meetings is up, enthusiasm is running high, and the contest rooms are full at Divisional and Regional meetings. He extended his thanks to everyone who works to make things happen in the PCR. *Discussion related to the NMRA 2011 Convention is covered under Item I.1.*

2. Vice-President LaTorres commented on his written report. He particularly noted that he plans to work with the Regional and Divisional membership chairpersons to focus more on

membership retention. Publicity for the Region is really at the Division level. *Discussion related to the NMRA 2011 Convention is covered under Item I.1.*

3. Treasurer Altbaum commented on his written report, which included current financial statements and a proposed FY 2009 Budget. He said finances continue to be stable, although reduced revenue from BranchLine subscriptions and lower interest rates are having an effect. The PCR can weather a year or so until the economy improves. The assets of PCR should not be used for ongoing operating expenses, but are available for one-time projects worthy of Region support, such as purchase of additional digital projectors and underwriting some convention costs. *The budget is Item K.1.*

4. Secretary Kolm. No report.

G. Directors' Reports

1. Daylight Division: Director Houlihan gave a brief oral report on Division activities.

2. Coast Division: Director Smith gave a brief oral report on Division activities. The Coast Division auction is still breaking even financially, but attendance is lower. There is more estate action and fewer individual items being auctioned.

3. Sierra Division: Director Moore-Campagna summarized her written report. She noted that there has been greater attendance at meetings since Jim Long has been Superintendent, with lots of attendees from other divisions

4. Redwood Empire Division: Director Alexander's summarized her written report. The Division has been asked to put together a train show for the annual Home Show next September at the Sonoma County Fairgrounds. No revenue will be realized, but it is an opportunity to promote the hobby. *Redwood Empire's bid for a shortened 2011 PCR Convention is covered by the Convention Department report under Item H.4.*

5. Hawaiian Division: Director Minton was not present. No report.

H. Department Reports

1. Administration Department

• **Audit Committee. Chairperson Dennis Stokely** reported that an audit of the PCR financial accounts has been completed in cooperation with the Treasurer. He is satisfied with the result and plans to do an audit after the end of each fiscal year.

• **Honors Committee. Chairperson Ray deBlieck** reported that there are holes in the list of past awards that need to be filled in. He said there are no guidelines for selecting the PCR Member of the Year in each Division, in response to a Director's question.

• **Storekeeper Steve Skold** submitted his written report (inventory of PCR property). Ray deBlieck pointed out that the Keith Heinsohn collection is Coast Division, not PCR.

2. Membership Department. Manager Doug Wagner. No report

3. Publications Department. Manager Gus Campagna. No report. Director Moore-Campagna said she will tell Manager Campagna and Webmaster Kevin Hurley that the list of

honors being put together by Ray deBlieck will eventually—when it is more complete—be posted on the PCR website.

4. Convention Department. Manager Dennis Stokely handed out his written report and presented an overview of the status of PCR conventions.

• **2008 Convention “Sierra Memories” at Fresno.** Convention Chairperson John Houlihan thanked the convention staff that “did all the work.” He noted that the registration included the banquet and Sunday breakfast to encourage attendance. He submitted the accounting report for the Convention, including profit and loss and comparison to the budget.

Manager Stokely’s report noted that there were only 144 attendees, but it was financially positive resulting in a surplus. He congratulated Chairperson Houlihan for an excellent job.

• **2009 Convention “Rails Across the Bay” at Fremont.** To date there are 59 registrations. The dates are April 15-19, 2009 and more information is on the website.

• **2010 Convention “Silver Rails” at Sparks.** At its April 30, 2008 meeting, the Board approved the Reno/Sparks location for the proposed Convention, subject to the Board’s approval of specific location, hotel, and room rates at this (October 18) meeting.

Manager Stokely said the Convention will be at the Nugget Hotel in Sparks, Nevada, April 28 to May 2, 2010 as described in his written report. The Convention Chairperson is Raymond Rich. Jim Long, Vice-Chairperson, described other details of the Convention, which are contained in his separate written report. He noted that a room will be available at the Nugget for the mid-year (fall) 2009 PCR Board Meeting.

MOTION: It was moved by Vice-President LaTorres and seconded . . .

THAT the proposal for the 2010 PCR Convention at the Nugget Hotel at Sparks, Nevada, April 28 to May 2, 2010, as presented by Convention Department Manager Dennis Stokely and Convention Vice-Chairperson Jim Long, be approved.

MOTION WAS ADOPTED on a voice vote.

• **2011 Convention at Santa Rosa.** Redwood Empire Division proposes a down-sized Convention in Santa Rosa, May 13-15, 2011, since the NMRA Convention will be in Sacramento that year. There would be meeting space only and no formal convention hotel. The Convention Chairperson will be Steve Skold.

MOTION: It was moved by Director Moore-Campagna and seconded . . .

THAT the proposal for the 2011 PCR Convention at Santa Rosa, May 13 through 15, 2011, as presented by Convention Department Manager Stokely, be approved.

MOTION WAS ADOPTED on a voice vote.

• **2012 Joint Convention with Pacific Northwest Region:** Manager Stokely said they are exploring the possibility of a joint convention with PNR in Medford. Medford is PNR’s choice and it has advantages for PCR. The Convention would be run without a “host” PCR Division due to the combined PCR and PNR staffing and out-of-region location. Ed Liesse is the contact person at PNR. There were no objections from the Board of Directors.

• **2013 and 2014 Conventions:** The normal rotation of Divisions would return with Coast Division the host in in 2013 and Daylight Division in 2014.

5. Contest Department. Manager Bill Scott. No report.

6. Achievement Program Department. Manager Jack Burgess. No report.

7. Non-Rail Activities Department. Manager Mary Moore-Campagna commented on her written report. She said the art and craft contest at PCR conventions is open to both non-rails and rails alike. Such participation is encouraged. Additional financial resources is not an immediate need, but continues to be monitored.

I. Unfinished Business

1. NMRA 2011 Convention at Sacramento. The ongoing relationship between PCR and 21st Century Limited was discussed at length. Ray deBlieck, Chief Executive for 21st Century Limited, Inc., reviewed the history. It is a separate non-profit entity created by PCR's NMRA 2000 Convention Host Committee to produce that Convention on behalf of the PCR, and that relationship continues. He said there are two issues to be clarified: (1) 21st Century Limited being the representative for PCR in producing the NMRA 2011 Convention, and (2) the funds from the NMRA 2000 Convention held by 21st Century Limited.

On November 18, 2006, the PCR Board of Directors approved in principle the plan outlined by Ray deBlieck for the NMRA 2011 Convention, consistent with 21st Century Limited's role as PCR's representative. Since then, the Convention Host Committee has been formed by 21st Century Limited and it has developed a business plan for the Convention which is significantly different than NMRA conventions in recent years. The Committee, chaired by Ray deBlieck, has been the only contact with the NMRA regarding plans for the Convention. He said there will be no financial exposure for PCR; the NMRA will provide funds up front.

In negotiations regarding the Convention, the NMRA has not recognized that 21st Century Limited represents PCR's interest in the Convention. In July, the NMRA requested a letter from PCR President Plies stating PCR's intention to assign to 21st Century Limited all control and benefits of the NMRA 2011 Convention. President Plies told the NMRA in a meeting at Anaheim that he would reply after discussing the matter with the PCR Board of Directors at this (October 18) meeting.

The Board's discussion confirmed that 21st Century Limited is PCR's representative in producing the NMRA 2011 Convention, that only the Convention Host Committee (21st Century Limited) speaks for PCR regarding that Convention, and that any funds distributed to the Convention Host Committee (or to 21st Century Limited) would be a distribution in PCR's interests. PCR cannot and should not reduce its fiduciary interests in the Convention.

MOTION: It was moved by Director Houlihan and seconded . . .

THAT President Plies send a letter to the NMRA Manager of the Meetings and Trade Show Department advising him that 21st Century Limited, Inc. is the representative of the Pacific Coast Region for production of the 2011 NMRA Convention at Sacramento, and that any fiduciary responsibilities with regard to that convention will be arranged between the Pacific Coast Region and its representative.

MOTION WAS ADOPTED on a unanimous show-of-hands vote.

[Secretary's note: President Plies sent the letter on Nov. 24, 2008]

Apart from the response to the NMRA, the relationship between PCR and 21st Century Limited needs to be reaffirmed in a written agreement. The agreement would include the status of the funds from the NMRA 2000 Convention, which Ray deBlieck reiterated is PCR's money. The Board is concerned about the process for decisions regarding the use of funds held by 21st Century Limited, a process which should be defined in the agreement. In response to questions from the Board, Ray deBlieck said he will provide a financial report for 21st Century Limited

and he can furnish the Articles of Incorporation. Vice-President LaTorres proposed a meeting between the two Boards to discuss the provisions of the agreement.

MOTION: It was moved by Director Alexander and seconded . . .

THAT a written agreement be executed between the Pacific Coast Region of the National Model Railroad Association, Inc. (PCR) and 21st Century Limited, Inc. reaffirming the relationship that began with the 2000 NMRA Convention at San Jose and recognizing that 21st Century Limited, Inc. is the sole representative of the PCR working in behalf of the PCR under PCR auspices; and, that said agreement shall be reviewed by the respective legal counsels before being executed.

MOTION WAS ADOPTED by a unanimous voice vote.

2. **Audit of financial accounts.** See Audit Committee report under Item H.1.
3. **PCR website options and alternatives.** No report.

J. New Business

1. **Purchase “power point” digital projectors.** Vice-President LaTorres presented a proposal to purchase two new digital projectors, with shipping cases and spare lamps, and shipping cases for the two existing projectors.

MOTION: It was moved by Director Houlihan and seconded . . .

THAT the Storekeeper is authorized to purchase two new digital projectors with shipping cases and a spare lamp for each and shipping cases for PCR’s two existing projectors, for a total amount not to exceed \$3,000; and that the new projectors shall meet the specifications for minimum room size.

MOTION WAS ADOPTED by voice vote.

2. **Breakfast at PCR Convention.** President Plies proposed that the PCR underwrite the Sunday morning breakfast at the 2009 PCR Convention in Fremont, which is just before the PCR Annual Business Meeting.

MOTION: It was moved by Vice-President LaTorres and seconded . . .

THAT the PCR will underwrite the cost of the Sunday morning breakfast at the 2009 PCR Convention in Fremont

MOTION WAS ADOPTED by voice vote.

K. Budget

1. **Budget for FY 2009.** Treasurer Larry Altbaum submitted a proposed budget for FY 2009 in his report to the Board in Item F.3.

M. Announcements.

1. **The next Board of Directors meeting** will be on Wednesday, April 15, 2009, at 1:00 PM, at the Fremont Marriott Silicon Valley Hotel in Fremont, during the “Rails Across the Bay” Convention.

N. Adjournment. On a motion by Director Moore-Campagna, President Plies adjourned the meeting at 4:05 PM.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Rich Kolm'. The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Rich Kolm, PCR Secretary

ATTACHMENT A

Minutes, Board of Directors Meeting, October 18, 2008

WRITTEN DOCUMENTS SUBMITTED TO THE BOARD

Listed by Agenda Item

- E. • Minutes of the Board of Directors Meeting, April 30, 2008, Rich Kolm*
- Minutes of the Annual Business Meeting, May 4, 2008, Rich Kolm*
- F.1. • President's Report, Ron Plies
- F.2. • Vice-President's Report, Pat LaTorres*
- F.3. • Treasurer's Report, Larry Altbaum*
- G.3. • Sierra Division Director's Report, Mary Moore-Campagna
- G.4. • Redwood Empire Division Director's Report, Carol Alexander
- H.1. • Storekeeper's Report, Steve Skold*
- H.1 • Audit Report, Dennis Stokely
- H.4. • Convention Department Report, Dennis Stokely
 - Financial Report on 2008 Convention, "Sierra Memories", John Houlihan
 - 2010 Convention Report by Jim Long
- H.7. • Non-Rail Activities Dept. Report, Mary Moore-Campagna
- J. • Digital Projector Discussions, Pat LaTorres

* Distributed prior to the Board meeting