

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS  
OF THE NAPA COUNTY FAIR ASSOCIATION  
WEDNESDAY, NOVEMBER 16, 2011**

**Mark Porter, Jim Keag, Karan Schlegel, Ray Edds, Rich Holston, Mike Winrod**

**DIRECTORS PRESENT:** Porter, Keag, Schlegel, Edds, Holston, Winrod

**DIRECTORS ABSENT:** None

**OTHERS PRESENT:** CEO Carlene Moore

**VISITORS:** Melanie Watson, Bev Barnes, Edie Englehard, Pat Hampton, Gary Costa, Sr, Donna Costa, Ron Schlegel, Cindy Yant, Kerri Abreu

**1. CALL TO ORDER**

A regular meeting of the Board of Directors of the Napa County Fair Association was held Wednesday, November 16, 2011 in the Main Office at the fairgrounds. The meeting was called to order at 7:00 PM by President Mark Porter.

**2. PUBLIC COMMENT**

Kerri Abreu thanked the board for the discount on the Butler Pavilion for her annual community Thanksgiving meal. Ms. Abreu questioned the procedure by which the by-laws came about and if the procedure for voting was constitutional. She read from and then presented the board with an excerpt from the United States Constitution, asking that the board pay particular attention to the handling of ballots by mail. She also recommended that a letter be sent to each of the candidates letting them know how many votes they received.

Cindy Yant commented on the board's actions at the last meeting, stating that the agenda does not allow the board to take action on any items commented on by the public and generally referred to comments made by Bill Squire at a previous meeting that she believes the board took action on and stated that this is a form of gerrymandering.

**3. CONSENT CALENDAR**

Director Keag moved, Director Schlegel seconded and motion carried to approve the Consent Calendar as presented.

**4. COMMITTEE REPORTS**

The Facilities Committee met on November 8 to prioritize facility projects for purposes of developing project budgets independent of the operating budget. The Policy Committee met on November 10 and further discussion was deferred to Items 7-a and 7-f. The Budget and Finance Committee met on November 7 and further discussion was deferred to Item 7-g.

**5. CORRESPONDENCE**

- a. Donovan Rivas: The Board acknowledged the thank you letter for our donation of a round of golf to his silent auction.
- b. F&E: The Board acknowledged the Supplemental Allocation Adjustment dated October 21, 2011 wherein F&E has requested \$50,000 of the Supplemental Allocation back due to a calculation error.
- c. F&E: The Board acknowledged the Supplemental Allocation Adjustment dated October 31, 2011 withdrawing the previous letter of 10/21/11, therefore leaving our Supplemental Allocation in tact.
- d. Napa Valley Museum: The Board acknowledged the thank you letter for our donation of a round of golf to their silent auction.

- e. NCGA Golf: The Board acknowledged the article naming the Mount St. Helena Golf Course as one of the best golf values in Northern California.

## 6. UNFINISHED BUSINESS

- a. Reclaimed Water Pond: CEO Moore reported that we have not yet received the scope of work and project estimations from CFFA.
- b. 2012 Fair Theme: As no theme suggestions had been submitted this item was postponed to the December meeting.

## 7. NEW BUSINESS

- a. Policy: The Policy Committee recommends the following:
  - i. Director & Employee Perks: Amend the Building Rent discount to include part-time regular employees.
  - ii. Interim Rentals: Amend the Interim Rental policies as presented to include Tucker Room sound limits and security requirements, and that equipment must remain on the property.
  - iii. Public Record Access: A statement that the Association follows the statutes of inspection rights involving mutual benefit corporations and that the membership list will not be sold or distributed for use in soliciting money or property.
  - iv. Admission Policy: Amend the admission policy regarding no outside food or beverage to include “baby food and formula excepted.”

The Committee also noted that they are reviewing the By-Laws and will be recommending changes to the balloting process and moving the regular November meeting to the second Wednesday and the annual Association meeting to the third Wednesday in November. Director Edds moved, Director Schlegel seconded and motion carried to approve the policy recommendations as presented.

- b. American Truck Historical Society: No action was necessary as the action on the previous item empowered management to waive security for their event.
- c. Calistoga Community Christmas Bazaar: CEO Moore explained that Ms. Wilson did not include use of the equipment in her request for reduced fees. After some discussion Director Edds moved, Director Holston seconded and motion carried to approve the request to waive the equipment fees for 2011 only.
- d. Golf Course Logo: This item was postponed to the December meeting to allow CEO Moore time to work with the graphic artist to incorporate the mountain range in the logo.
- e. RV Park Logo: This item was postponed to a later meeting after the golf course logo is finalized.
- f. 2012 Rates: After some discussion this Item was postponed to be included with the budget discussions at the December meeting.
- g. 2012 Budget: The 2012 Budget was presented for discussion purposes only. CEO Moore explained the budgeting philosophy applied to the 2012 Proposed Budget including allocating administrative overhead costs to each of the five business units based on the timesheet allocations from 2011. CEO Moore noted that Overhead expenses (previously Administrative and Maintenance) were reduced as a direct result of this allocation and the elimination of one full-time administrative position. Fair revenues have been budgeted to remain the same from 2011 to 2012, noting the challenges that a middle of the week holiday presents. Fair expenses have technically been reduced by \$20,000 from 2011, but appear to be increasing (as a result of the administrative allocation). Speedway revenues are projected for a complete season in 2012 with no rainouts and the offsetting Speedway expenses should every race happen have been included. Additionally, there is a \$35,000 increase due to the administrative allocation. Golf Course revenues include a 10% increase for driving range activity (which is offset by a matching expense amount for starting the driving range) and 10% increase in business for online marketing efforts that will be made. Golf Course expenses

include driving range expenses, \$25,000 due to the administrative allocation, and \$55,000 due to the proposed FT salary and benefits for a golf course maintenance position. RV Park revenues have been conservatively estimated as nearly equal to 2011, recognizing that this year started off with several RV groups cancelling or downsizing as a result of the surge in gas prices. RV Park expenses have been increased \$30,000 due to the administrative allocation. Facility revenues are projected based off an increase in rental fees for private events and a change in policy of charging for all equipment used (not including any with building rentals). Facility expenses are increased as a result of the administrative allocation, creation of a PT administrative position to oversee rentals and a PT facility attendant for setup and cleanup from events, and purchase of a floor scrubber, chairs, racks, and portable stage. Action on this item was postponed to the December meeting. In order to approve the budget in time for the December Board of Supervisors meeting, a special meeting has been scheduled for November 30.

**8. LONG RANGE PLAN**

- a. County Contract Renewal: This item was postponed.
- b. Business Plan Development: This item was postponed.
- c. Board & Management Relations: This item was postponed.

**9. MATTERS OF INFORMATION**

a. CEO REPORT:

CEO Moore reported on her attendance at the nQativ accounting conference noting that as a direct result of her attendance at the meeting we will be converting to the new AR system the week after the WFA convention. The new AR system will allow staff to enter receipts directly into the accounting system and email them to customers and will provide invoice generation and processing. Additionally, the contract processing module is nearly complete which will integrate AR, AP, and contract management into one system.

CEO Moore also reported on her attendance at the CFA Budget Workshop where fairs shared ideas for saving money or fundraising. CDFA Secretary Karen Ross gave a report of the next steps in fair governance restructure, the first of which is presentation of the consortium findings to Governor Brown. CEO Moore also came away with several ideas for fair activities and exhibits such as the change in name for ag-hort to Farm to Table and for kids, Dirt to Dish.

CEO Moore reminded the board that she will be at IAFE the week after Thanksgiving and that the office will be closed from December 19 through the end of the year, re-opening on January 2, to reduce the compensated absences liability.

- b. DIRECTORS REPORTS: None to report.

**10. ADJOURNMENT**

Director Holston moved, Director Schlegel seconded and motion carried to adjourn the meeting at 8:30 PM.

Certified to be a true and correct copy.

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Carlene Moore  
Chief Executive Officer

Date

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Mark Porter  
President

Date