

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS  
OF THE NAPA COUNTY FAIR ASSOCIATION  
WEDNESDAY, APRIL 13, 2011**

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

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

**DIRECTORS ABSENT:** None

**OTHERS PRESENT:** CEO Carlene Moore

**VISITORS:** Bill Squire, Ron Schlegel, Edgar Massoletti, Frank DiFede, Pat Hampton

**1. CALL TO ORDER**

A regular meeting of the Board of Directors of the Napa County Fair Association was held Wednesday, April 13, 2011 in the Main Office at the fairgrounds. The meeting was called to order at 5:30 PM by President Mark Porter.

**2. PUBLIC COMMENT**

Bill Squire commented that he was at the fairgrounds the night before and it was nice to see all three buildings being utilized during the middle of the week, but noted that we need more outdoor and night lighting especially in parking areas.

**3. CONSENT CALENDAR**

After CEO Moore reviewed the Interim Rental, Standard Service, Commercial Exhibit, and Concession agreements, Director Edds moved, Director Holston seconded and motion carried to approve the Consent Calendar as presented.

**4. COMMITTEE REPORTS**

- a. EXECUTIVE: Director Edds reported that the committee met on March 21, April 4, and April 8 to develop the proposal presentation for contract negotiations with the County of Napa, deferring further discussion to Item 7-i.
- b. BUILDINGS & GROUNDS: No meeting to report.
- c. CAMPGROUND: No meeting to report.
- d. GOLF: No meeting to report.
- e. PARADE: CEO Moore reported that the committee met on March 21, 2011 to review the classes offered and that the committee recommends no longer offering cash awards for any of the classes except bands.
- f. POLICY: No meeting to report.
- g. PUBLIC RELATIONS: No meeting to report.
- h. RACE: Director Edds reported that the committee met on March 23, 2011 to discuss final preparations for the World of Outlaw races. Director Edds also thanked President Porter for his hours of volunteer service leading up to the races.

**5. CORRESPONDENCE**

- a. WFA: The Board acknowledged the Good News, Bad News report from WFA that AB 95 passed the Senate after removal of the urgency clause which means that if signed by Governor Brown, it will not go into effect until January 1, 2012 so fair funding for 2011-2012 will still be in place.
- b. WFA: The Board acknowledged the Special Report of 3/24/11 reporting that Governor Brown signed all of his budget “cuts” bills, including AB95, but has yet to secure the 2/3 majority support to place tax extensions on the June ballot.
- c. WFA: The Board acknowledged the Special Report of 3/25/11 that if the deadline for the June ballot passes without a compromise, the Governor will move into an “all cuts” budget process, seeking approval for an additional \$14 billion in spending reductions.
- d. WFA: The Board acknowledged the Special Report of the California Budget process in which Governor Brown announced that efforts to reach a compromise with a group of Republicans to place tax extensions on the June ballot have failed and he is moving into an “all cuts” budget plan. CEO Moore noted that with the collapse of negotiations the industry is developing two alternative strategies: one being a plan to reinstate fair funding, the other plan to remove regulatory and administrative restrictions on fairs, especially District Agricultural Associations.
- e. CCA: The Board acknowledged the Restructure and Potential Refinance of the Phase II PV Loans update from CCA informing us that conversations are underway with PNC to workout a restructure plan.
- f. CCA: The Board acknowledged the reduced work schedule for CCA staff memo.
- g. F&E: The Board acknowledged the Project Planning Funds memo from F&E notifying fairs that there are no further project planning funds, with CEO Moore explaining that these are not project fund, but were the special funds that we used to develop the project plans for the light pole painting project and our facility survey.
- h. NAPA COUNTY FIREFIGHTERS ASSOC: The Board acknowledged the thank you letter from the Napa County Firefighters Assoc for our donation of a round of golf to their silent auction.
- i. KNIGHTS VALLEY VOLUNTEER FIRE DEPARTMENT: The Board acknowledged the thank you letter from the Knights Valley Volunteer Fire Department for our donation of a round of golf to their silent auction.
- j. CALISTOGA JR/SR HIGH SCHOOL: Director Holston moved, Director Watson seconded and motion carried to approve the Calistoga Jr/Sr High School’s request for a reduced rental fee for graduation ceremonies, stipulating that the discount difference must be a fee in kind exchange for volunteer services.
- k. SHEILA ROSS-FASIG: Director Edds moved, Director Keag seconded and motion carried to approve the thank you letter from the Board to Ms. Ross-Fasig for her continued support of the Calistoga Speedway.
- l. CFSA: The Board acknowledged the March FYI Newsletter from CFSA.
- m. WFA: The Board acknowledged the CFA board meeting on Friday, April 15, 2011, to discuss the “next step” strategies in light of the failure of budget negotiations, with CEO Moore reporting that she will be attending the meeting.

- n. NAPA HIGH SCHOOL SPORTS BOOSTER CLUB: The Board acknowledged the thank you letter from the Napa High School Sports Booster Club for our donation of a round of golf to their silent auction.
- o. SOROPTIMIST INTERNATIONAL OF CALISTOGA: The Board acknowledged the thank you letter from the Soroptimist International of Calistoga for our donation of a round of golf to their silent auction.
- p. SILVERADO MIDDLE SCHOOL: The Board acknowledged the thank you letter from the Silverado Middle School for our donation of a round of golf to their silent auction.
- q. RON HALE: The Board acknowledged the letter from Ron Hale regarding his poor experience at the World of Outlaws race and referred the item to the Race Committee to respond to his concerns.

## 6. UNFINISHED BUSINESS

- a. CEO'S RESIDENCE REPAIRS: CEO Moore reported that now that the weather has improved, they are continuing to work to dry out the underneath of the house and that her husband has been underneath the house and believes that we can replace the floor insulation ourselves. At CEO Moore's request, Director Edds moved, Director Watson seconded and motion carried to approve CEO Moore to proceed with the replacement of the floor insulation and acceptance of Jayhawk HVAC's quote to replace the HVAC unit.
- b. SECOND RESIDENCE RENTAL TERMS AND RATE: Director Edds moved, Director Watson seconded, and motion carried to return this item to Buildings and Grounds Committee as part of their review for the Master Plan

## 7. NEW BUSINESS

- a. WORLD OF OUTLAW RACES, APRIL 2, 2011: CEO Moore reported that the races were a huge success, in large part due to the hundreds of hours of volunteers that chipped in to make it happen! Attendance between the grandstand and pit area was just over 5,000. Our portion of the admissions revenue was nearly \$6,800, concessions were \$6,000, parking was nearly \$2,000, camping was \$3,800, t-shirt and decal sales were \$1,572, and our beer booth netted \$4,000. After expenses our net profit is approximately \$18,000 for the event.
- b. 2011 FAIR ARTWORK: Forty-nine entries were received for the fair artwork competition. CEO Moore reported that all entries were received from St. Helena High School students. After extensive review of the artwork, Director Edds moved, Director Watson seconded and motion carried to approve Celestino Corro's inkpen drawing as the winning artwork. Director Edds moved, Director Schlegel seconded and motion carried to approve Maddie Prager's carousel drawing as the second place winner and Miguel Gutterrez's red barn painting as the third place winner.
- c. PARADE GRAND MARSHALL: Director Holston reported on the Parade Committee's suggestion to invite "Sam Brannan" and "Robert Louis Stevenson" to co-host as Grand Marshall's for the parade, in honor of the city of Calistoga's 125<sup>th</sup> anniversary and the 100<sup>th</sup> anniversary of the park. CEO Moore will contact Dean Enderlund and Napa Valley State parks.
- d. PARADE JUDGES: CEO Moore requested that each Board member have their judge's commitment by the May meeting. Director Porter reported that his judge will be Linda Vouidy; Director Watson reported that hers will be Dennis Watson; Director Holston that his will be Rose Beck; and Director Edds that his will be Tracey Schmidt.

- e. 2011 FAIR: CEO Moore reported on her meeting with Corey Oakley, representative for Helm & Sons carnival last week, at which time Mr. Oakey informed her that they were not planning to return to the fair this year and had already begun conversations with another carnival to come in their place. His explanation was that they were being asked by the San Diego County Fair in Del Mar to provide more rides for their fair which is of greater financial value than ours, as well as the increased costs of diesel for the travel. CEO Moore informed Mr. Oakley that they are still under contract with us through 2013, of which he was aware, and that a replacement carnival was unacceptable. The meeting ended with CEO Moore informing Mr. Oakley that she would be reporting this to the Board and that she highly anticipated their response would be to have our attorney review the contract. During the meeting, Mr. Oakley also requested that the advance sale carnival books be sold at \$18 instead of \$15. CEO Moore tentatively agreed, but upon review of the contract details, contacted Mr. Oakley because the contract clearly calls for the price to be set at \$15. The carnival is still requesting the change in price and CEO Moore notified them that she would not agree to amend any portion of the contract without the Board's approval. In the meantime, CEO Moore has contacted the Del Mar fair and is waiting to hear back from their concession manager. Director Edds moved, Director Schlegel seconded and motion carried to authorize CEO Moore to refer the carnival contract to our attorney for review.
- f. SPEEDWAY RAINOUT POLICY: Director Watson moved, Director Schlegel seconded and motion carried to approve the Speedway Rainout Policy as presented by the Speedway Committee.
- g. RECLAIMED WATER POND PUMP: CEO Moore reported that on the night before the World of Outlaws race we discovered that the reclaimed water pond pump had seized and was no longer operational and it is cheaper to replace than to fix. After receiving quotes from both Oakville Pump and Imboden Pump, CEO Moore has ordered the replacement through Imboden which will be installed by Friday. In the meantime, we are hand-watering the three greens that we can reach with hoses and city water.
- h. SEWER PROJECT: CEO Moore reported that two quotes were received for the sewer project, one short of the required three, but they were both over the \$25,000 limit. Our option to proceed with the funds we have available from the state is day labor, either through CCA's day labor crew or hiring local people temporarily on our payroll. As the lowest of the two bidders, Dennis E. Watson was contacted and is reviewing the project under the day-labor guidelines with the removal of prevailing wages and the concrete portion of the project. CEO Moore also reported that Paul Dubois of Of the Woods Tree Care has inspected the redwood trees at the front gate and determined that one tree needs to be removed. Director Edds moved, Director Holston seconded and motion carried to authorize CEO to proceed with the sewer project as a day-labor project with the first option being to hire locally, but if the properly qualified people could not be hired for the project fund amount, then to proceed with CCA's day-labor crew.
- i. COUNTY CONTRACT:  
CEO Moore explained that three key components have been identified with the County of Napa regarding our contract: self-sustainability, facility maintenance, and county-wide representation.

The proposal from the Executive Committee is a proactive approach toward proving our ability to self-sustain through a comprehensive volunteer management program. The proposal goes into effect immediately so that we have eight months to work out the details of volunteers, program offerings, etc, before we lose funding in January.

CEO Moore reported that through March 31 of this year we are already trending behind in the Golf Course and Campground by \$10,000 each due to weather and gas prices, respectively, and we are

continuing to see a drop in group RV attendance. Our 2011 budget already included an additional \$40,000 in cuts back in December to get to a break-even point and we're already faced with \$4,000 pond pump replacement and \$2,500 mower repairs, not to mention anything else unexpected.

CEO Moore reported the details of the self-sustainability plan, which include the elimination of the greenskeeper position, maintenance worker position, and all temporary paid positions for the fair and speedway and filling those positions with volunteers and CAL Fire work crews for general facility maintenance. Additionally, fairtime security has been reduced, printing of the premium book eliminated, reduction in CFSA accounting services by bringing it back in house, and termination of our human resources consultant contract.

The Committee also recommends changing the golf course rates from play-all-day rates to 9-hole and 18-hole rates, as is standard in the industry, of \$20/\$28 for non-residents, \$18/\$26 for residents, \$15/\$23 for seniors, \$10/\$18 for juniors. The Committee recommends keeping the annual pass at its current rate.

In addition to the elimination of expenses, the Executive Committee proposes several key capital improvement projects that will result in greater usage of the facility and in return, income to fund facility maintenance/capital improvement projects in the future. CEO Moore reported that we expect to receive the balance of our 10/11 Infrastructure Matching Funds from the Division, approximately \$80,000 in the next few weeks.

Facility improvements include: Golf course drainage, cart paths, entrance, restrooms, driving range, and landscaping; RV entrance, restrooms, tables, dog run, fencing, and landscaping; and development of a wedding center at the Butler Pavilion and Fiesta Center including restrooms, outdoor lighting, landscaping, and fencing. Additionally, we intend to request a minimum of \$20,000 per year from County for infrastructure improvements.

As part of our continued efforts to garner greater county-wide representation, the Executive Committee also recommends changing the board meeting times to 7 PM to allow people outside of Calistoga to attend the meetings, continue to promote association membership, provide fundraising and partnership opportunities down-valley, and develop a plan to increase county representation on the board.

Director Holston complimented the Executive Committee for the comprehensive proposal and the time invested in its development, noting that while the cuts are painful, they are necessary.

Director Holston moved, Director Schlegel seconded and motion carried to approve the proposal for presentation to the County as presented.

## **8. LONG RANGE PLAN**

- a. UPDATE: CEO Moore reviewed the top three goals identified at the long range planning session last October: development of a Master Plan, improvements to the RV Park & Campground, and development of four Association-sponsored events per year, noting that the goals are still relevant even with our new budget situation.
- b. ASSIGNMENT: Buildings and Grounds will meet next week to begin work on the Master Plan. The Campground Committee will identify the projects and estimated costs to develop a priority order to present to the Buildings and Grounds committee. CEO Moore will continue to work with the Ad-Hoc Committee to develop event ideas, marketing, and promotions.

**9. MATTERS OF INFORMATION**

- a. CEO REPORT: CEO Moore requested committee meetings for Policy, Buildings and Grounds, and Race which were set for Monday, Wednesday, and Tuesday respectively.

CEO Moore reported that the Calistoga Chamber of Commerce is seeking board member nominations and requested that if any of our board members are interested in serving to please contact the Chamber directly.

- b. DIRECTORS REPORTS: No reports were given.

**10. ADJOURNMENT**

Director Edds moved, Director Schlegel seconded and motion carried to adjourn the meeting at 7:30 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