

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS  
OF THE NAPA COUNTY FAIR ASSOCIATION  
WEDNESDAY, AUGUST 17, 2011**

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

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

**DIRECTORS ABSENT:** Edds

**OTHERS PRESENT:** CEO Carlene Moore

**VISITORS:** Jim Yant, Cindy Yant, Ted Surber, Ron Schlegel, Kerri Abreu, Mike Benson, Bill Moseley, Bill Gerhard, Fred Moore, Pat Hampton

**1. CALL TO ORDER**

A regular meeting of the Board of Directors of the Napa County Fair Association was held Wednesday, August 17, 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**

Cindy Yant presented the Board with a letter addressed to CEO Moore requesting a copy of the most recently completed audit report, clarifying that she did in fact receive her request last month, but now that the 2010 audit is finalized she is requesting a copy of that. Ms. Yant then thanked CEO Moore for allowing her and Jim to attend one parade committee meeting, but expressed her discontent at the format of the parade lineup, the size font, and that she had not been allowed to have any say in producing those documents. Ms. Yant also criticized CEO Moore for the lineup of the parade, to which Director Keag informed her that that was his responsibility. Ms. Yant also questioned CEO Moore and the Board if it was their intent to cancel the parade. Ms. Yant chastised CEO Moore for her disorganization and lack of preparedness for events, telling the Board that she believes CEO Moore is doing a disservice to the community in her role as CEO. Ms. Yant was unable to finish her comments as she had run out of time.

Ted Surber encouraged the Board to fire CEO Moore citing lack of action on CEO Moore's part that he believes has resulted in the poor shape of the equipment, poor decisions such as tearing down the ticket booth, misrepresenting the work needed on the second residence, and now the rocks on the speedway. Mr. Surber went on to state that CEO Moore is rude and that he is aware of her being 1 ½ hours late to a meeting.

**3. CONSENT CALENDAR**

CEO Moore reviewed the July financials, noting that fair revenues were up due to attendance, charging entry fees, and the addition of the new olive oil competition and bull riding event, solicitation of community stars to support the exhibit special prizes, as well as collection of all of the wine and beer revenues. Fair expenses were up due to wine and beer commission and supply payouts and that currently the new signs are charged to fair expenses versus having been charged to the Flex Capital expense. Speedway revenues are down due to the cancellation of the Saturday race in May and subsequent loss of concession and parking for that night as well. Speedway expenses are down because there was not a purse payout for that night either. Golf Course revenues are down in green fees, concession, and equipment rentals. Golf Course expenses are still on par with last year as the cost savings due to layoffs is being put back into course improvements and equipment repairs. RV Park revenues are up, partly due to the \$5,000 earned by having the park open to the public during the Fair without having a 'fair-pack' subsidy added to it. RV Park expenses are up due to two paid employees working in the RV office from March through June, noting that now through the end of the year we are

back to only one paid staff person and one trade person. Additionally, the picnic table expense is currently charged to the RV Park instead of Flex Capital expenses. CEO Moore noted that Facility expenses are down over last year because tables and chairs had been purchased by this time last year. Administrative revenues are up due to the \$3,000 prior year revenue received from the Boosters for outstanding concession fees from 2010 and donations received. Administrative expenses are down due to bringing the accounting back in-house, utilities being correctly allocated compared to 2010, as well as that 2010's expenses included a misposting of \$25,000 that wasn't corrected until year end. Director Schlegel moved, Director Holston seconded and motion carried to approve the Consent Calendar as presented.

#### 4. CLOSED SESSION

President Porter excused the audience as the meeting adjourned to closed session at 7:18 p.m., pursuant to section 54956.9 of the Government Code for conference with legal counsel for existing litigation with PNC Equipment Finance, LLC. Upon return from closed session at 7:32 p.m., President Porter reported that no action had been taken at this time.

#### 5. COMMITTEE REPORTS

- a. EXECUTIVE: No meeting to report.
- b. BUILDINGS & GROUNDS: No meeting to report.
- c. CAMPGROUND: No meeting to report.
- d. GOLF: No meeting to report.
- e. PARADE: No meeting to report.
- f. POLICY: Discussion was deferred to Item 8-c, By-law Amendment.
- g. PUBLIC RELATIONS: No meeting to report.
- h. RACE: No meeting to report.

#### 6. CORRESPONDENCE

- a. St. Luke's Preschool: The Board acknowledged the thank you letter for our donation of a round of golf to their silent auction.
- b. Bonsall Rotary Club: The Board acknowledged the thank you letter for our donation of a round of golf to their silent auction.
- c. This was mistakenly left on the agenda from July.
- d. This was mistakenly left on the agenda from July.
- e. Boys & Girls Club of Long Beach: The Board acknowledged the thank you letter for our donation of a round of golf to their silent auction.
- f. Valley Preparatory School: The Board acknowledged the thank you letter for our donation of a round of golf to their silent auction.
- g. Upper Valley Disposal: The Board acknowledged the 5.89% increase to trash removal services effective July 1, 2011.
- h. St. Helena Rotary Club: The Board acknowledged the thank you for CEO Moore's presentation.
- i. F&E: The Board acknowledged the audit guidelines as presented by the Division, noting that annual financial audits are still required.
- j. CDFA: The Board acknowledged the appointment by CDFA Secretary Karen Ross of Rebecca Desmond as the Director of Fairs and Expositions and signed a congratulatory card to be mailed.
- k. F&E: The Board acknowledged the 2012 Budget memo instructing county fairs that beginning with the 20121 budget, they are no longer due to F&E for approval.
- l. This was mistakenly left on the agenda from July.
- m. CFSA: The Board acknowledged the July FYI newsletter.

- n. WFA: The Board acknowledged the cost cutting measures at WFA and focus of CFA's advocacy efforts letter.
- o. Jim Hunter: The Board acknowledged the email sent to CEO Moore regarding the course conditions.

## 7. UNFINISHED BUSINESS

- a. 2011 Fair: Having reviewed the fair financials previously during the Consent Calendar, CEO Moore shared some of the comments received during the fair as a result of having placed comment cards in all the buildings. Comments included the Tubbs Building not being open to the general public on opening night for exhibitors to see their own placings, to enjoyment of the preschool "stars" art contest and public participation in voting for the winner, to the buildings being warm and humid, to enjoying the music and layout of the fair. In addition, people participating in the Arts in Action provided by the Calistoga Art Center made 125 hats, 125 wings, 30 masks, 50 pendants, 40 pirate hats, and the art center float for the parade.

## 8. NEW BUSINESS

- a. Mosquito Abatement District: Director Holston moved, Director Keag seconded to approve the mosquito and weed abatement service contract with a maximum yearly limit of \$3,600 (July through June) for treating the fence lines, irrigation ditch, pond, RV park, track wall, and other miscellaneous areas as identified by management.
- b. Reclaimed Water Pond: CEO Moore explained that with the assistance of Ron Schlegel, she has met with four pond pump companies and CFFA to discuss options for fixing the reclaimed water pond pump situation and asked that the Board consider the skid mount pump with an auto wash filter, with either a single or duplex pump. Estimations are \$19,000 and \$27,000 for the skid mount, depending on single or duplex (which would alternate on start up, thus increasing the life expectancy of the pump). Additionally, installing the skid mount would require a plumber and an electrician and the current water tank would have to be retro-fit with an air compressor (approximately \$1,800) and some fittings would require welding work (\$400). This option would correct everything from the pump to the irrigation supply. If a single mount system was installed, the current pump could be re-routed separately to be used as a back up, but only in manual operation (and would require quite a bit of work to re-route).

Additionally, to correct the incoming pressure problems, it was encouraged that we dredge the pond first and then replace the foot valve and install a pre-screener (approximately \$3,500 not including the dredging). If the incoming problem, from pond to pump, is not fixed, the pump will need replacing due to cavitation again in the near future.

Total estimated costs for the skid mount pump is \$24,700 single, \$32,700 duplex, plus miscellaneous parts and labor on both. CEO Moore reported that she is making the request to the Calistoga Wildcat Boosters at their meeting on September 8 for \$20,000 to be used toward the pump project and subsequent irrigation repairs to the football field. Director Holston moved, Director Schlegel seconded and motion carried to direct CEO Moore to also request financial assistance from the City of Calistoga for the pump improvements.

- c. By-Law Amendment: Pursuant to amendment #xxx effective October 2010, the Policy Committee presented their recommendation to increase the board to 9, providing 3 appointed positions and 6 elected as a proactive step to address our contract with the County for discussion. Director Holston moved, Director Winrod seconded and motion carried to hold a Special Meeting on Tuesday,

September 20 at 7:00 p.m. for Association members to express their opinions on the proposed amendment.

- d. IAFE Convention: IAFE Convention will be held November 28 through December 31 in Las Vegas, NV, with more information to be presented at next month's meeting.
- e. August 6, 2011 Civil War Race: CEO Moore reported that while we have tentatively made a profit of \$7,000 on the Civil War Race on Saturday, August 6, 2011, attendance was down from the previous year, which was also down from 2009. Additionally, even though car count was up, pit admissions were also down. Other tracks racing that same night included Petaluma, Chico, and Placerville. Director Winrod requested that a comparison of race profitability be made for 2010.
- f. Tierey Tamagni: After some discussion, the Board referred this item to the Policy Committee to review as it pertained to current policy.
- g. Calistoga Community Christmas Bazaar: Director Holston moved, Director Schlegel seconded and motion carried to approve complimentary use of the Tubbs Building on Friday, December 2 for setup and decorating and the reduced rate of \$1,125 for use of the Tubbs Building on Saturday, December 3 for the event and cleanup, and \$40 per hour for use of the forklift and one operator, noting that any other days of use would have to be paid for at the setup/teardown rates as established in 2010.

## 9. LONG RANGE PLAN

- a. UPDATE: Nothing to report.
- b. 2011 Session Date: The Board acknowledged the date set for the next Long Range Plan meeting of Saturday, September 17, 2011 with location details to follow.

## 10. MATTERS OF INFORMATION

- a. CEO REPORT: CEO Moore reported that beginning with the September agenda, supporting documentation will also be available online to the public and that copies of anything distributed by staff to the Board at the meeting will be made available to the public as well.

CEO Moore noted the \$500 donation received by Mary Stevens, a former Calistoga resident who still keeps up on local news and sent her neighbors in Oakland to the fair this year, only to hear of their great experience and the changes made to the fair.

CEO Moore reported on the joint marketing campaign with Town & Country Fair, a mailer sent to every household in Napa County. The brochure focused on the elimination of fair funding at the State level and offered suggestions for getting involved in both fairs. Additionally, our piece focused on the year round activities available at the County fairgrounds and the value of joining the Association.

CEO Moore reported on her meeting the County to amend the contract language to remove references to the Division and minimum classification allocations, change our budget deadline, and modify the language for project oversight by CFFA.

CEO Moore also gave a brief recap of ongoing project research including her meeting with Bryan Eubanks of CFFA regarding the pond pump, golf course restrooms, and RV restrooms and park

