

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOICATION
WEDNESDAY, FEBRUARY 9, 2011**

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

DIRECTORS PRESENT: Directors Porter, Keag, Schlegel, Edds, Holston, Watson, and Winrod

DIRECTORS ABSENT: None

OTHERS PRESENT: CEO Carlene Moore

VISITORS: Ron Schlegel, Frank Difede, Ted Surber, Pat Hampton

1. CALL TO ORDER

A regular meeting of the Board of Directors of the Napa County Fair Association was held Wednesday, February 9, 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

Ted Surber informed the board that he was turned down by CEO Moore when he offered his time and materials to fix the second residence house in order to make it available to rent.

Ron Schlegel requested to be a member of the Race Committee.

3. CONSENT CALENDAR

After adding Item 7-g Cal Fire/Napa County Fire request for reduced rates, Director Edds moved, Director Watson seconded and motion carried to approve the Consent Calendar as presented, excepting the January financial reports.

4. COMMITTEE REPORTS

a. EXECUTIVE: No meeting to report.

b. BUILDINGS & GROUNDS: Director Winrod reported that the committee met on February 3, 2011 to discuss the sewer project, project ideas for volunteers, RV park dog run, and the CEO residence, discussion of which was deferred to Item 7-f. The Committee is proposing to put the RV park dog run near the entrance of the golf course parking lot and referred the proposal to the golf and campground committees for further discussion.

c. CAMPGROUND: No meeting to report.

d. GOLF: No meeting to report.

e. PARADE: No meeting to report.

f. POLICY: Director Watson reported that the committee met on February 1, 2011 to discuss the Interim Rental Policies and deferred discussion to Item 7-e.

g. PUBLIC RELATIONS: Director Schlegel reported that the committee met on January 31, 2011 to discuss parade float ideas and combining the board's opening night VIP reception with the Soroptimist's Champagne Arts Preview into a gala-type event on opening night of the Fair. Ideas include incorporating the arts and photography displays into the Tubbs Building, along with the fruits, vegetables, flowers, wine, and olive oils and creating an experience of what the

county has to offer. Logistics still need to be worked out, such as not making the Tubbs available to the general public until Saturday, and conversations with the Soroptimists have only just begun. Director Holston noted his apprehension at the idea of not having the Tubbs Building available to the general public on Friday night.

- h. RACE: Director Edds reported that the committee met on February 2, 2011 to confirm the race schedule, discuss final Autorama details, projects for volunteers, program ad sales, and track sponsorship. Director Edds also noted that he spoke with the Snap-On Tools representative and will follow up on possible sponsorship.

5. CORRESPONDENCE

- a. City of Calistoga: The Board acknowledged the letter from the City of Calistoga announcing the reorganization of the Planning and Building Department.
- b. WFA Achievement Awards: The Board acknowledged the placings awarded at the recent WFA Convention in Reno for our children's program, online exhibitor handbook, and more.
- c. F&E: The Board acknowledged our 2011 budget approval from the Division.
- d. WFA: The Board acknowledged the state budget memo and industry response plan, with CEO Moore reporting on her recent attendance at the Senate Budget Sub Committee Meeting.
- e. F & E: The Board acknowledged the sewer project funding program agreement allotting \$28,000 for the sewer project repairs.
- f. The Weekly Calistogan: The Board acknowledged the article in the paper about Calistoga Art Center moving to the Cropp Building.
- g. City of Calistoga: The Board acknowledged the City's new Community Calendar site for community related event postings, information of which will be included in all community-related rental agreements.

6. UNFINISHED BUSINESS

- a. Retirement Medical Benefits: CEO Moore reported that letters have been mailed to both eligible retirees requesting documentation to verify their participation in the retirement medical benefits through CalPERS to be provided by the end of the month. One retiree has already returned her information and HR consultant Patrick Clark is reviewing it.
- b. Patrick McBride: CEO Moore spoke with Mr. McBride and he is requesting purchase an annual golf cart pass and pay \$15 each time he plays golf. Since his request is in line with the current rates, no action was necessary.

7. NEW BUSINESS

- a. CFSA Revenue Protection Program: After much discussion and explanation from CEO Moore that the protection was for severe weather interruption which could be based on a single day or the entire fair, Director Keag moved, Director Schlegel seconded and motion carried not to participate in the program for 2011.
- b. WFA Convention Report: Director Schlegel reported on her attendance at the Directors Summit on Sunday, along with all of the other directors who went to convention, the directors breakfast

where they discussed a board member certification program, listening to the summer intern exchange ideas, and her attendance at the North Coast Area meeting, a meeting with the other fairs in our proximity. Director Watson also reported on her attendance at the Summit of which she has followed up with the county to get information on ethics training for all of the directors which will be discussed amongst the policy committee, her enjoyment of Huell Howser's opening ceremonies presentation, her participation at the Directors Task Force meeting to help establish criteria for board member certification, and the wonder Exhibit in a Box program. Director Edds noted that he looked forward to a standard of training for all board members as part of the board certification process and also learned some interesting things to be mindful of when completing surveys of fair visitors. Director Keag spoke of his attendance at the long range planning session, which reiterated the importance of meetings like ours, back in October, in spending quality time planning for the future. Director Porter reported on his single day attendance at the Summit as well. All of the directors who participated in the Directors Summit concurred that the time was well spent.

- c. 2011 Fair Admission Rates: Director Edds moved, Director Watson seconded and motion carried to set the Kids' Day on Friday, where kids 12 & under get in free and \$5 for everyone else, Seniors' Day on Saturday from noon to 4 p.m. with free admission for seniors age 62 and over, and Saturday through Monday rates of \$10 adults, \$5 kids (7-12), children 6 & under free.
- d. 2011 Annual Golf Cart Pass Rate: At CEO Moore's request, Director Holston moved, Director Schlegel seconded and motion carried to amend last month's action to not change the annual golf cart pass rate, specifically setting it at \$200.
- e. Interim Rental Policies: Director Edds moved, Director Watson seconded and motion carried to approve the Fundamental Contracting Policies, Concession Terms and Conditions, and Security Requirements as recommended by the Policy Committee and as presented.
- f. CEO's Residence Repairs: CEO Moore reported from the Buildings and Grounds Committee meeting that after several inspections it has been determined that animals have destroyed the HVAC duct work under the house over a period of years, most recently of which was a raccoon living in the plume. Per the recommendations of Napa County Animal Control and Animal Wildlife Rescue, the vents have been sealed off inside the house so that the fumes do not continue to permeate the house. While the HVAC unit is nearly 25 years old, it appears to still be in working condition, so four quotes have been received to replace the duct work. Additionally, the insulation of the floor has been torn loose and small animals have been nesting in it, as well as there is standing water under and around the house due to drainage issues. Director Edds moved, Director Watson seconded and motion carried to authorize the Buildings & Grounds committee to formulate the plans to address the drainage issues and present quotes for the insulation, duct work, and vapor barrier installation.
- g. Second Residence Rental Terms and Rate: CEO Moore addressed Mr. Surber's comment at the start of the meeting, informing the board that when she turned down Mr. Surber's offer to do the work, explaining that plans were already underway to work with a potential renter to complete some of the work, she then asked if he would still be willing to donate the materials, to which he refused. The Buildings & Grounds Committee noted that at a minimum the carpets need to be replaced, some floor work needs to be done, and the garage needs to be converted back to a garage or storage area, but that was not necessarily a complete list. And so at the suggestion of Director Holston, Director Edds moved, Director Schlegel seconded and motion carried to

authorize CEO Moore to have a home inspection completed on the second residence to determine the extent of work that needed to be done and the overall condition of the house.

- 7-h. Cal Fire/Napa County Fire Reduced Building Fee Request: CEO Moore explained that under our new policies of half-day rentals for use of the facilities for setup and/or teardown days, as well enforcing the charges for equipment usage, the Napa County Fire Department’s rental fee has increased by approximately \$600. They receive their budget from the County in July, which was the same rate as 2010, and so they are requesting a reduced fee for 2011 by keeping the rates the same. Director Holston moved, Director Watson seconded and motion carried to maintain our current rates and policies, but to collect the same amount of money as 2010 with the balance being paid through fee in kind exchange of work crew time for the difference.

8. MATTERS OF INFORMATION

- a. CEO Report: CEO Moore gave an update on the financing of our Photovoltaic (PVII) system. In 2006, we agreed to participate in Phase II of the Photovoltaic program through CCA. An amortization schedule was presented and legal documents were signed and executed. In 2008, the Federal government issued CREB bonds which were purchased for PVII with a buyer in place, amortization schedules were presented to us, signed by us, but were never executed by CCA. Then the market collapsed and due to changes in the CREB laws, the bonds were of no value on the market. We are 2.5 years into a 10 year loan, but we, like all other 15 fairs involved in PVII, have been paying at the 2008 amortization schedule rate which is a shortfall from the actual loan and until this past fall, the industry was not aware that the F&E rainy day fund was being used to cover the gap. The new leadership at CCA and their consultants have rebuilt the files to determine exactly what equipment was installed at each fair location and the expense for each fair. Currently, CCA is pursuing refinancing of the loan on behalf of all 16 fairs.

CEO Moore reported that the POS system and online tee time program installation is underway at the golf course, the wall between the Pro Shop and Tucker Room has been installed, and that on Thursday there were meetings in both locations without interference from either, noting the golf course employees’ appreciation for the wall.

CEO Moore also reported that Association membership applications have been mailed, sales of camping sites for all of our races are underway, registration forms for our Modified race are available, and that she spent two days, along with our CFSA Safety Inspector Charlie Wiglesworth, on training and development for the maintenance department who will be starting their new 4-10 schedules on Sunday.

- b. Directors Reports: No reports were given.

9. ADJOURNMENT

Director Edds moved, Director Holston seconded and motion carried to adjourn the meeting at 6:45 PM.

Certified to be a true and correct copy.

Carlene Moore
Chief Executive Officer

Date

Mark Porter
President

Date