

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS  
OF THE NAPA COUNTY FAIR ASSOICATION  
WEDNESDAY, FEBRUARY 10, 2010  
Melanie Watson, Ray Edds, Mike Winrod,  
Rich Holston, Jim Keag, Mark Porter, Karan Schlegel**

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

**DIRECTORS ABSENT:**

**OTHERS PRESENT:** CEO Carlene Moore, OA Aly Cortez

**VISITORS:** Ted Surber, Bill Squire, Bob Zagar, G & J Sieberlich, Frank DiFede, Ron Schlegel

**I. CALL TO ORDER**

A regular meeting of the Board of Directors of the Napa County Fair Association was held Wednesday, January 13, 2010 in the Directors Room at the fairgrounds. The meeting was called to order at 5:30 P.M. by President Ray Edds.

**II. PUBLIC COMMENT**

No public comment.

**III. CONSENT CALENDAR**

Director Keag moved, Director Porter seconded and motion carried to approve the Consent Calendar:

- a. Minutes of the regular meeting held January 13, 2010
- b. Minutes of the special meeting held January 20, 2010
- c. Financial statement for the period ending January 31, 2010
- d. List of current expenditures
- e. Agreements:
  - i. Interim Rental Agreements - #10-20, 10-21, 10-22, 10-23, 10-24, 10-25, 10-26, 10-27 and 10-28
  - ii. RV Agreements - #10-19 and 10-20

**IV. COMMITTEE REPORTS**

- a. EXECUTIVE: The Committee met on February 10, 2010 for a budget and operations update.
- b. BUILDINGS & GROUNDS: No meeting to report. Next meeting scheduled for Wednesday, February 17, 2010 at 5:00 PM.
- c. CAMPGROUND: No meeting to report.
- d. GOLF: No meeting to report. Next meeting scheduled for Wednesday, February 17, 2010 at 3 PM.
- e. PARADE: The Committee met on January 21, 2010 and discussed the parade line up, schedule and reviewed the duty assignments. Director Keag has already contacted and confirmed two bands. CEO Moore is in contact with the music instructor from both the Calistoga Elementary School and Calistoga Jr/Sr. High School about their participation in the parade and having their summer camp concert at our annual fair.
- f. POLICY: The Committee met on February 8, 2010 to review current policies. The Committee recommends adoption of the Gun Show Policy as recommended by the State of California and the Board Meetings, Committees of the Board, and Board Personnel policies as presented at the meeting. The next meeting will be February 24, 2010 at 4 PM.
- g. PUBLIC RELATIONS: No meeting to report.

- h. RACE: No meeting to report. Next meeting scheduled for Wednesday, March 03, 2010 at 6:30 PM.

**V. CORRESPONDENCE** – There was no correspondence.

**VI. UNFINISHED BUSINESS**

- a. 2010 Theme Selection: Director Holston moved, Director Watson seconded and motion carried to approve “Memories, Music & Magic” as submitted by Lori Baker of Calistoga, as the theme of the 2010 Napa County Fair. A contest for the artwork will be announced to all Napa County residents next week.

**VII. NEW BUSINESS**

- a. Audit: Director Holston moved, Director Porter seconded and motion carried to accept the 2009 Audit as presented by Dell Coates of G & J Seiberlich & Co, LLP. Mr. Coates placed heavy emphasis on the need for separation of duties and recommended that the Board focus on mitigating annual losses and building reserves in 2010.
- b. WFA Convention Report: Directors Schlegel, Keag, Watson and CEO Moore gave a brief description on the WFA Convention that they recently attended in Reno, NV. A lot of new information was presented and new ideas gathered that they plan to share over the coming months.
- c. Fair Entertainment: Director Watson moved, Director Schlegel seconded and motion carried to cancel previously entered Entertainment Agreements with Frederick Perez (Agreement #10-04), Creative Event Management (Agreement #10-05) and WGAS (Agreement #10-06).
- d. CFSA Accounting Contract: Director Keag moved, Director Watson seconded and motion carried to enter into agreement with CFSA to provide accounting services including Accounts Payable, Accounts Receivable, and General Ledger.
- e. CFSA Payroll Contract: Director Keag moved, Director Watson seconded and motion carried to enter into agreement with CFSA to provide payroll services including all month, quarter, and annual filings.
- f. Fair Admission Rates: Director Keag moved, Director Watson seconded and motion carried to approve \$3.00 Thursday and \$5.00 Friday special rates whereby everyone pays \$3 or \$5 on those days for parking and admission. Staff will invite concessionaires to participate with a special “Fair deal.”
- g. Association Logo: Director Watson moved, Director Porter seconded and motion carried to approve the Association Logo that was presented by Christy Fitzpatrick.

**VIII. MATTERS OF INFORMATION**

- a. CEO Report  
CEO Moore informed the Board of her meeting with Corey Oakly of Helm & Sons regarding this year’s carnival. Helm & Sons have bid on the Alameda County Fair and should they get that, would not be available for our fair. They will notify us on February 16, 2010 once Alameda has made their decision. If they get Alameda, Helm & Sons will work with us to stay under contract by sub-contracting to another, mutually agreed upon, carnival.

CEO Moore reported that Charlie Wiglesworth, CFSA Safety Inspector, completed the annual safety inspection on the grounds and noted some safety issues that will be in his final report. CFSA will continue to assist us with development of our Safety, Injury Illness and Prevention, and Emergency policies.

CEO Moore also reported on her meeting with Jon Pike of CCA and planning grant funds and capital improvement funds available to us for FY 2010-2011. CCA estimates the cost to replace the section of sewer from the Tubbs Building to connection with the City of Calistoga's main line at \$15,000. The Buildings and Grounds Committee will review the project further at their next meeting.

CEO Moore reported that she is working with George Dulinsky to secure an antique tractor display at the fair.

CEO Moore reported that she and Director Porter met with Tommy Hunt from USAC about the Labor Day Race. Mr. Hunt is still interested in the June 12, 2010 date for a race and will research its feasibility.

CEO Moore advised the Board that the Lodi Grape Festival is hosting their spring wine show at the end of March and invited the Board members to attend to gather ideas for our own wine show/competition.

- b. Directors Reports. None were given.

**IX. CLOSED SESSION**

Director Keag moved, Director Porter seconded and the motion carried to adjourn the meeting to closed session at 6:55 p.m.

**X. ADJOURNMENT**

Director Porter moved, Director Keag seconded and the motion carried to adjourn the meeting at 9:00 p.m.

Certified to be a true and correct copy.

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Carlene Moore  
Chief Executive Officer

Date

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Ray Edds  
President

Date