

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOICATION
WEDNESDAY, JANUARY 12, 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, Mike Griffin, Ted Surber, Noah Hampton-Asmus, Bill Squire

1. CALL TO ORDER

A regular meeting of the Board of Directors of the Napa County Fair Association was held Wednesday, January 12, 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

Mike Griffin inquired about the next Race Committee meeting because he knows of other volunteers interested in assisting with the race track preparations.

3. CONSENT CALENDAR

CEO Moore reported that the Financial Statements for the period ended December 31, 2010 were not available for review prior to the meeting. Director Edds moved, Director Watson seconded and motion carried to approve the Consent Calendar excepting items 3-b and 3-d-i with Director Winrod abstaining. Director Holston moved, Director Schlegel seconded and motion carried to approve item 3-d-i.

4. COMMITTEE REPORTS

a. EXECUTIVE: No meeting to report.

b. BUILDINGS & GROUNDS: No meeting to report.

c. CAMPGROUND: No meeting to report.

d. GOLF: Director Holston reported that the committee met on January 10, 2011 to review the 2011 fees and deferred further discussion to Item 7-d. Director Holston also reported on the committee's discussion of completing the cart paths with the possible donation of asphalt grindings, which staff will continue to research; changing the entrance of the Pro Shop so that golf patrons enter through the gate between the Tucker Room and Paul Coates Construction office coming around the front of the building; and building a wall between the Pro Shop and Tucker Room to improve sound quality in both rooms.

e. PARADE: No meeting to report.

f. POLICY: No meeting to report.

g. PUBLIC RELATIONS: Director Schlegel reported that the committee met on January 10, 2011 to discuss membership and general association promotions. The committee plans to once again include membership applications in the city of Calistoga's water bills, as well as inquire as to the possibility in the other cities in Napa County. The committee plans to work on a float entry that can be used in any parade in the county that promotes Association activities. Additionally, the

committee recommends a rewards program to encourage referral of new members by current members. Each referral is worth one point and additional points are earned based on the new member's residency. One point for St. Helena, two points for Yountville, three points for Napa, and for points for American Canyon. The winner will be announced at our annual meeting in November.

- h. RACE: No meeting to report.

5. CORRESPONDENCE

- a. F&E: The Board acknowledged the letter from F & E changing the responsibility for administration and management of loans funded by the Division from CCA to F&E, including our current RV Electrical Loan, effective February 2011.
- b. CFSA: The Board acknowledged the retirement announcement of Executive Director Donna Bardaro at the end of 2011.
- c. F&E: The Board acknowledged the new budget policies from F&E, with CEO Moore deferring to Item 6-b for further discussion.
- d. F&E: The Board acknowledged the temporary suspension of Project Fund Sources by F&E noting that our Infrastructure Matching Grants fund for the sewer project is affected.
- e. F & E: The Board acknowledged the request by F&E for notification when fairgrounds are used for emergency response assistance.
- f. CCA: The Board acknowledged the letter from CCA announcing their contractual relationship with CFSA to provide fiscal management and oversight.
- g. CFSA: The Board acknowledged the December newsletter.

7. UNFINISHED BUSINESS

- a. Strategic Plan Update: CEO Moore reported that in light of the Re-evaluation of Project Fund Sources memo received from F&E, two of the three goals set by the Board at the Strategic Planning meeting in October are on hold. CEO Moore also reported that she is continuing to research new Association-sponsored events and is meeting with key influencers.
- b. 2011 Budget Revisions: CEO Moore reported that upon receiving the letter from F&E of the new budget policies, she and Treasurer Schlegel met to revise the 2011 Operating Budget to meet the new requirements. Changes to the budget included updating the 2010 Estimated column with figures through December 15, 2010 as well as a reduction of \$42,000 in 2011 Proposed expenses including removal of all staff raises which affects taxes and benefits, too, elimination of an entry level maintenance position, and reduction of fair entertainment. CEO Moore reviewed the changes with President Edds who then signed the revised budget and it was submitted to F&E prior to the December 31, 2010 deadline. Director Edds moved, Director Watson seconded and motion carried to approve the 2011 Budget revisions.
- c. Fair Theme: After much discussion and review of the submitted entries, Director Watson moved, Director Edds seconded and motion carried to approve "Something Old, Something New...Forever Red, White & Blue" as the slogan for the 2011 fair. CEO Moore noted that the winning entry was submitted by Lindsay Faith Weinholt of von Strasser Winery.

8. NEW BUSINESS

a. Annual Resolutions:

- i. *Local Agency Investment Fund Signature Authorization.* Director Edds moved, Director Holston seconded and motion carried to approve CEO Carlene Moore, President Mark Porter and Treasurer Karan Schlegel as authorized signers on the Fair's savings account with LAIF effective January 1, 2011 through December 31, 2011.
 - ii. *West America Bank Signature Authorization.* Director Watson moved, Director Edds seconded and motion carried to approve CEO Carlene Moore, President Mark Porter and Treasurer Karan Schlegel as authorized to sign and endorse checks, drafts and other negotiable instruments and to make deposits and withdrawals from authorized accounts effective January 1, 2011 through December 31, 2011. However, individual withdrawals in excess in \$8,000 require the signature of two of the persons authorized to sign checks.
 - iii. *Bank of America Signature Authorization:* Director Edds moved, Director Schlegel seconded and motion carried to approve CEO Carlene Moore, President Mark Porter and Treasurer Karan Schlegel as authorized to sign and endorse checks, drafts and other negotiable instruments and to make deposits and withdrawals from authorized accounts effective January 1, 2011 through December 31, 2011. However, individual withdrawals in excess in \$8,000 require the signature of two of the persons authorized to sign checks.
 - iv. *Volunteer Workers' Compensation Insurance:* Director Schlegel moved, Director Watson seconded and motion carried to extend Napa County Fair Association's workers' compensation insurance to cover members of the Board of Directors and volunteers while performing their volunteer work.
 - v. *Contract Delegation Authority:* Director Holston moved, Director Keag seconded and motion carried to authorize CEO Carlene Moore to execute rental agreements, service agreements and agreements for judging for the Napa County Fair Association which do not exceed \$15,000 without further authorization from the Board of Directors effective January 1, 2011 through December 31, 2011. All such agreements, however, are to be presented to the Board of Directors for review at the subsequent meeting.
- b. Opposition Letter to SB1: Director Holston moved, Director Keag seconded and motion carried to approve President Porter and CEO Moore to send a letter to Assembly Members Michael Allen and Wesley Chesbro and Senator Noreen Evans on behalf of the entire board opposing SB1 seeking to sell the San Diego Fairgrounds.
 - c. Retiree Medical Benefits: Director Edds moved, Director Watson seconded and motion carried to authorize CEO Moore to mail letters to retirees Mike Kenney and Patty Sereni requesting documentation supporting their continued medical benefit reimbursement. Director Edds moved, Director Watson seconded and motion carried to authorize CEO Moore that, if documentation is not provided, to seek reimbursement.
 - d. 2011 Golf Course Rates: Director Holston moved, Director Edds seconded and motion carried to approve the proposed 2011 golf course rates as follows:
Green fees: addition of a non-resident rate at \$20, resident rate at \$18, senior rate at \$15, junior rate at \$8

