

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOICATION
WEDNESDAY, JANUARY 13, 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, Pearl & Bill Nystrom, Frank DiFede, Kerry Abreu, and Rose Beck

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 Melanie Watson.

II. PUBLIC COMMENT

Kerry Abreu, interim renter and Association member, addressed the Board with her concerns regarding her event held in the Butler Pavilion on November 27, 2009. For the past 10 years she has hosted the annual community Thanksgiving Dinner in the building, but the event was left off the calendar for 2009 and so there was a scheduling conflict. Additionally, she commented on the untidy state of the kitchen, the pilot light not being lit, and the electrical problems she encountered. She suggested that the Association hire a professional cleaning service once a month, hang laminated posters specifying the cleanup procedures, and have the necessary supplies on hand. Kerry also suggested that we better utilize our Association members to the benefit of the property.

President Watson thanked Ms. Abreu and noted that as part of the ongoing assessment of policies and procedures, CEO Moore will work with staff to form better means of communication with our Interim renters.

Ted Surber, Association member, addressed the Board in concurrence with Ms. Abreu's recommendation to better utilize our Association membership to the benefit of the property. Mr. Surber also recommended that we promote our membership to the public.

President Watson thanked Mr. Surber for his comments and acknowledged the Board's plans to address expansion of our membership.

III. CONSENT CALENDAR

Director Keag moved, Director Porter seconded and motion carried to remove item 3-a Approval of Minutes of the Regular Meeting held on December 9, 2009, from the Consent Calendar at Director Holston's request, as he was absent and therefore not in a position to vote on their approval. Director Edds moved, Director Porter seconded and motion carried to approve the Consent Calendar as amended, items 3-b, 3-c, and 3-d. Director Keag moved, Director Porter seconded and motion carried to approve the December 9, 2009 minutes as mailed. Director Holston abstained.

IV. COMMITTEE REPORTS

- a. RACE: Director Edds reported that the committee met on January 6, 2010. He noted that we have registered for a booth at the Sacramento Autorama, February 19-21 at Cal Expo to promote this year's racing schedule. Committee members Ted Surber and Bob Zagar will be managing the booth including its setup, staffing, and teardown. The booth will have a sign made by Mr. Zagar, a car, and a variety of information on the Calistoga Speedway and local amenities. In addition, a daily drawing will be held for anyone signing up for our e-newsletters and marketing campaigns. Director Edds also reported that we will host races on Memorial Weekend, August 7, and Labor Day Weekend.
- b. GOLF: No meeting to report.

V. CORRESPONDENCE

- a. City of Calistoga: CEO Moore reported on a Notice of a Public Hearing by the City of Calistoga regarding the Urban Design Plan scheduled for January 19. CEO Moore plans to attend the meeting.
- b. City of St. Helena: We received a letter from the City of St. Helena that our insurance permit has expired. The current permit is in process and will be sent directly to them.
- c. City of Calistoga: CEO Moore is meeting with Planning & Building Director Charlene Gallina regarding the coordination and communication efforts between the City of Calistoga and Napa County Fair, including the special events application.
- d. CFSA: CEO Moore presented to the Board the Revenue Protection Program Fees

VI. UNFINISHED BUSINESS

- a. Past Directors Benefits: Director Edds moved, Director Holston seconded and motion carried to postpone any action on past director benefits until a recommendation is made by the Policy committee.
- b. WFA Convention: Director Edds moved, Director Porter seconded and motion carried to approve attendance for CEO Moore and Directors Watson, Schlegel, Winrod, and Keag at the annual WFA Convention in Reno, NV, January 23 thru January 28, 2010.

VII. NEW BUSINESS

- a. Change in Bank Accounts: Director Edds moved, Director Holston seconded and motion carried to empower CEO Moore to close the existing bank accounts at Bank of America and open new ones in order to remove Mike Kenney's name from the accounts completely.
- b. Annual Resolutions: Director Edds moved, Director Schlegel seconded and motion carried to approve the Annual Resolutions be approved with the exception that there are no conflicts with any other agreements.
 - i. Local Agency Investment Fund Signature Authorization. CEO Carlene Moore, President Ray Edds and Treasurer Karan Schlegel are authorized to sign on the Fair's savings account with LAIF effective January 1, 2010 through December 31, 2010.

- ii. West America Bank Signature Authorization. CEO Carlene Moore, President Ray Edds and Treasurer Karan Schlegel are authorized to sign and endorse checks, drafts and other negotiable instruments and to make deposits and withdrawals from authorized accounts effective January 1, 2010 through December 31, 2010. 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: CEO Carlene Moore, President Ray Edds and Treasurer Karan Schlegel are authorized to sign and endorse checks, drafts and other negotiable instruments and to make deposits and withdrawals from authorized accounts effective January 1, 2010 through December 31, 2010. 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: Members of the Board of Directors and volunteers are covered by the Napa County Fair Association's workers' compensation insurance while performing their volunteer work.
 - v. Contract Delegation Authority: CEO Carlene Moore is authorized 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, 2010 through December 31, 2010. All such agreements, however, are to be presented to the Board of Directors for review at the subsequent meeting.
- c. Committee Nominations: Director Holston moved, Director Porter seconded and motion carried to approve the following committees and assignments:
- Building & Grounds: Directors Winrod, Schlegel and Porter
 - Policy: Directors Edds, Holston and Watson
 - RV: Directors Edds and Keag
 - Race: Directors Edds and Porter
 - Golf: Directors Holston and Keag
 - Public Relations: Directors Schlegel and Porter
 - Parade: Directors Keag and Watson
- d. 2010 Theme: Director Edds moved, Director Porter seconded and motion carried to open a contest to all County residents for 2010 theme suggestions. CEO Moore will issue a press release with the closing date for entries in time for the February Board meeting.

VIII. MATTERS OF INFORMATION

a. CEO Report

CEO Moore once again thanked the Board for selecting her as the CEO. She informed the board that unless otherwise noted, when she's away from the office, whether business or personal, she is always available to the staff and Board via cell or email.

CEO Moore recommended that the Board elect its officers at a Special Meeting on January 20, 2010 at 5:30 p.m.

CEO Moore updated the Board on the lawn mower purchase in the amount of \$11,745 to be paid from the Flex Capital Funds.

