

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS  
OF THE NAPA COUNTY FAIR ASSOICATION  
WEDNESDAY, OCTOBER 13, 2010  
Melanie Watson, Ray Edds, Mike Winrod,  
Rich Holston, Jim Keag, Mark Porter, Karan Schlegel**

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

**DIRECTORS ABSENT:** Director Watson

**OTHERS PRESENT:** CEO Carlene Moore

**VISITORS:** Bill Squire, Charlie Sakai, Jim Hunter, Ron Schlegel, Patrick Clark

**1. CALL TO ORDER**

A regular meeting of the Board of Directors of the Napa County Fair Association was held Wednesday, October 13, 2010 in the Main Office at the fairgrounds. The meeting was called to order at 5:35 PM by President Ray Edds.

**2. PUBLIC COMMENT**

No public comment.

**3. CONSENT CALENDAR**

CEO Moore reported that approximately \$6,000 in Fair revenue and \$3,500 in Speedway revenue was still outstanding. After reviewing the Financial Statement for the period ending September 30, 2010, Director Schlegel moved, Director Porter seconded and motion carried to approve the Consent Calendar.

**4. COMMITTEE REPORTS**

- a. EXECUTIVE: The Committee met on September 30, 2010 to review the employee policy manual and Chief Executive Officer evaluation process, the report of which was deferred to Items 6-a, 6-b, and 9.
- 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: The Committee met on October 6, 2010 to review the policy manual, the report of which was deferred to Items 7-d-i through 7-d-iii.
- g. PUBLIC RELATIONS: The Committee met on October 6, 2010 to discuss the annual Association meeting plans including food, setup, and invitations.
- h. RACE: No meeting to report, however, Director Porter reported on the progress being made on the track improvements. Through the clay donation by Harold Smith & Son and the equipment donations by Stadelhofer Construction and Dennis E. Watson, and the volunteer efforts of Mike Griffin, Ron Schlegel, Dennis Watson, Mike Stadelhofer, Phil Seavey, etc., the track surface has been ripped and they've begun putting the new clay on, and all for the price of fuel for the equipment.

**5. CORRESPONDENCE**

- a. CFSA: The Board acknowledged the monthly FYI newsletter sent by CFSA.
- b. Resort Management, Inc.: The Board acknowledge the RMI Sister Park Agreement offering a half-price discount in the RV Park.
- c. F&E: The Board acknowledged the letter regarding GASB Statement No 51 requiring financial reporting for intangible assets.
- d. Calistoga Family Center: The Board acknowledge the thank you card from the Calistoga Family Center for the use of our recycle bins during their event.

## 6. UNFINISHED BUSINESS

- a. Employee Policy Manual: Human Resources Consultant Patrick Clark reviewed the significant changes to the Employee Policy Manual that were reviewed during the Executive Committee including conversion to a bi-weekly pay system, change of vacation accrual rates for employees hired after July 1, 2010, defining the standard work week as Sunday through Saturday for the purposes of calculating overtime, and addendums for both the pension and retiree benefits as we anticipate changes when the moratorium is lifted on the Department of Labor. After review, Director Holston moved, Director Keag seconded and motion carried to approve the Employee Policy Manual as presented.
- b. Policy Manual: CEO Moore reported that while the Gun Show, Board Meeting, Committees of the Board, and Board Personnel policies were presented as part of the committee reports during the regular board meeting of February 10, 2010, no action was taken. Director Porter moved, Director Schlegel seconded and motion carried to approve the Gun Show, Board Meeting, Committees of the Board, and Board Personnel policies as presented at the meeting of February 10, 2010.

## 7. NEW BUSINESS

- a. Light Pole Painting Project: CEO Moore reported that bids had closed for the Speedway Light Pole Painting Project and that after adding additional provisions for the proper treatment of the existing lead paint the apparent low bidder is Jeffco Painting at \$126,500.00. Painting of the light cages (frames) would be another \$53,900.00. Based on the significant change to the project cost, CCA and CEO Moore recommend that the contract not be awarded until comparisons to replacing the existing poles could be made. CEO Moore is meeting with Musco Lighting on Thursday to assess replacement options. Director Porter moved, Director Schlegel seconded and motion carried to not award the light pole painting project contract.
- b. Write-off Outstanding Checks: Director Schlegel moved, Director Porter seconded and motion carried to write-off checks 1985, 2147, and 2355 in the total amount of \$300.00 from the old Bank of America operating account #02379-80002 in order to close the account.
- c. IAFE Convention: Director Schlegel moved, Director Holston seconded and motion carried to approve CEO Moore's travel to the IAFE Convention in Las Vegas, November 28 through December 2, 2010.
- d. Policy Manual:
  - i. Director & Past Director Perks update: Director Holston moved, Director Porter seconded and motion carried to approve the Director & Past Director Perks as updated to include complimentary green fees for past directors, complimentary annual cart fees for current and past

directors, and complimentary equipment usage for current directors and regular full-time and part-time staff.

- ii. **Social Host Ordinance:** CEO Moore reported the adoption of the Social Host Ordinance by the County and each of the cities which moves violations for underage drinking into civil penalties. Director Porter moved, Director Keag seconded and motion carried to adopt the City of Calistoga's Social Host Ordinance as part of our paperwork notification for Interim Events.
- iii. **Board Meeting:** The Policy Committee recommends adding language to the Committees of the Board – General Policy that committee members shall be appointed by the President at the recommendation of the Committee Chairperson, that no more than three directors may serve on the same committee except the Executive Committee which by definition includes four (4) directors, and that committees not exceed eight members including directors. Director Schlegel moved, Director Holston seconded and motion carried to approve the changes as recommended.
- e. **By-Law Amendment: Article IV Board of Directors:** Director Holston moved, Director Porter seconded and motion carried to amend the By-Laws for board of director elections as recommended by the Policy Committee.
- f. **By-Law Amendment: Article XIII Amendment:** This item was deferred until after item 7-g. Director Holston moved, Director Porter seconded and motion carried to amend Article XIII of the By-Laws to require a waiting period of at least four weeks from the time the proposed amendment is made until a vote is held.
- g. **By-Law Amendment: Article V-IX Officers:** Director Schlegel moved, Director Porter seconded and motion carried to amend Articles V-IX of the By-Laws to allow for the election of officers at the regular December meeting.

## **8. MATTERS OF INFORMATION**

- a. **CEO Report:** CEO Moore asked the Board to mark their calendars for the annual WFA Convention to be held in Reno, NV, January 16-19, 2011.

CEO Moore also reported on the status of the front office remodel which is underway. The accessibility counter and workstation will be installed next week.

CEO Moore reported on the addition of Mary Ellen Hester on a part-time, temporary basis to assist in the Main Office. Mary Ellen will be working afternoons and CEO Moore asked that board members drop by to meet her.

CEO Moore also reported on her attendance at the North Coastal Area Fairs meeting on October 12. Topics of discussion included the preliminary findings of the F&E audit as it pertains to the fair industry's relationship with the Joint Powers Authorities: CCA, CFSA, and CARF. Additionally, area CEO's discussed possible group buying in order to benefit from quantity discounts.

CEO Moore reported on her meeting with Dan Sakai and the overall assessment of the golf course, which includes over 100 broken sprinkler heads. Mr. Sakai has offered to assist CEO Moore and staff with the necessary repairs including providing equipment suggestions and researching costs.

