

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
WEDNESDAY, SEPTEMBER 21, 2011
Mark Porter, Jim Keag, Karan Schlegel, Ray Edds, Rich Holston, Mike Winrod**

DIRECTORS PRESENT: Porter, Keag, Schlegel, Edds, Holston, Winrod

DIRECTORS ABSENT: None

OTHERS PRESENT: CEO Carlene Moore

VISITORS: Rose Beck, Carol Bush, Melanie Watson, Jim Yant, Cindy Yant, Ted Surber, Chris Canning, Mike Benson, Mike Mogensen, Pat Hampton

1. CALL TO ORDER

A regular meeting of the Board of Directors of the Napa County Fair Association was held Wednesday, September 21, 2011 in the Main Office at the fairgrounds. The meeting was called to order at 7:08 PM by President Mark Porter.

2. PUBLIC COMMENT

Cindy Yant reported that she and Kerri Abreu followed up on a rumor they heard about holes being cut in the walls of the Tubbs Building, thus making the building un-rentable. Following last month's meeting, when they found the roll-up door of the Tubbs Building unlocked after hours they entered the building. Ms. Yant then proceeded to question the Board as to who was authorized to cut the holes in the wall (in the storage area) and why wasn't it brought before the board, stating that as a matter of policy action should be taken on the employee or volunteer responsible for defacing a public building, and that legal action may be necessary. Ms. Yant also stated that the Board could not take action on Item 7-a tonight as she is protesting it.

Ted Surber asked the board if there was time for a walkthrough so that those in attendance at the meeting could see what Ms. Yant was referring to for themselves. Mr. Surber then continued to comment on the new cash register at the golf course, asking how we could afford it, what happened to the old one, and why he didn't see the revenue from selling the old one in the financials.

Mike Mogensen commented on playing golf on the course today, noting that it looked good, he had no complaints, and that our hardwork and the volunteer programming is paying off.

3. CONSENT CALENDAR

Director Edds moved, Director Keag seconded and motion carried to approve the Consent Calendar as presented.

4. COMMITTEE REPORTS

No meetings to report.

5. CORRESPONDENCE

- a. UCLA Bruins: The Board acknowledged the thank you letter for our donation of a round of golf to their silent auction.
- b. University Synagogue: The Board acknowledged the thank you letter for our donation of a round of golf to their silent auction.
- c. California State Fair: The Board acknowledged the thank you letter for providing materials for their California Golden Fairs exhibit.

- d. WFA: The Board acknowledged the CFA Board Meeting report of August 15, 2011.
- e. Correspondence to Cindy Yant: The Board acknowledged the letter sent to Cindy Yant in follow up to her email of August 17, 2011.
- f. CFA: The Board acknowledged the August FYI newsletter.
- g. CFA: The Board acknowledged the agenda for the September 20, 2011 Board Meeting and proposed reduction in 2012 dues.

7. UNFINISHED BUSINESS

- a. Reclaimed Water Pond: CEO Moore reported that the Calistoga Wildcat Boosters have agreed to contribute \$20,000 toward the reclaimed water pond pump replacement project. CEO Moore and representatives of the Boosters will meet to discuss their request for a multi-year contract for concession sales at the grandstand and pit booths. Director Edds moved, Director Holston seconded and motion carried to authorize CEO Moore to proceed with plan specifications and bid/quote packages for the dual pump system and to request the \$8,000 difference between the single vs dual system from the City of Calistoga.
- b. By-Law Amendment: Director Edds reiterated some of the concerns expressed by Association members in attendance at last night's meeting that everyone in the county has had an equal opportunity to get involved and that we may wind up with new board members who have been forced into the position, but don't really have an interest in serving. Director Holston expressed his concerns that the Board may be moving too fast and may not have had enough time to completely vet the idea, wanting to be sure that due diligence has been done and noting that this is the biggest change on this Board in their time. Director Schlegel noted that while change is scary she is in support of the change as a necessary step toward our continued success. Director Keag commented that while he was not opposed to the idea, he felt it needed more time. Director Winrod suggested that the amendment be tied to terms for a longer term lease with the County. Director Porter expressed his support for passing the amendment tonight. Director Holston moved, Director Edds seconded and the motion passed by a 4-2 vote to postpone the item and to return it within two months. Director Porter and Schlegel dissenting.

7. NEW BUSINESS

- a. Policy: CEO Moore reviewed the recommended committee changes from discussions at their special meeting of September 17, 2011, eliminating the current committees, and establishing Executive, Facilities, Finance, and Policy committees of the board comprised of only board members and that Task Forces with specific, defined purposes may be appointed from time to time. Director Edds moved, Director Schlegel seconded and motion carried to adopt the new committee structure.
- b-d. nQativ Conference, CFA Budget Workshop, IAFE Convention: At Director Edds request, Items 7-b, 7-c, and 7-d were combined for discussion. Director Edds and Director Holston expressed their concern in a year of significant cuts the expense and need for workshops and conventions, asking CEO Moore her preference for importance in attending the workshops, including the upcoming WFA convention in January. CEO Moore reported that with the loss of state funding and our implementation of a volunteer program, she felt there was much to learn from the mid-West fairs at IAFE who have been operating under these circumstances for a long time. Director Edds moved, Director Holston seconded and motion carried to approve CEO travel to the CFA Budget Workshop and IAFE Convention, but not the nQativ (accounting) Conference.
- e. 2012 Fair Dates: After much discussion about the challenges of the 4th of July being on a Wednesday in 2012 and the potential losses incurred on the non-weekend and non-holiday days, Director Edds moved, Director Schlegel seconded that the 2012 Fair dates include the weekend

before and the 4th of July, with staff reporting back at the next meeting with specific date and programming recommendations.

- f. Former Director Bob Hayes Memorial Service: In honor of former director Bob Hayes and his service to the Association, Director Edds moved, Director Holston seconded and motion carried to waive the \$200 Butler Pavilion rental fee for his memorial service.
- g. WFA Blue Ribbon Award: This item was tabled for discussion to the October meeting.
- h. Directors Award: This item was tabled for discussion to the October meeting.

8. LONG RANGE PLAN

- a. UPDATE: CEO Moore reported on the direction set by the Board at their long range planning session of September 17, 2011 with priorities for 2012 being to secure an extension of our contract with the County, continued development and understanding of the relationship between management and the Board, and business plan development for each of our five business units.

9. MATTERS OF INFORMATION

- a. CEO REPORT: CEO Moore reported that Mandy Clendenen has returned to work on a ¾ time basis with us through the end of the year and that Caton Hegwer will be joining us beginning November 1 through the end of April as facility maintenance overseeing event setup, facility cleanup, and general maintenance supervision in exchange for living in the second residence.

CEO Moore gave an update on the golf course including her meeting with an agro specialist and GCSAA Certified Superintendent to address the issues on the greens and tees. Our HR consultant is assisting CEO Moore with developing a job description and pay scale for a golf course maintenance position. Additionally, in cooperation with the City Parks and Recreation Department, we have weekly lessons for ladies beginning in October with instruction being provided by an LPGA and a PGA certified professional. CEO Moore met with lodging earlier tonight to solicit their input for the golf course business plan in identifying the tourist customer and the necessary facility and services to offer if the course is to be viewed as an asset by the lodging community.

CEO Moore also reported on her meeting with Clay Gregory of the NVDC and their support to assist with direct-to-consumer marketing for a spring wine event. We're still waiting on input from the NVV membership on event and format ideas and will then be applying for local TBID funds.

CEO Moore reported that she has spoken with the property manager for the Calistoga Gardens convalescent home property and has secured use of the property for additional parking for our larger events in exchange for us keeping the property mowed and weeds knocked down.

CEO Moore also noted her upcoming meeting next Thursday, along with President Porter, with Supervisor Diane Dillon and other county representatives for our annual meeting and update.

- b. DIRECTORS REPORTS: None to report.

10. ADJOURNMENT

Director Holston moved, Director Winrod seconded and motion carried to adjourn the meeting at 8:21 PM.

Certified to be a true and correct copy.

Carlene Moore
Chief Executive Officer

Date

Mark Porter
President

Date