

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS  
OF THE NAPA COUNTY FAIR ASSOCIATION  
THURSDAY, AUGUST 11, 2016**

**STAFF PRESENT:** CEO Carlene Moore

1. CALL TO ORDER

A regular meeting of the Board of Directors of the Napa County Fair Association was held Thursday, August 11, 2016, in the Tucker Room at the fairgrounds with the following directors present: Chairperson Bob Beck, Directors Bonnie Chisholm, Dana Cole, Woran Deckard, Bob Fiddaman, Kerri Hammond-Abreu, Don Meyer, Karan Schlegel, and Anne Steinhauer. Director Steinhauer arrived a few minutes late to the meeting. The meeting was called to order at 6:04 PM by Chairperson Beck.

In the interest of the audience turnout for specific agenda items, Chairperson Beck moved items 6-b and 7-b-ii to follow item 5.

2. PUBLIC COMMENT

Lynn Barass, Ruben Lopez, Cindy Yant

3. CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on May 12, 2016
- b. Financial Report of May 2016
- c. Correspondence

**Items b and c were removed from Consent Calendar at the request of Directors Chisholm and Hammond-Abreu, respectively. Motion by Fiddaman, second by Steinhauer to approve correspondence as presented. Motion passed unanimously, 9-0-0.**

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on May 12, 2016

Board discussion: Hammond-Abreu, Steinhauer.

Opened for public comment.

Closed public comment.

**Motion by Steinhauer, second by Fiddaman to approve the meeting minutes as presented. Motion passed 6-3-0 with Steinhauer, Schlegel, Fiddaman, Deckard, Cole and Beck voting yes/Meyer, Hammond-Abreu, Chisholm voting no.**

- b. Financial Report of May 2016

Board discussion: Chisholm.

Opened for public comment.

Closed public comment.

**Motion by Fiddaman, second by Steinhauer to approve the meeting minutes as presented. Motion passed 6-3-0 with Steinhauer, Schlegel, Fiddaman, Deckard, Cole and Beck voting yes/Meyer, Hammond-Abreu, Chisholm voting no.**

**Motion by Fiddaman, second by Steinhauer to adjourn to closed session at 6:25 pm. Motion passed unanimously, 9-0-0.**

5. CLOSED SESSION: Conference with Legal Counsel – Anticipated Litigation  
Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Gov. Code Section 54956.9:  
One (1) Case

**The board reconvened in open session at 7:23 pm with Chairperson Beck reporting that there was no reportable action from the closed session.**

6. STRATEGIC GOALS

*To create a master plan of the facility and programs that strategically develops our business enterprises.*

b. Golf Ad-Hoc Committee

Director report: Hammond-Abreu.

Staff report: CEO Moore.

Opened for board comment: Chisholm.

Opened for public comment: Ira Warm, Sally Houk, Maureen Taylor, Dick Kuykendall, Elizabeth Tangney, Darian Lopez, Susan Snook, Cindy Yant, Edgar Massoletti, Kurt Avery.

Closed public comment.

Board discussion.

**Motion by Fiddaman, second by Deckard to accept the committee’s report, keep the ad-hoc committee in place to review the mitigation progress and external communications by meeting monthly through the end of the year. Motion passed unanimously, 9-0-0.**

7. ADMINISTRATIVE ITEMS

b. CEO Report

ii. Golf Course mitigation plan

Staff report: CEO Moore

Before moving on in the agenda, Director Steinhauer called for a point-of-order, as there was confusion by a member of the audience about when to speak on the agenda. Public comment was reopened.

Public comment: Ruben Lopez.

6. STRATEGIC GOALS

*To create a unique, relevant, annual fair that is owned with pride by the community as “our county fair.”*

a. Staff Report

i. Fiesta Mexicana y Jaripeo

ii. Napa County Fair & Fireworks

iii. Calistoga Christmas Faire

Staff report: CEO Moore.

Board discussion: Chisholm, Hammond-Abreu, Meyer.

Opened for public comment: None.

Closed public comment.

*To create a master plan of the facility and programs that strategically develops our business enterprises.*

- c. Strategic Plan Ad-Hoc Committee Report
  - i. Master Plan
  - ii. Strategic Planning Retreat

Director report: Fiddaman.

Opened for public comment: Dylan Feik.

Closed public comment.

Board discussion.

**Motion by Fiddaman, second by Steinhauer to request to be on the agenda for an upcoming Napa County Board of Supervisors and Calistoga City Council meetings to present the request to meet regarding a JPA. Motion passed unanimously, 9-0-0.**

**Motion by Steinhauer, second by Schlegel cancel the October 13<sup>th</sup> regular meeting in lieu of an all day special meeting for the strategic planning retreat to be held on October 13<sup>th</sup>. Motion passed unanimously, 9-0-0.**

*To develop a top-ranked RV Park destination that delivers the Napa Valley experience.*

- d. Staff Report

Staff report: CEO Moore.

Opened for public comment: Susan Snook, Dick Kuykendall.

Closed public comment.

Board discussion.

*To perform as, and be recognized as, the community's number one event center and ranked in the North Bay Area's top ten.*

- e. Staff Report

None.

## 7. ADMINISTRATIVE ITEMS

- a. Committee Reports

- i. Leadership Development

Director report: Schlegel.

Opened for public comment.

Closed public comment.

Board discussion: Hammond-Abreu

- ii. Governance

Director report: Steinhauer.

Opened for public comment: Cindy Yant, Ira Warm.

Closed public comment.

Board discussion.

- 1. Code of Ethics

**Motion by Steinhauer, second by Fiddaman to approve the Code of Ethics policy as presented. Motion passed, 8-1-0 with Steinhauer, Schlegel, Hammond-Abreu, Fiddaman, Deckard, Cole, Chisholm and Beck voting yes/Meyer voting no.**

2. Recruitment of potential board candidates

**Motion by Steinhauer, second by Fiddaman to approve the Board of Director Candidate Recruitment policy as presented. Motion passed, 7-2-0 with Steinhauer, Schlegel, Fiddaman, Deckard, Cole, Chisholm and Beck voting yes/ Hammond-Abreu and Meyer voting no.**

3. Association-issued Credit Card

**Motion by Steinhauer, second by Fiddaman to approve the Association-Issued Credit Card policy as presented. Motion passed, 7-2-0 with Steinhauer, Schlegel, Hammond-Abreu, Fiddaman, Deckard, Cole, and Beck voting yes/ Chisholm and Meyer voting no.**

4. Intellectual Property Protection

**Motion by Steinhauer, second by Fiddaman to approve the Intellectual Property Protection policy as presented. Motion passed unanimously, 9-0-0.**

iii. Audit

Director report: Cole.

Opened for public comment.

Closed public comment.

iv. Finance Committee

1. Quarterly Financial Reports

2. 2016 Budget

Director report: Deckard.

Staff report: CEO Moore.

Opened for public comment: Cindy Yant.

Closed public comment.

Board discussion: Hammond-Abreu.

**Motion by Deckard, second by Steinhauer to accept the second quarter financial reports as presented. Motion passed unanimously, 9-0-0.**

**Motion by Deckard, second by Steinhauer to approve the 2016 budget adjustment as presented. Motion passed unanimously, 9-0-0.**

b. CEO Report

i. Hunt Motorsports Concepts

CEO Moore reported that at the request of HMC Promotions, they will be parking on the golf course in the fairways and roughs of #4, 3, 2, 8, 7, and 6 in exchange for the Association parking RVs on the Great Lawn.

Opened for public comment: Dick Kuykendall, Tommy Hunt.

Closed public comment.

Board discussion: Hammond-Abreu, Schlegel, Steinhauer.

7. ADJOURNMENT

**Motion by Meyer, second by Steinhauer to adjourn at 11:44 pm. Motion passed unanimously, 9-0-0.**

