

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF THE NAPA COUNTY FAIR ASSOCIATION  
THURSDAY, FEBRUARY 1, 2018**

**STAFF PRESENT:** CEO Carlene Moore

**OTHERS PRESENT:** Becky Bailey-Findley, CFSA, Facilitator

1. CALL TO ORDER

A special meeting of the Board of Directors of the Napa County Fair Association was held Thursday, February 1, 2018, in the Board House at the Napa Valley Expo with the following directors present: Chairperson Karan Schlegel, Directors Bob Beck, Dana Cole, Bob Fiddaman, Gary Heitz, and Ricky Hurtado. The meeting was called to order at 1:05 PM by Chairperson Schlegel.

Chairperson Schlegel introduced Becky Bailey-Findley, Executive Director of California Fair Services Authority, who served as planning meeting facilitator.

2. PUBLIC COMMENT

Kerri Hammond-Abreu

3. STRATEGIC PLAN

- a. Short and long term planning for the success of the Napa County Fair Association

OPENING

Bailey-Findley began by asking the group what their expectations were for the planning session. What did they hope to accomplish? Their answers were as follows:

PLANNING EXPECTATIONS

- ✓ Define what the Napa County Fair Association (Association) looks like as of January 1, 2019. What is its purpose? This is the beginning point for a new direction.
- ✓ In the short-term, what does 2018 look like for the Association?
- ✓ Discuss the 'what if's' and the alternate mission of the Association.
- ✓ Continuing to build on the 2015 master planning process, put into place the proper governance to help move the fairgrounds forward.
- ✓ If need be, discuss how to devolve the Association and how to move the new governance forward.
- ✓ What will happen is greatly out of our control.
- ✓ What to do in these uncertain times to keep the organization afloat.
- ✓ How can we contribute to the success of the Napa County Fairgrounds.
- ✓ Learning more about the fair and fairgrounds activities. Learning the complexity of operations with limited resources.
- ✓ Learn up-to-date status of the JPA.

- ✓ Develop communications tools and plan to keep the community informed. Talk about the tough issues.
- ✓ How do we define success?

**Public Comment**

Members of the public present were invited to present their comments. The following is a summary of what was expressed by Kerri Hammond-Abreu and Richard Spitler.

- There is a sense of urgency. We have less than a year to wrap up the details.
- There is a short time to wind down the Association role and transition to the JPA.
- The County is not aware of current conditions, operations, business plans and/or capital needs of the fairgrounds.
- Agree with board comments that there is a need to communicate to the public.
- The future success of the fairgrounds is our priority.
- Add voices in one united front.

**PLANNING – ASSESSING WHERE WE HAVE BEEN & WHERE WE ARE NOW**

The board focused on discussion of the current conditions, as they know them and as they speculate them to be, and critical issues they believe the Association is facing. Their responses were:

**Review of Current Conditions: What Do We Know?:**

- ✓ Association is a tenant. We are waiting for our landlord to respond and take the initiative to implement the next step.
- ✓ The Association contract with the County ends 12/31/18.
- ✓ The speedway contract expires 12/31/18.
- ✓ Association has put the County on notice that the transition process for the Association must begin 6/30/18.
- ✓ Unsure whether or not putting the County on notice of transition timeline needs to be formalized.
- ✓ Association options are open but we need to look at the ‘what if’s,’
- ✓ If the County moves to sell the property it will take years to sell.
- ✓ The Association mission will need to change.
- ✓ Some state funds are coming in the short-term.
- ✓ City will manage the property.
- ✓ Golf course remains closed. Still cleaning up damage from the wind storm. Would like to see golf course open by April 1.
- ✓ Operating revenue comes from user fees.
- ✓ The land tenure agreement expires in 2024.

**What Don’t We Know? – SPECULATION**

<b>City Desires</b>	<b>County Desires</b>
More direct involvement in the property.	To minimize liabilities in fairgrounds operations.
Fairgrounds is an asset to the City.	Board of Supervisors is Napa-centric.

Unsure whether or not all current activities and uses will continue.	Unsure whether or not all current activities and uses will continue.
City interest for ways to use reclaimed water; desire “green, open space.”	Monetize the property, perhaps a portion or all of the property.
There is a need for affordable housing.	County finances greatly impacted by the fires.
Possible location for a civic center, community center.	Up-valley is underserved by County services.
Unaware of the consequences to the City of shutting down the fairgrounds.	Unaware of costs of shutting down the fairgrounds.
City to operate/manage the fairgrounds.	Do they want Association as a ‘care-taker’ while they pursue other uses?
City willing to take on overhead and maintenance.	Calistoga is an important tax contributor to the County.
Need a joint press release – City and County – to indicate they are on the same page.	Need a joint press release – City and County – to indicate they are on the same page.

**Critical Issues Facing the Association and County Fairgrounds:**

- Contract between the Association and the County expires 12/31/18.
- Formalization of the Association’s plans by the June 30<sup>th</sup> transition date.
- Speedway contract expires 12/31/18.
- Booking the various community uses of the fairgrounds past 2018.
- Uncertainty impacting business of the fairgrounds past 12/31/18.
- Keeping the property in the public domain.
- Stating clearly the position of Association.
- Impacts on employees.
- Obtaining a clear message and direction from the City and County.
- Articulating plans to the Association membership and community.
- Defining the timeline.

**PLANNING – DETERMINING WHERE WE WANT TO GO**

**Short-Term Planning**

The board articulated what they believe to be the current position of the Association.

**The Association Position: “We Believe”**

1. After 12/31/18 the Association will no longer manage or operate the facility.
2. There is an urgent need for transition planning by July 1, 2018 including:
  - a. Effluent water plan
  - b. Staffing
  - c. Liability issues and coverage
  - d. Facility use and management
  - e. Maintenance and repairs
  - f. Security of fairgrounds
  - g. Contracts
  - h. Utilities
  - i. Managing an ‘attractive nuisance’

3. Long-term we believe the purpose of the fairgrounds is to continue as an event center, a public place of cultural, social, recreation, educational, and economic benefit for the community.
4. There is a need to preserve open green space as an asset for public use.
  - a. All citizens of Calistoga benefit from the open green space of the fairgrounds.
  - b. We are the largest consumer of the City's reclaimed water.
  - c. The golf course is the recreation that takes place on a significant amount of that open green space.
  - d. The great lawn and driving range provide additional open green space for the community's enjoyment.
5. The county fair should be preserved as an annual event for community celebration in the up-valley.
6. The Association has at times thrived in its relationship with the County over the past 8 decades. Under the new governance structure, the City has been identified as an ally in the preservation of the fairgrounds and programs for the community's enjoyment and we wish to serve as a partner.

**Position 1: After 12/31/18 the Association will no longer manage or operate the fairgrounds.**

**Objective a: To formalize the Association's position in a letter to the County Board of Supervisors.**

1. Write a letter from the Association that simply states our position, including the need for transition planning, including:
  - a. Language of the letter tied to the language of the County agreement;
  - b. Attaching the 10/26/16 letter delivered to the 2x2 committee;
  - c. Stating what Association is willing to do and that the Association is open to discussion of new roles and responsibilities;
  - d. Reference to the Grand Jury report recommendations;
  - e. Stating the risks of a closed facility;
  - f. Stating the need to be available as a disaster support center.

**Position 2: There is an urgent need for transition planning by July 1, 2018.**

**Objective a: Develop a plan articulating the factors that need to be addressed in transitioning the Association operations of the fairgrounds. Establish specific action steps to implement an effective, responsible transition to new operators.**

1. Create a plan for counseling, a process for termination and severance, and a timeline to present to employees.
2. Have a contingency plan for employees who may leave prior to 12/31/18.
3. Succession planning.
4. Develop a list of assets and liabilities.
5. Identify cash flow needs and distribution of cash.
6. Follow through on accounts receivable and accounts payable.
7. Obtain legal review of the plan, such as:
  - a. Disposition of assets, disposition of debt

- b. Determine the rights to trademarks, names, web domains, etc.
  - c. Termination, transition of contracts, leases, and other obligations
  - d. Unfunded pension liability
  - e. Potential litigation
8. Develop a plan for golf course use, April – October 2018
  9. Review the Association bylaws and governance documents as they apply to transition and alternate mission.
  10. Provide notice to the speedway promoter of a change of management.
  11. Inform JPA of the speedway bid process.
  12. Explore need and availability for insurance for the Association.
  13. Plan for operating or maintaining a closed facility/fairgrounds.

**Position 3: To support and advocate for the Napa County Fairgrounds to continue to serve the citizens of Napa County with cultural, social, and economic benefits in times of celebration as well as need.**

**Objective a: Maintain ability to serve as a disaster support center.**

1. Keep the infrastructure operational.
2. Maintain buildings and grounds so they do not deteriorate unnecessarily.

**Objective b: Make special repairs and improvements that keep buildings, grounds and facilities available for event and public use.**

1. Repair emergency lights at grandstands.
2. Install the two backflow devices on the water system.

**Position 4: Preserving open green space for public use.**

**Objective a: Implement a plan to open the golf course and allow public use April – October 2018.**

1. Develop a short-term plan to reopen and use the golf course.
2. Create positive messages and public relations to help keep the golf course viable in the long-term.
3. Create a funding plan for the golf course.

**Position 5: Preserve the county fair as an annual event for community celebration in the up-valley.**

**Objective a: Produce and present the 2018 County Fair events.**

1. ENGAGE Art Fair
2. 4<sup>th</sup> of July Star-Spangled Social
3. Napa County Fair & Fiesta
4. Calistoga Christmas Faire

**Position 6: The Association wishes to serve as an ally and partner with the City and wants to help the City be successful in transition to City management of the fairgrounds.**

**Objective a: In partnership with the City, commit to do everything possible to ensure an effective, smooth, seamless transition.**

1. Communicate the Association's desire to help the City transition and manage the fairgrounds.

**Action Steps for Each Position**

**Position 1: Action Steps – Formalizing Position**

1. Bob F to communicate with County by 2/5/18
2. If need be, draft a letter to read into an upcoming Board of Supervisor meeting record.
3. Distribute the letter publicly.
4. Develop message points for the board.
5. Meet with the Association employees to discuss strategy, positions of the board, and the concept of transition. Advocate for their positions and provide job counseling.
  - a. Create a contingency fund to cover costs should the contract end early.

**Position 2: Action Steps – Transition Planning**

1. Develop a plan by 7/1/18
2. Begin implementing the transition plan by 7/1/18
3. Provide regular, comprehensive communication with employees, City and County.
4. Present plan to Association at the annual membership meeting.
5. Discuss succession planning in closed session 2/8/18.

**Position 3: Action Steps – Keep Facility within Public Domain**

1. Serve on civic planning committees in order to be prepared;
2. Renovate the Tubbs Building restrooms.
3. Take advantage of the state grants for deferred maintenance projects.

**Position 4: Action Steps – Preserve Open Green Space**

1. An initial plan that includes a budget, investment plan and personnel plan to be presented to the board for review and approval at the Feb. 8, 2018 board meeting.
2. Lease new mower.
3. Clean up the course and replant trees.

**Position 4: Action Steps – Preserve Open Green Space**

1. Present Golf Course Operational Plan at the next board meeting 2/8/18.
2. Repair broken main reclaimed water line on course.

**Position 5: Action Steps – Preserve the County Fair**

1. Prepare and communicate message points about the lack of available carnival for the 4<sup>th</sup> of July.
2. Staff to continue to plan for the fair events.

**Position 6: Action Steps – Partner with City**

1. Meet with City leaders to discussion transition and management of the fairgrounds.
2. Meet with County to discuss transition plans.

## **2019 AND BEYOND**

The group then spent time brainstorming long-term options and planning for the Association.

- ❖ It is important to continue to talk about, discuss fully, and plan for the options available to the Association.
- ❖ This has an impact on the Association members and they need to be aware.
- ❖ If the governance change is prolonged, what happens if the County and City ask the Association to continue to serve as stewards of the land?
- ❖ **Support the rebirth and renewal of the Napa County Fair Association.**

### **Goal: Revise the structure of the Association to include:**

- a. The mission and direction of the Association.
- b. Structure and membership of the board. Develop board membership.
- c. Structure in order to support the ongoing production and presentation of the annual County Fair.

## **MOVING FORWARD - NEXT STEPS**

The board began to identify short-term and long-term planning next steps.

### **Short-term**

<b>Action Step</b>	<b>By Whom</b>	<b>By When</b>
Prepare the minutes of the planning session	Becky Carlene to edit	February 23, 2018
Communicate with the County	Bob F, Karan, Carlene	February 5, 2018
Conduct an employee meeting and communicate board plans.	Karan, Carlene	February 5, 2018
Begin the legal research regarding the unfunded pension liability.	Carlene to contact legal counsel	Feb/2018
Board to review the golf course plan, budget and personnel plan.	Gary, Carlene	February 8, 2018
Develop message points on the strategic planning session, letter to the County, and golf course plan. Prepare a press release too.	Carlene, Staff publicist	February 8, 2018
Create a budget for 2018 wind-down including improvements and personnel costs.	Carlene	March 8, 2018
Create a succession plan for staff	Karan, Gary	March 8, 2018
Meet with the City to express desire to assist them with transition	Opportunities Assessment Committee	

## CONCLUSION

Bailey-Findley left the board with this final thought:

“In the battle of life, it is not the critic who counts; not the one who points out how the strong stumbled, or where the doer of a deed could have done better.

The credit belongs to those who are actually in the arena; whose face is marred by dust and sweat and blood; who strives valiantly; who errs and comes short again and again; because there is not effort without error and shortcoming; who does actually strive to do the deeds; who knows the great enthusiasm, the great devotion, spend themselves in a worthy cause; who at the best knows in the end the triumph of high achievement; and who at worst, if they fail, at least fail while daring greatly, so that their place shall never be with those cold and timid souls who have tasted neither victory nor defeat.” - Theodore Roosevelt, President of the United States

#### 4. ADJOURNMENT

**Motion by Cole, second by Hurtado to adjourn at 7:55 pm. Motion passed unanimously, 6-0-0.**

Certified to be a true and correct copy.

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Carlene Moore  
Chief Executive Officer

Date

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Karan Schlegel  
Chairperson

Date