

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
THURSDAY, JANUARY 14, 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, January 14, 2016, in the Tucker Room at the fairgrounds with the following directors present: Chairperson Bob Beck, Directors Dana Cole, Bob Fiddaman, Don Meyer, Karan Schlegel, and Anne Steinhauer. Directors absent: Bonnie Chisholm, Woran Deckard, Kerri Hammond-Abreu. The meeting was called to order at 6:02 PM by Chairperson Beck.

2. PUBLIC COMMENT

None

3. CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on December 10, 2015
- b. Financial Report of December 2015
- c. Correspondence
- d. Annual Resolutions
 - i. Local Agency Investment Fund Signature Authorization
 - ii. Bank of the West Signature Authorization
 - iii. Volunteer Worker's Compensation Insurance
 - iv. Contract Delegation Authority

Motion by Fiddaman, second by Schlegel to approve consent items. Motion passed unanimously 6-0-0.

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

None

5. ADMINISTRATIVE ITEMS

- a. Hunt Motorsports Concepts

Staff report.

Opened for public comment.

Closed public comment.

Board discussion.

No action.

- b. FY15/16 Allocation and Training Funds

Director report.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Steinhauer, second by Fiddaman to authorize CEO to request funds from CDFA for allocation and training expenses for IAFE, WFA, CFA Fall Conference registration and travel. Motion passed unanimously 6-0-0.

c. Committee Reports

i. Audit – January 11, 2016

1. 2015-2018 Audit Services Agreement

Director report.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Fiddaman, second by Steinhauer to approve the contract award as recommended to Coughlan Napa CPA Co. Motion passed unanimously 6-0-0.

ii. Leadership Development – January 11, 2016

1. Officer Appointments

Director report.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Fiddaman, second by Steinhauer to approve the 2016 slate of officers as presented: Chairperson Bob Beck, Vice Chairperson Don Meyer, Treasurer Woran Deckard, Secretary Carlene Moore, Past Chairperson Karan Schlegel. Motion passed unanimously 6-0-0.

2. Standing Committees of the Board

Director report.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Steinhauer, second by Schlegel to approve the conceptual charter for a new Fundraising committee. Motion passed unanimously 6-0-0.

3. 2016 Committee Appointments

a. Executive Committee: Schelgel, Beck, Meyer, Deckard

b. Governance: Steinhauer, Schlegel, Cole

c. Leadership Development: Schlegel, Meyer

d. Finance: Deckard, Meyer

e. Audit: Cole, Deckard

f. Fundraising: Fiddaman

Chairperson report.

Opened for public comment.

Closed public comment.

Board discussion.

Chairperson Beck ratified the committee appointments.

4. Promissory Note

Staff report.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Fiddaman, second by Schlegel to ratify CEO Moore’s execution of a promissory note with the County of Napa in the amount of \$57,000 for net revenue losses due to the Valley Fire shelter operations. Motion passed unanimously 6-0-0.

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. The New Year’s Eve Bash

ii. ENGAGE Art Faire

Staff report.

Opened for public comment.

Closed public comment.

Board discussion.

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

b. Staff Report

Postponed to February board meeting.

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

c. Staff Report

None

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

d. Staff Report

None

7. MATTERS OF INFORMATION

a. CEO Report

i. Valley Fire recognition

CEO Moore was presented with a plaque of appreciation from Lake County Sheriff Brian Martin at WFA convention.

ii. WFA Convention

CEO Moore and Director Fiddaman attended the recent WFA convention in Anaheim including the Los Angeles County Fair Farm to Table tour and dinner.

iii. Staffing Update

Following up on several leads on several positions, both part-time, full-time, and contractor with a goal of being fully staffed by the end of February.

CEO Moore reported that she is negotiating a basecamp agreement with PG&E, as so many fairs are, for laydown space following emergency response; renewing partnership agreement with Markstein Beverage for three years 2016-2018 in the amounts of \$11,000, \$11,500, and \$12,000 respectively; reminder that the annual meeting will precede our regular board meeting on Thursday, February 11, 2016 at 6:00 pm in the Butler

Pavilion; directors have been provided with an updated 2016 meeting schedule, board roster, and were distributed their 2016 WFA credentials and mini date lists.

9. ADJOURNMENT

Motion by Steinhauer, second by Fiddaman to adjourn at 7:02 pm. Motion passed unanimously, 6-0-0.

Certified to be a true and correct copy.

Carlene Moore
Chief Executive Officer

Date

Bob Beck
Chairperson

Date