

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
THURSDAY, JANUARY 12, 2017**

STAFF PRESENT: CEO Carlene Moore; Assisting CEO Susie Clark

1. WELCOME

Chairperson Beck welcomed the new board members: Kelly Barrett Coudert, Jeff Hoelksen, Ricky Hurtado, Nancy Levenberg, and Gary Heitz (absent).

2. CALL TO ORDER

A regular meeting of the Board of Directors of the Napa County Fair Association was held Thursday, January 12, 2017, in the Tucker Room at the fairgrounds with the following directors present: Chairperson Bob Beck, Directors Kelly Barrett Coudert, Dana Cole, Bob Fiddaman, Jeff Hoelksen, Ricky Hurtado, Nancy Levenberg, Karan Schlegel, and Anne Steinhauer. Directors absent: Woran Deckard and Gary Heitz. The meeting was called to order at 6:00 PM by Chairperson Beck.

Prior to moving into closed session, Chairperson Beck announced the

3. CLOSED SESSION: Pursuant to Section 54957(b) of the Government Code

- a. Public Employee Performance Evaluation
Title: Chief Executive Officer

The board reconvened from closed session at 6:51 pm.

Chairperson Beck reported that no action was taken.

4. PUBLIC COMMENT

Ira Warm. Cindy Yant

5. CONSENT CALENDAR

- a. Minutes of the regular meeting held on November 10, 2016
- b. Minutes of the Executive Committee meeting held on December 7, 2016
- c. Financial Report of November and December 2016
- d. Correspondence
- e. Annual Resolutions
 - i. Local Agency Investment Fund Signature Authorization. CEO Carlene Moore, Chairperson, and Treasurer are authorized to sign on the Fair's savings account with LAIF effective January 1, 2017 through December 31, 2017.
 - ii. Bank of the West Signature Authorization. CEO Carlene Moore, Chairperson, and Treasurer are authorized to sign and endorse checks, drafts, and other negotiable instruments, and to make deposits and withdrawals from authorized accounts effective January 1, 2017 through December 31, 2017. However, individual withdrawals in excess of \$10,000 require the signature of two of the persons authorized to sign checks.

- iii. Volunteer Workers' Compensation Insurance. Members of the Board of Directors and volunteers are covered by the Napa County Fair Association's workers' compensation insurance while performing their volunteer work.
- iv. Contract Delegation Authority. CEO Carlene Moore is authorized to execute rental agreements, service agreements, and agreements for judging for the Napa County Fair Association which do not exceed \$15,000 without further authorization from the Board of Directors effective January 1, 2017 through December 31, 2017.
- v. Visa Credit Card Purchases. CEO is authorized to make single purchases up to \$10,000 on Association's Visa credit card and may not exceed the monthly credit limit total. Purchases in excess of \$10,000 require the written approval of the Chairperson or Treasurer.
- f. 2017 Calendar of Board Meetings: Approve 2017 regular meeting calendar
- g. Write-off Outstanding Checks: Approve write-off of Operating checks from 2015

Items a and b were removed from Consent Calendar at the request of Chairperson Beck and item d was removed at the request of Director Cole. Motion by Steinhauer, second by Levenberg to approve the remaining consent items c, e-g as presented. Motion passed unanimously, 9-0-0.

6. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

- a. Minutes of the regular meeting held on November 10, 2016
- b. Minutes of the Executive Committee meeting held on December 7, 2016

Motion by Steinhauer, second by Fiddaman to approve minutes as presented. Motion passed unanimously, 5-0-4 with Beck, Cole, Fiddaman, Schlegel, Steinhauer voting yes/ Barrett Coudert, Hoelksen, Hurtado, Levenberg abstaining.

d. Correspondence

Board discussion: Cole, Steinhauer.

No action necessary as there was no correspondence to review.

7. STRATEGIC GOALS

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

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

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

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

8. ADMINISTRATIVE ITEMS

- a. Committee Reports
 - i. Leadership Development – December 12, 2016
 - 1. Officer Appointment: Approve Anne Steinhauer as 2017 chairperson

Director report: Schlegel.

Opened for public comment: Cindy Yant.

Closed public comment.

