

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
THURSDAY, MAY 11, 2017**

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, May 11, 2017, in the Tucker Room at the fairgrounds with the following directors present: Chairperson Anne Steinhauer, Directors Bob Beck, Dana Cole, Bob Fiddaman, Gary Heitz, Jeff Hoelsken, Ricky Hurtado, Nancy Levenberg, and Karan Schlegel. Directors absent: Kelly Barrett Coudert and Woran Deckard. The meeting was called to order at 6:05 pm by Vice Chairperson Fiddaman. Chairperson Steinhauer and Director Levenberg arrived at 6:10 pm.

Vice Chairperson Fiddaman opened the meeting for Public Comment until Chairperson Steinhauer arrived.

4. PUBLIC COMMENT

Kristen Barberis, Doug Timmons, Cindy Yant.

Director Fiddaman moved, Director Hurtado second and the meeting adjourned to closed session at 6:16 pm, pursuant to Section 54957(b) of the Government Code. Motion passed unanimously, 9-0-0.

2. ADJOURN TO CLOSED SESSION

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

3. CONVENE TO OPEN SESSION TO REPORT FROM CLOSED SESSION

The board reconvened in open session at 6:46 pm. Chairperson Steinhauer reported that no action was taken.

5. CONSENT CALENDAR

- a. Minutes of the regular meeting held on April 13, 2017
- b. Financial Report of April 2017
- c. Correspondence
- d. Committee Reports: Governance/Leadership Development of May 2, 2017

Item 3-d was removed for discussion by Chairperson Steinhauer. Motion by Levenberg, second by Schlegel to approve consent items a through c as presented. Motion passed unanimously, 8-0-1, with Director Fiddaman abstaining.

6. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

- d. Committee Reports: Governance/Leadership Development of May 2, 2017
Public comment
Closed public comment
Board discussion: Cole, Levenberg

Motion by Schlegel, second by Cole to approve consent item d. Motion passed unanimously, 9-0-0.

7. STRATEGIC GOALS

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

a. Fair Redevelopment Ad-Hoc Report: Meeting of May 2, 2017

i. Approve Chairperson’s appointment of Nancy Levenberg to committee

Board report: Cole.

Public comment: Cindy Yant.

Closed public comment

Board discussion.

Motion by Fiddaman, second by Hurtado to approve chairperson’s appointment of Director Levenberg to the Fair Redevelopment Committee. Motion passed unanimously, 9-0-0.

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.

b. Opportunities Assessment Ad-Hoc Report: Meeting of May 2, 2017; review JPA Considerations Letter

Board report: Fiddaman.

Public comment: Cindy Yant, Ira Warm.

Closed public comment

Board discussion: Beck, Hurtado, Steinhauer, Cole

i. Staff report: Golf course operations update

ii. Golf Course Ad-Hoc committee: Approve Chairperson’s appointment of Gary Heitz and Jeff Hoelsken to ad-hoc committee

Staff report: CEO Moore.

Public comment: Ira Warm, David Deem, Cindy Yant.

Closed public comment

Board discussion: Hoelsken, Beck, Steinhauer, Fiddaman.

Motion by Cole, second by Levenberg to approve chairperson’s appointment of Directors Heitz and Hoelsken to the Golf Course Ad-Hoc Committee and direction to make recommendations for charter and scope of work focusing on strategy and planning of mid and long term solutions. Motion passed unanimously, 9-0-0.

c. Volunteer Program Development Ad-Hoc Report: Meeting of May 2, 2017

Board report: Schlegel.

Public comment: None.

Closed public comment

Motion by Hurtado, second by Levenberg to approve chairperson’s appointment of Director Coudert, Rose Beck, Monica Garibay, Melanie Watson, Mary Ellen Hester, and Kyrsta Scully to Volunteer Program Development Ad-Hoc Committee. Motion passed unanimously, 9-0-0.

d. Fundraising Ad-Hoc Report: Meeting of May 2, 2017

Board report: Hurtado.

Public comment: None.

Closed public comment

8. ADMINISTRATIVE ITEMS

a. Committee Reports

i. Executive meeting of May 3, 2017

Board report: Beck

ii. Finance-Audit meeting of May 3, 2017

1. Committee membership: Approve appointment of Director Beck

Motion by Fiddaman, second by Hurtado to approve chairperson's appointment of Director Beck to the Finance-Audit Committee. Motion passed unanimously, 9-0-0.

2. Quarterly Financial Reports: Accept 2017 first quarter

Due to Treasurer Deckard's absence, this item was postponed to the June board meeting.

3. Bank of the West Signature Authorization: Approve Director Beck

Motion by Fiddaman, second by Levenberg to authorize Director Beck to remain as a signer on the Bank of the West account. Motion passed unanimously, 9-0-0.

b. **CEO Report**

CEO Moore reported on her attendance at Capitol Fair Day, organized by California Fairs Alliance.

7. ADJOURNMENT

Motion by Fiddaman, second by Heitz to adjourn at 8:01 pm. Motion passed unanimously, 9-0-0.

Certified to be a true and correct copy.

Carlene Moore
Chief Executive Officer

Date

Anne Steinhauer
Chairperson

Date