

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
THURSDAY, OCTOBER 13, 2016**

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, October 13, 2016, in the Board House at the Napa Valley Expo with the following directors present: Chairperson Bob Beck, Directors Dana Cole, Bob Fiddaman, Kerri Hammond-Abreu, Karan Schlegel, and Anne Steinhauer. Directors absent: Bonnie Chisholm, Woran Deckard, Don Meyer. The meeting was called to order at 9:15 AM by Chairperson Beck.

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

2. PUBLIC COMMENT

Cindy Yant

3. CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on September 8, 2016
- b. Financial Report of September 2016
- c. Correspondence
- d. FY16/17 Allocation and Training Funds
- e. CFFA Master Project Agreement
- f. 2016 Membership Meeting
- g. CEO Annual Performance Review

Motion by Steinhauer, second by Fiddaman to approve consent items as presented. Motion passed unanimously, 6-0-0.

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

None

5. STRATEGIC PLAN

- a. Opportunities Assessment Report

OPENING

Bailey-Findley opened the session by asking those present to introduce themselves, sharing their profession, how many years they had been involved with the Napa County Fair, and to share something they had seen during the past year that make them say, "That's a great idea! I want to steal it!"

Those present represented over 215 years of experience with the Napa County Fair and the creative ideas they shared included:

- ◇ The community use of the Napa County Fair is very diverse and inclusive. Use of the Napa County Fairgrounds is increasing in its inclusivity.
- ◇ Volunteer gardens throughout a venue. Volunteers planting a tree in honor of someone and as a way to “reforest” a venue.
- ◇ The use of the Napa County Fairgrounds in emergency relief and response was a tremendous experience. It demonstrated how the community comes together in times of need to help one another and the fairgrounds is the perfect place for this to occur.
- ◇ Venues need bathrooms with hot running water.
- ◇ Fairgrounds that have working, demonstration farms. This is a wonderful way to champion agriculture and agriculture education.
- ◇ Witnessed how connected community members can be to specific programs. There can be tremendous engagement and ownership to programs.
- ◇ Involvement in a public/private partnership with another local program and witnessed how this type of partnership can be effective and productive.
- ◇ Visited fairgrounds and admired the various gathering spaces they had on the grounds where guests can sit, rest, enjoy the beauty of the landscaping. These gathering spaces contribute positively to a fair guest experience.
- ◇ Visited a fair that celebrated various non-profit organizations’ contributions, industries and other aspects of the local community.
- ◇ The City of Winters created a JPA to build and maintain a library. It is a successful model of creatively bringing interested parties from different governmental entities together for a single, common purpose. Witnessed the JPA model as successful in this situation.

PLANNING EXPECTATIONS

The board members present shared what their expectations were for the planning session. What did they hope would be accomplished during planning together? Their responses include:

- ➔ Talk about planning options.
- ➔ Narrow the choices presented in the Opportunity Assessment.
- ➔ Set directions for planning improvements to the facilities and fair grounds.
- ➔ Articulate our next steps in the planning process.
- ➔ Discuss governance options, specifically the JPA alternative.
- ➔ Identify the NCFA input in the JPA discussions.
- ➔ Consider both short-term and long-term business options. Plan for sustainability.
- ➔ Build consensus and allow for a workshop where everyone is heard.
- ➔ Address the restraint of a 5-year operating contract between NCFA and the County.
- ➔ Address infrastructure needs and the diminished condition of the fairgrounds and facilities.

- ➔ Focus on one step at a time. Articulate the needed building blocks in master planning. Discuss Assumptions and Main Considerations pointed out in the Opportunities Assessment.
- ➔ Building consensus on immediate needs and plans.
- ➔ Communicate to the public and association the importance of the master planning process. It is critical that we fully understand the future needs and plans for the fairgrounds.
- ➔ Explore the recommendations laid out in the study Executive Summary.
- ➔ Continue the master planning process. Understand next steps and direction.

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

The group assessed what they felt had gone well in the master planning process thus far and what could have been better. Responses are as follows:

What Has Gone Well	What Could Have Been Better
We now have a written specific plan to review.	Golf course stakeholders were not initially included in the planning process. Made a course correction. They are included now.
Recognition of community benefit. We assessed our programs by the social and community benefit they provide.	More time needed to review strategic goals.
Planning focused on mission, vision and strategic direction and goals.	How to better inform and include stakeholders in the planning process.
Regular reporting on the progress of strategic goals at board meetings.	Articulating the commitment to keeping the fairgrounds for public use. Making sure our community understands the commitment.
Assessment of programs' financial contributions. Employed a balanced approach to assessing NCF programs.	Contention that lead to personal attacks on board members and CEO from the community and between board members.
Engagement, commitment and perseverance of the board to engage in strategic planning. NCF board has been engaged in this process for over 5 years.	
In our planning process we remain focused on why the NCF exists.	
Engaged in planning as a strategic response to a critical need.	
As a result of planning we are better able to respond to economic conditions and social needs of our community and the NCF.	

REVIEW AND AFFIRMATION OF CORE PLANNING ASSUMPTIONS

The Opportunities Assessment articulated various assumptions that are foundational to the master planning process in its current format and for planning into the future. The group reviewed each category of planning assumptions, adding, enhancing, improving what was outlined in the study. The following are the results of their discussion.

Assumptions of Future Fairgrounds Uses

- a. Uses that complement the Annual Fair and other uses on the Fairgrounds;
 - ♣ The group affirmed this assumption and believe the NC Fairgrounds is to have shared use areas.
- b. Uses that exhibit and reflect the finest constitution of the County of Napa and City of Calistoga;
 - ♣ Affirmed
- c. Uses that serve the greater public;
 - ♣ The board affirmed this assumption and defined the greater public as the citizens of Napa County.
 - ♣ They agreed that selling the land is not necessarily a solution to financial need. Selling the land may not serve the greater public good.
 - ♣ They discussed how having the 2 houses on the property currently does not serve the greater public good.
- d. Uses that serve as a place for learning and education;
 - ♣ Affirmed.
- e. Uses that serve as a place for entertainment;
 - ♣ Added recreation to this assumption. Uses that serve as a place for entertainment and recreation.
- f. Uses that maintain flexible open space areas for a multitude of uses.
 - ♣ Support planning for spaces that can be used in multiple ways.
 - ♣ Emergency response needs flexible open space areas.
- g. Uses that support emergency response needs that serve an expanded community in addition to the local community.

The following assumptions were added by the NCFA board.

- h. Uses that create opportunity for community, family and business involvement;
 - ♣ Affirmed
- i. Uses that provide an opportunity to support tourism to the region.
 - ♣ Affirmed
- j. Uses that provide equal public access, responsive to access through all modalities.
 - ♣ Affirmed

The group then articulated uses that are incompatible.

Assumption of Future Fairgrounds Uses Deemed Incompatible.

- a. Selling or leasing fairgrounds property for housing.
- b. Selling or leasing fairgrounds property for a City or County Corporation Yard.
- c. Selling or leasing fairgrounds property for a commercial use that competes with Calistoga downtown businesses.
- d. Selling or leasing fairgrounds property for a use that does not benefit the public, the NCFA and/or detracts from other public benefit uses.
- e. Selling or leasing fairgrounds property for a hotel or lodging use that competes with Calistoga downtown hotel/lodging businesses.
 - ♣ Would consider a lodging concept that supports personal event use on the fairgrounds such as weddings, family gatherings, memorials.
 - ♣ Would consider a lodging concept that supports Tourism in the region.
 - ♣ Would consider a lodging concept that is niche/boutique/customized in such a way that it supports community benefits.

In the NCFA strategic planning session 2013, the board defined and articulated guiding principles statements. One of these guiding principles is as follows:

Our primary focus is to benefit our citizens in one or more of the following aspects:

- ⊗ Recreation
- ⊗ Entertainment
- ⊗ Education
- ⊗ Community, Family and Business Involvement
- ⊗ Tourism
- ⊗ Emergency Relief and Response Support

Using the principle statements, the board developed and adopted the following Mission Statement.

Mission Statement

To serve the citizens of Napa County with cultural, economic and social benefits in times of celebration as well as need.

At this strategic planning session in 2016, the board reviewed the guiding principle statement regarding social and community benefit and the mission statement and affirmed their current and future relevance and guiding direction.

Assumptions Related to Future Design & Improvements of the Fairgrounds

- a. The Fairgrounds will include public access to the property;
- b. The Fairgrounds will continue to utilize City reclaimed water;
- c. The Fairgrounds will continue to be available to serve as the site of the annual County Fair;
- d. A portion of the Fairgrounds will continue to be used as a public golf course;
- e. A portion of the Fairgrounds will continue to serve as a Recreational Vehicle park;
- f. The speedway will continue to operate on the Fairgrounds until such time that it becomes financially infeasible;
- g. The Fairgrounds will not be developed with any single use, rather a variety of uses that complement one another and the annual County Fair should be considered;
- h. While the Association is a non-profit organization, the Fairgrounds needs to earn a positive income so that capital can be reinvested back into the property and facilities.

- ♣ The board affirmed all of the assumptions related to future design & improvements to the fairgrounds listed above.

They added one additional assumption.

- i. Facility design will include the assumption that the fairgrounds will be used for emergency preparedness, emergency response and disaster relief and will include ADA access and accommodation.

Assumptions of the Annual Fair

- a. The annual fair is the number one contribution to the community.
- b. The annual fair is the number one priority goal of the board and the core competency of the organization.
- c. Consideration of whether or not the fair remains the same; what should be the direction for 2017 and beyond.
- d. Consideration of how to allocate organizational resources of time and funds towards the development of a new fair model, including dates, inclusion of community partners, focus, and commercial partners, i.e. carnival, food service, and vendors.

In response to assumptions #c and #d above, the group performed a SWOT analysis of the County Fair.

Strengths	Weaknesses
The tradition of a 4 th of July Parade and the fireworks.	Lack of available carnival operators that meet standards of NCFE.
Community highly involved in the County Fair.	The 4 th of July date creates a challenge of accessing enough staff, volunteers, vendors and a quality carnival.
The fair has a local focus. It includes local entertainment, food & beverage vendors, demonstrations and local products.	The number of competitive entries is declining.
Entries in the fair are presented beautifully and professionally. It is a true showcase of local talent.	The annual county fair loses money.
The county fair includes many different hands-on activities and ways to be involved. There is value to the guest experience.	The 4 th of July date constantly moves on the calendar – not always the same day of the week.
Having a carnival experience available for fair guests.	
Fiesta Mexicana event on Memorial Day Weekend is a strong, popular event.	

Opportunities	Threats
Conducting a multi-day fair.	Weather
Change fair dates to the Spring. This seems to be a better time for the community.	Tradition and resistance to change.
Outreach and involvement of more groups and individuals.	Not responding to the changing local demographics.
Keep the 4 th of July Parade and Fireworks. Simplify the event. Perhaps include a food & beverage element plus light entertainment.	Lack of parking.
Plan to mitigate the impact of poor weather.	
Expand educational opportunities and engage more educational entities.	
Expand agricultural programs, displays. Expand agriculture education at the fair.	
Give the organization and community time to develop a new county fair model. Need 18 months.	
Include elements that are unique to Calistoga.	
Theme and program ideas: <ul style="list-style-type: none"> ♣ Healthy living. The good life. ♣ Farm to Fork ♣ Outdoors recreation. ♣ The Calistoga waters. ♣ Wine/Beer/Spirits ♣ Hospitality. 	
Respond and plan for programs that reflect the interests of the Hispanic and Senior demographics.	

Assumptions of Future Development

The following were affirmed by the group.

- a. Fairgrounds is considered a valuable asset to the City, County, local community and social groups.
- b. Consideration of all forms of financial and political partnerships.
- c. Consideration of public and private investment.

ASSESSING FINDINGS: REVIEW OF CRITICAL ISSUES, OPPORTUNITIES & CONSTRAINTS

The group reviewed assessments of the Napa County Fair programs.

Assessment of Social & Community Benefit

Program	Very High	High	Medium	Low
RV Park			X	
Golf Course		X		
Speedway				X
Fair	X			
Event Center	X			
Emergency Support	X			

Assessment of Financial Contribution – 2014

Program	Gross Revenue	Ranking	Net Revenue	Ranking
RV Park	379,211	1	238,848	1
Golf Course	198,797	3	(1,980)	4
Speedway	137,343	5	51,848	2
Fair	335,413	2	(28,072)	5
Event Center	148,633	4	36,982	3
Emergency Support				

Assessment of Financial Contribution – 2015

Program	Gross Revenue	Ranking	Net Revenue	Ranking
RV Park	437,597	1	308,076	1
Golf Course	185,847	3	(18,822)	5
Speedway	113,732	6	45,751	2
Fair	346,612	2	(73,050)	6
Event Center	179,071	4	4,241	4
Emergency Support	127,260	5	9,069	3
Administration	57,352	7	(271,902)	7

Event Center: Main Considerations

The group found consensus on the following related to Event Center improvements:

- a. Upgrade, modernize and expand existing facilities and/or create new facilities as feasible.
 - ♣ Upgrading existing is financially more practical.
- b. Before final determination of whether to upgrade, remodel or build new, there needs to be a constructability assessment done.
 - ♣ Assess the practicality of building new vs. upgrading existing facilities.
- c. Plan for a phased implementation of improvements.
- d. Seek partnerships to create a new building.
- e. The Tubbs Building is worth remodeling and upgrading.
 - ♣ Focus on what we can do.
 - ♣ Consider indoor/outdoor space to complement the Tubbs Building and create additional event space.
- f. Repurpose the Pavilion.
- g. Assess CROPP Building as a potential site for a new multi-purpose facility and new uses.
- h. Possible partnership with civic entities to support new facilities.
- i. As an event center, the Pavilion in its current form is not needed. The Butler Building in its current form is not needed.
 - ♣ Explore alternative uses and possible repurposing the Pavilion and Butler Building.
- j. Focus on connectivity of facilities and space.
- k. Plan for *Open* space that is *flexible* in its use.
- l. Indoor/outdoor space is a priority.

RV Park: Main Considerations

The group found consensus on the following related to RV Park improvements:

- a. The RV Park market study indicates that to increase business, improvements, upgrades and the location of the RV Park on the fairgrounds need to be considered.
 - ♣ Research other RV Parks and other operators for ideas.
 - ♣ Possible opportunity for contracted operations. Consider a possible lease relationship.
- b. Improvements and relocation of the RV Park on the grounds will require CEQA review.
- c. Relocation of RV Park along the Napa River will be sensitive.
- d. Remain open to alternative use(s) along the Napa River.

Golf Course: Main Considerations

The group found consensus on the following related to Golf Course improvements:

- a. Expand the capacity of Calistoga reclaimed water usage.
- b. Study and plan a design of the golf course to include increased use of reclaimed water.
 - ♣ Enter into a partnership with the City for this study.
- c. Options for reconfiguration are contingent upon the decisions of other program uses, i.e. RV Park and Event Center uses.
- d. Not interested in considering a Par 3 Strategic course configuration.

Speedway: Main Considerations

The group found consensus on the following related to Speedway improvements:

- a. Keep Speedway as is. Think about what will happen if in the future its use is not feasible or contributing.
 - ♣ Consider but do not act upon 1 – 2 alternatives.

New Fair Entrance: Main Considerations

The group found consensus on the following related to a New Fairgrounds Entrance improvements:

- a. Parking will be primarily located in the Fiesta area, along North Oak and in the current space for parking.
- b. Main Pedestrian Entrance will be located west of Tubbs Building and will lead to a central arrival area.
- c. Main vehicle entrance, Gate 1, will be between the Boys and Girls Club and the Fair.

Farm Facility: Main Considerations

The group found consensus on the following related to adding a Farm Facility:

- a. Adding a Farm is desirable. It is another key opportunity to connect with the community.
- b. Envision educational uses with schools, Master Gardeners, Cooperative Extension, partnerships with local restaurants. Nutrition education can be a key component.
- c. St. Helena Montessori program is a good model.
- d. Farm can also be an opportunity for a private sector partnership.
- e. Farm could host the Farmers Market.
- f. Adopt a Spot landscaping program could be a modest way to begin a Farm component.
- g. Consider starting modestly and adding facilities and programs as funding allows.

Food Service: Main Considerations

The group found consensus on the following related to adding Food Service components to the plan:

- a. Focus on adding food service facilities at the Golf Course, Tucker Building.
 - ♣ Include improvements to the restrooms.
 - ♣ Encourage RV renters to use the food service at this location.
- b. Make improvements and add commercial kitchens to existing buildings.
- c. Consider development of future food service operations that support the Event Center programs and activities. Could be a new source of revenue.

Lodging: Main Considerations

The group found consensus on the following related to adding a Lodging component to the master plan:

- a. If a lodging component is to be added it is not to compete with Calistoga downtown lodging.
- b. Consider niche-lodging options to support Event Center activities and provide community benefit.

Government, Civic, Recreation Uses: Main Considerations

The group found consensus on the following related to potential Government, Civic, Recreation use facilities:

- a. Open to and would encourage collaboration and partnerships with the City, School District, Napa Valley College and/or County for creation of a civic, governmental or recreation use.
- b. Encourage civic and/or government investment in the fairgrounds.
- c. Proceeds from fair programs and land uses to be used to reinvest in fairgrounds deferred maintenance and new improvements.
- d. There is a great deal of investment needed to repair and improve existing infrastructure. The County is ultimately responsible for ensuring that the fairgrounds is safe and can be effectively used in response to an emergency and for disaster relief. Does the County consider the Napa

County Fairgrounds an emergency response center? If yes, then investment from the County is needed to bring infrastructure to a where it needs to be to support this kind of use.

Governance and Organizational Structure: Main Considerations

The group found consensus on the following related to possible changes in Governance and Organizational Structure:

- a. The purpose of the Napa County Fairgrounds should remain central to any discussions of Governance and/or Organizational structure options.
- b. Investment in the fairgrounds is needed. Current operations of programs on the fairgrounds do not generate enough proceeds to fund needed infrastructure upgrades and improvements. A change in governance could effectively support:
 - ♣ Investment and funding of fairgrounds infrastructure improvements and new facilities;
 - ♣ The ability to generate revenue by issuing a bond;
 - ♣ Proceeds from fairgrounds programs and land uses needs to be committed to funding improvements and facilities.
- c. It is recommended that the NCFA be involved long-term in the operations of the fairgrounds. The NCFA is the long-term steward of the land, facilities and programs. They have served in this role effectively for 80 years.
 - ♣ NCFA could take on the role of a “Friends of the Napa County Fair” and serve a fundraising function.
 - ♣ It is important to use existing staff in whatever the new organizational structure becomes.
 - ♣ NCFA members should serve on the JPA board.
- d. JPA governance needs to allow for public/private partnerships.
- e. Consider allowing the City of Calistoga to enter into a long-term lease or purchase the land from the County.
- f. Determine and jointly agree upon future land uses, incorporating these uses and/or prohibited uses into the JPA agreement:
 - ♣ No housing on the fairgrounds property
 - ♣ No commercial use that competes with Calistoga downtown business.
 - ♣ Encourage civic center use on the fairgrounds.
- g. Fairgrounds to be used to present an annual county fair. Insure that the governing entity of the fairgrounds is eligible for State Fairs & Expositions funding.
- h. A JPA governance model adds strength to keeping the fairgrounds in Calistoga and creating sustainable operating models.

PARKING LOT IDEAS

Ideas generated during the strategic planning session that did not fit into the agenda category under discussion but are ideas worthy of memorializing for future consideration.

- a. Research and seek legislation for funding “Life Boat” facility preparedness. This supports NC Fairgrounds role in emergency response, emergency preparedness and disaster relief.

- b. There will be a contract between NCFA and the future oversight governing body of the Napa County Fairgrounds, delineating the roles and responsibilities of both parties.
- c. The plan for the annual Napa County Fair needs to be developed while at the same time continue the 4th of July event (parade & fireworks) through simplified offerings and operations.
- d. Engage in an architectural evaluation or review to scope the needed improvements to the Tubbs Building and create an estimated budget.
- e. Create a list of projects and improvements needed to be better prepared as an emergency relief center.
- f. Incorporate public art into the master plan design considerations.
- g. Establish design standards, including “green” elements.
- h. The master plan components will need CEQA review.

NEXT STEPS

Action Step	By Whom	By When
Create message points to share with the City and County in their study and research of a possible JPA to govern the Napa County Fairgrounds. <ul style="list-style-type: none"> - Draft for review by Strategic Planning Committee - Present to NCFA board for review & approval. 	Becky & Carlene	10/17/16 10/20/16
Prepare minutes of strategic planning session. Send to CEO and Strategic planning committee for editing. Board to review and approve.	Becky Carlene/Strategic Planning Committee	11/10/16
Receive and review the RCH addendum. Prepare a letter of reference for RCH from the board.	Carlene/Strategic Planning Committee	
Develop message points and a communications plan for community release. Focus to be the Opportunities Assessment and the JPA opportunity.	Carlene/Strategic Planning Committee	
Update the Golf Committee on results of the strategic planning session.	Carlene/Golf Committee	10/19/16
Share the Opportunities assessment with the community through a press release.	Carlene/Strategic Planning Committee	11/10/16
Create an action plan on the components of the Opportunities Assessment, including a proposed timeline and job assignments.	Carlene/Strategic Planning Committee	12/8/16

CONCLUSION

The final activity was to create visionary views. The board was asked to answer this question: “What will the headlines read regarding the Napa County Fair one year from now?”

Their answers:

- ❖ Napa County Fair Association adopts master plan with the first improvement to be the Tubbs Building followed by frontage improvements.
- ❖ Napa County Fairgrounds rock!
- ❖ New improvements to be built at Napa County Fairgrounds.
- ❖ Calistoga and Napa County commit funds to build a new Civic Center on the Fairgrounds.
- ❖ A pristine Mount St. Helena Golf Course is the new home for the PGA.
- ❖ Calistoga funds a design study for the Mount St. Helena Golf Course.
- ❖ A major donor to build _____ on the fairgrounds.

Final Thought

“The plans are nothing but the planning is everything.
Rely on planning but never trust plans.”

Dwight Eisenhower

7. ADJOURNMENT

Motion by Hammond-Abreu, second by Fiddaman to adjourn at 5:19 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