

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF THE NAPA COUNTY FAIR ASSOCIATION  
TUESDAY, SEPTEMBER 11, 2018**

**STAFF PRESENT:** CEO Carlene Moore

1. CALL TO ORDER

A special meeting of the Board of Directors of the Napa County Fair Association was held Tuesday, September 11, 2018, in the Tucker Room at the fairgrounds with the following directors present: Chairperson Karan Schlegel, Directors Bob Beck, Bob Fiddaman, and Gary Heitz. Directors absent: Dana Cole and Ricky Hurtado. The meeting was called to order at 6:15 PM by Chairperson Schlegel.

2. PUBLIC COMMENT

Cindy Yant, Tommy Hunt

3. CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on June 14, 2018
- b. Financial Report of August 2018
- c. Correspondence
  - i. FY18/19 Allocation and Training Funds: Authorize CEO to execute Agreement #18-0180 with CDFR for allocation and training program

**Item b removed by Chairperson Schlegel. Motion by Fiddaman, second by Beck to approve consent calendar items a and c as presented. Motion passed unanimously, 4-0-0.**

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

- a. Financial Report of August 2018

CEO Moore reported that the August financials are understated by approximately \$150,000 in Fair revenue due to changes in our events that were not updated in the accounting system prior to running this report.

Board discussion: Fiddaman, Beck

Public comment: Cindy Yant

**Motion by Beck, second by Heitz to approve consent item b. Motion passed unanimously, 4-0-0.**

5. STRATEGIC GOALS

- a. Staff report by CEO Moore on the progress of the board's action steps since the last board meeting and as defined at their strategic planning session earlier this year.
  - i. After 12/31/18 the Association will no longer manage or operate the fairgrounds:

Staff report: June 14, 2018, the board publicly received the letter from the County of Napa acknowledging that NCFA will no longer manage the fairground operations beyond December 31, 2018, and that on January 1, 2019, the County will assume operations and management of the fairgrounds.

- ii. Serve as an ally and partner with the County and City in order to successfully transition to County, or any other successive ensuing entity that may arise during the transition period, management of the fairgrounds
  - 1. Appoint board representative to work directly with CEO and County, City, or other successive ensuing entity on transition plans

Staff report: Moved up (was Position 6) to follow Position 1 that the Association will no longer manage or operate the fairgrounds after 12/31/18. In the interest of time remaining on the Association's current contract, tonight the board will appoint a representative to work directly with the CEO and County, City or other successive ensuing entity to smoothly transition the facility operations by year end.

- iii. There is an urgent need for Association transition planning by July 1, 2018:
  - 1. Review draft amended Articles of Incorporation and Bylaws and make recommendation to adopt subject to the approval of the Association membership per California Corporations Code 5342
  - 2. Review timeline for membership notification and voting period

Staff report: The Opportunities Assessment Committee has worked with staff and attorneys to develop the proposed Articles of Incorporation and Bylaws amendments for presentation at tonight's meeting, taking into consideration the board's intentions for 2019 & Beyond as previously identified.

- iv. 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:

No report.

- v. Preserve open green space for public use:

No report.

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

No report.

Board discussion: Fiddaman, Beck, Heitz

Public comment: None.

**Motion by Beck, second by Heitz to appoint Bob Fiddaman as the board representative who will work with the CEO and County, City, or other successive entity on terms of transition. Motion passed unanimously, 4-0-0.**

**Motion by Fiddaman, second by Heitz to recommend to the association approval of the Articles of Incorporation and Bylaws as presented. Motion passed unanimously, 4-0-0.**

**Motion by Fiddaman, second by Heitz to approve Articles of Incorporation and Bylaws as presented. Per California Corporations Code 5342, motion will be voted on following the 45 day consideration period by the membership (at the November meeting).**

6. ADMINISTRATIVE ITEMS

a. CEO Report

The 2017 Financial Review is near completion so the Finance-Audit Committee will convene to review it in the next few weeks. PG&E is operating a micro site for the next several weeks to months for one of their vegetation management team. HMC Promotions has requested a rate reduction for the recent Louie Vermeil Classic and upcoming World of Outlaws races; the email requesting the reduction was distributed with tonight's packet.

Board discussion: Fiddaman, Beck, Heitz

Public comment: Tommy Hunt, Kerri Abreu, Cindy Yant

The board directed staff to prepare a detailed report, with full speedway season financials, to present at next month's meeting for their consideration of HMC's request.

**Motion by Beck, second by Heitz to adjourn to closed session at 8:20 pm. Motion passed unanimously, 4-0-0.**

7. CLOSED SESSION:

Pursuant to Section 54957(b) of the Government Code

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

CONVENE TO OPEN SESSION TO REPORT FROM CLOSED SESSION

The board reconvened in Open Session at 9:05 pm. Chairperson Schlegel reported that no reportable action was taken and the item is being continued to the next regular meeting.

8. ADJOURNMENT

**Motion by Fiddaman, second by Beck to adjourn at 9:06 pm. Motion passed unanimously, 4-0-0.**

Certified to be a true and correct copy.

\_\_\_\_\_  
Carlene Moore Date  
Chief Executive Officer

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Karan Schlegel Date  
Chairperson