

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
THURSDAY, DECEMBER 10, 2015**

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, December 10, 2015, in the Tucker Room at the fairgrounds with the following directors present: Chairperson Bob Beck, Directors Bonnie Chisholm, Woran Deckard, Bob Fiddaman, Kerri Hammond-Abreu, Don Meyer, Karan Schlegel, and Anne Steinhauer. The meeting was called to order at 7:05 PM by Chairperson Beck.

2. PUBLIC COMMENT

None

3. CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on November 12, 2015
- b. Minutes of the Special Meeting held on November 19, 2015
- c. Financial Report of November 2015
- d. Correspondence

Motion by Fiddaman, second by Chisholm to approve consent items. Motion passed unanimously 8-0-0.

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

None

5. ADMINISTRATIVE ITEMS

- a. 2016 Calendar of Board Meetings

Director report.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Deckard, second by Steinhauer to approve 2016 regular meeting calendar with a 6:00 pm start time. Motion passed unanimously 8-0-0.

- b. Hunt Motorsports Concepts

Staff report.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Fiddaman, second by Steinhauer to approve letter of contract violations and assessment of fine as presented. Motion passed 5-3-0 with Beck, Deckard, Fiddaman, Schlegel, Steinhauer voting yes/ Chisholm, Hammond-Abreu, Meyer voting no.

- c. Membership Fees Structure

Director report.
Opened for public comment.
Closed public comment.
Board discussion.

Motion by Fiddaman, second by Steinhauer to approve recommendation to increase annual membership contribution level from \$0 to \$10 beginning in 2016. Motion passed unanimously 8-0-0.

d. Write-off Outstanding Checks

Staff report.
Opened for public comment.
Closed public comment.
Board discussion.

Motion by Steinhauer, second by Deckard to approve write-off of Operating checks from 2014. Motion passed unanimously 8-0-0.

e. Legal Services Agreement

Staff report.
Opened for public comment.
Closed public comment.
Board discussion.

Motion by Schlegel, second by Steinhauer to approve agreement with Renee Sloan Holtzman Sakai, LLP for an annual not to exceed \$15,000. Motion passed unanimously 8-0-0.

f. Committee Reports

i. Leadership Development

1. Director Appointment

Director report.
Opened for public comment.
Closed public comment.
Board discussion.

Motion by Fiddaman, second by Deckard to recommend to the Board of Supervisors the reappointment of Anne Steinhauer for the term January 1, 2016 through December 31, 2018. Motion passed 6-1-1 with Beck, Chisholm, Deckard, Fiddaman, Meyer, Schlegel voting yes/, Hammond-Abreu voting no/, Steinhauer abstaining.

ii. Finance

1. 2016 Budget

Director report.
Staff report.
Opened for public comment.
Closed public comment.
Board discussion.

Motion by Deckard, second by Steinhauer to approve the 2016 Operating Budget as presented. Motion passed unanimously 8-0-0.

iii. Governance

1. Policy:

- a. Board Self-Assessment
- b. Board Training and Development
- c. New Board Member Orientation

Director report.

Staff report.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Steinhauer, second by Fiddaman to approve the policies as presented. Motion passed unanimously 8-0-0.

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. Calistoga Christmas Faire
 - ii. The New Year’s Eve Bash

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
 - i. Strategic Plan Ad-Hoc Committee meeting of November 24, 2015

Director report.

Opened for public comment.

Closed public comment.

Board discussion.

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. Board elections results

Staff report.

Karan Schlegel 213, Dana Cole 183, Elizabeth Monhoff 167, Jeff Parady 158, Larry Glenn 17

- ii. CDFA Deferred Maintenance Approved Projects

Approved for two projects: backflow devices and grandstand emergency lighting system repairs.

CEO Moore reported on the great turnout for the Valley Fire Volunteer Appreciation event; her attendance at the IAFE convention and meetings with carnivals for 4th of July; reminded the board to register by tomorrow for WFA convention in order to get the early bird discount; signed a promissory note for \$57,000 zero interest loan from the County of Napa for the net revenue losses during the Valley Fire shelter; major water break underground discovered and repaired and working with the City for a one-time reduction; hosting City’s community Christmas luncheon in the Tubbs Building; and staff completed AED training.

9. ADJOURNMENT

Prior to adjourning the meeting, Chairperson Beck thanked Director Winrod for his six years of service.

Motion by Steinhauer, second by Schlegel to adjourn at 8:09 pm. Motion passed unanimously, 8-0-0.

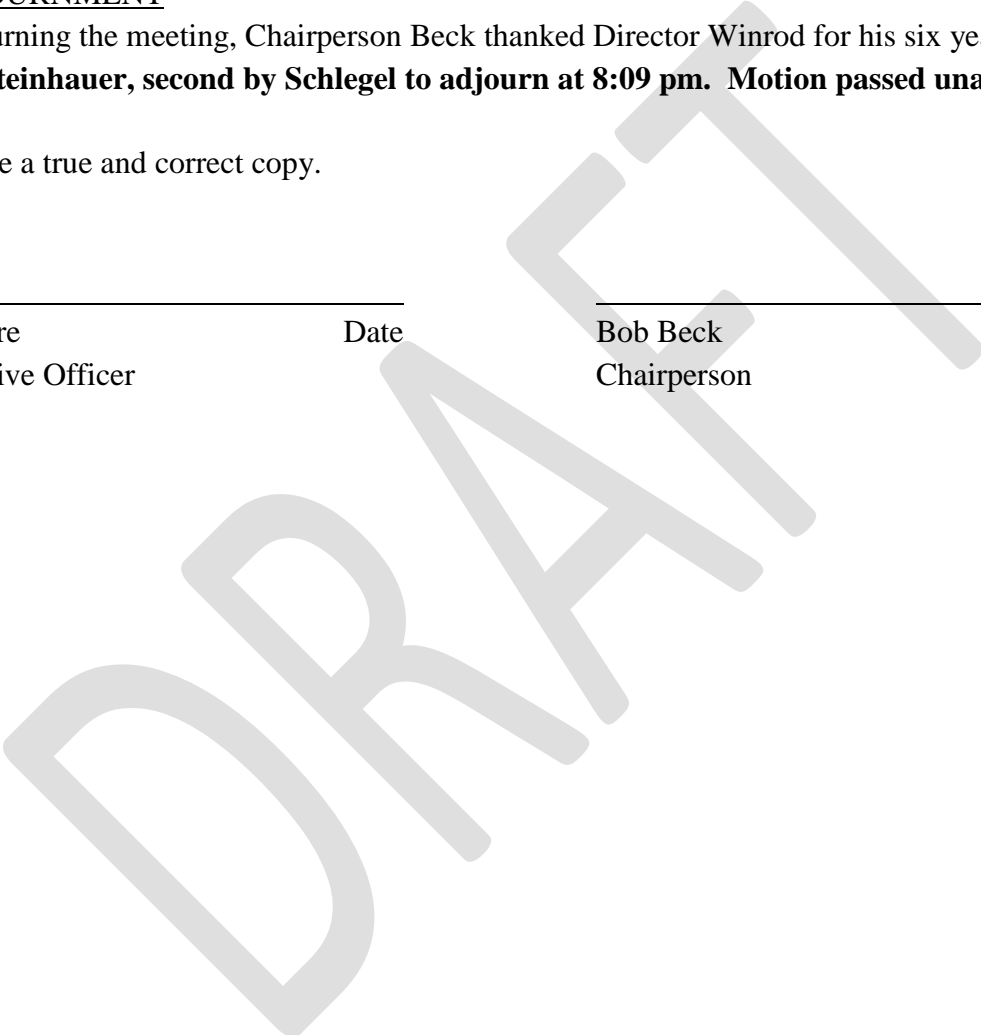
Certified to be a true and correct copy.

Carlene Moore
Chief Executive Officer

Date

Bob Beck
Chairperson

Date



Audit Committee Summary

1. CALL TO ORDER

The Audit Committee met on Monday, January 11, 2016 at 2:00 pm in the conference room of the Main Office with the following committee members present: Committee Chairperson Bob Beck, Director Woran Deckard, and CEO Carlene Moore. The meeting was called to order at 2:05 pm by Director Beck.

2. PUBLIC COMMENT

None

3. 2015-2018 AUDIT SERVICES RFP

The committee reviewed and scored RFPs submitted by Coughlan Napa CPA Co. and Jones & Perry, Inc. Coughlan Napa CPA Co. received 100 points and Jones & Perry received 65 points. Motion by Deckard, second by Beck to award the 2015-2018 Audit Services contract to Coughlan Napa CPA Co.

4. ADJOURNMENT

The committee meeting adjourned at 2:40 pm.

NOTICE OF PROPOSED AWARD

RFP # 2015-1 Financial Audit Services

DATE: January 11, 2016

The **Napa County Fair Association** announces proposed award of their contract for **Financial Audit Services**, to **Coughlan Napa CPA Co.**

If no protest is filed by 5:00 p.m. on **January 19, 2016** the award will be final.

Leadership Development Committee Summary

1. CALL TO ORDER

The committee met on Monday, January 11, 2016 at 3:00 PM in the County Fair Offices. Present at the meeting were board chairman Bob Beck, directors/committee members Karan Schlegel, Don Meyer, and Bob Fiddaman, and CEO Carlene Moore. The meeting was called to order at 3:12 pm by Chairperson Fiddaman.

2. PUBLIC COMMENT

None

3. APPOINTMENT OF OFFICERS

After discussion, the committee unanimously agreed to recommend the following officers for appointment by the board for 2016:

Chairperson-	Bob Beck
Vice Chairperson-	Don Meyer
Treasurer-	Woran Deckard
Secretary-	Carlene Moore

4. COMMITTEES STRUCTURE & MEMBERSHIP

The committee discussed the possibility of merging the Governance and Leadership Development committees and agreed unanimously to recommend to the board that the committees not be merged at this time.

The committee discussed the possibility of forming a Fundraising Committee, and agreed unanimously to recommend to the board that such a committee be formed with a conceptual charter, with the final charter to be confirmed at a later date.

The committee also unanimously recommended the board adopt a policy that all directors should be an active member of at least one committee.

The committee unanimously agreed to recommend to the board approval of the following committee appointments by the board Chairperson:

Executive- Karan Schlegel, Chair, Bob Beck, Don Meyer, Woran Deckard (the membership of this committee is prescribed in the bylaws).

Governance- Anne Steinhauer, Chair, Karan Schlegel, Dana Cole.

Leadership Development- Karan Schlegel, Chair, Don Meyer, plus probable appointee from new appointed directors or existing directors not on a committee.

Finance- Woran Deckard, Chair, Don Meyer, plus probable appointee from new appointed directors or existing directors not on a committee.

Audit- Dana Cole, Chair, Woran Deckard, plus possible appointee from new appointed directors or existing directors not on a committee.

Fundraising- Bob Fiddaman, Chair, plus possible appointee from new appointed directors or existing directors not on a committee.

5. ADJOURNMENT

The meeting was adjourned at 4:10PM.

The next meeting of the committee will be held on a date to be confirmed.

BOARD COMMITTEES – PURPOSE & SCOPE OF RESPONSIBILITIES

Fund Development (Fundraising) Committee

I. Purpose and Scope of Responsibilities

The Board Fund Development (Fundraising) Committee is a standing committee chartered to develop, guide, oversee, and support Napa County Fair Association's business model in order to achieve long-term financial sustainability, including fund development and organizational capacity.

II. Committee Organization and Reporting Structure

- Committee reports to the Board [chair].
- Committee makes recommendations to the full Board for review and approval.
- Committee is led by the Committee Chair who is also a member of the Board and is designated by the Board Chair.
- Committee provides written reports about its meetings, recommendations, and actions to the entire Board on a regular basis determined by the Committee.
- Committee includes at least two Board members, but less than a quorum of the Board, appointed by the Board Chair.
- Membership of the Committee is selected on an annual basis.

III. Goals

1. Build an operating revenue model that delivers priority services while ensuring NCFA's long-term sustainability.
2. Develop the organizational capacity to lead and sustain itself with effective directors and executive staff.

IV. Objectives

1. Develop a three-year operating *expense* projection, reflecting core staffing requirements, outside contract support, operating supplies and services, and an adequate reserve for contingencies for Association administration and overhead.
2. Develop a *revenue* model that provides enough ongoing funds to cover the operating budget noted above, including:
 - a. Maximizing contributions and grants; and
 - b. Exploring new revenue opportunities.
3. Pursue a long-term strategy to develop an endowment fund for NCFA, to supplement NCFA operating needs as well as capital improvements.

V. Immediate Strategies

1. Identify the reliability of current operating revenues to define the current sustainable funding levels. Complete this in time for integration into the 2016 budget.

2. Identify and use outside objective performance indicators to evaluate the effectiveness of NCFA, in an easy to understand format—in effect, a FICO score for NCFA.

DRAFT

2015 PROMISSORY NOTE

Napa County Fair Association

\$57,000

The Napa County Fair Association ("Association"), duly organized and existing under and pursuant to the laws of the State of California, for value received hereby promises to pay (but only out of the funds hereinafter mentioned) to the County of Napa the principal sum of \$57,000, payable in the manner set forth below.

This Note is issued pursuant to a resolution ("Resolution") adopted by the Board of Supervisors of the County, on December 15, 2015. Reference is hereby made to the Resolution for a specific description of the payment of the principal on this Note, to all of the provisions of which the Association's acceptance of this Note hereby consents and agrees and has recourse to all of the provisions of the Resolution and is bound thereby. All terms defined in the Resolution shall have the same definitions when used herein, unless otherwise defined herein.

This Note shall be payable in full upon maturity, which shall be June 30, 2018. At maturity, outstanding principal shall be payable at the end of the 2017-2018 fiscal year. The principal on this Note is payable by the Napa County Auditor–Controller in lawful money of the United States of America at the Office of the Napa County Treasurer.

This Note is not a lien, charge or liability against the Association or against the Governing Board of the Association, or against any property or funds of the Association or said Governing Board, except the monies available in the 2014-2015 through 2017-2018 fiscal years as provided in the Resolution, and neither the payment of the principal hereof nor any part thereof constitutes a debt, liability or obligation of the Association except as provided in the Resolution.

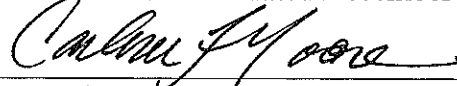
The Association hereby covenants and warrants that it will pay promptly, when due, the principal of this Note in accordance with the terms hereof and the terms and provisions set forth in the Resolution.

It is hereby certified that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of this Note do exist, have happened and have been performed in due time, form and manner as required by law.

This Note is subject to call and redemption in whole or in part at any time prior to maturity without penalty or premium by the Association giving the County 30 days' prior written notice thereof.

This Note shall be governed by, and construed and enforced in accordance with, the laws of the State of California, excluding conflict of laws principles that would cause the application of laws of any other jurisdiction.

IN WITNESS WHEREOF, the Association has caused this Note to be signed in its name by the Chief Executive Officer, and has caused this Note to be dated December 15, 2015.



Carlene Moore, Chief Executive Officer