

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS  
OF THE NAPA COUNTY FAIR ASSOCIATION  
THURSDAY, DECEMBER 14, 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, December 14, 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, Nancy Levenberg, and Karan Schlegel. Directors absent: Woran Deckard and Ricky Hurtado. The meeting was called to order at 4:04 pm by Chairperson Steinhauer.

2. PUBLIC COMMENT

Cindy Yant.

3. CONSENT CALENDAR

- a. Minutes of the special meeting held on November 2, 2017
- b. Financial Report of November 2017
- c. Correspondence
- d. Director Resignation: Anne Steinhauer and Nancy Levenberg
- e. FY17/18 Allocation and Training Funds: Request funds
- f. CDFA Bridge Loan Program: Request loan
- g. Write-off Outstanding Checks from 2016

**Motion by Levenberg, second by Fiddaman to approve consent calendar as presented. Motion passed unanimously, 7-0-0.**

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

None

5. STRATEGIC GOALS

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

a. Fair Redevelopment Update

Staff report: CEO Moore. Staff recommendation for Association’s continued role in producing community events. Recognizing the impacts of the October fires on not only our resources, but also other organizations and agencies, as well as the inability to secure a date with a carnival, staff recommends postponing the Napa County Fair & Fiesta redevelopment plan to 2019. 2018 events will include ENGAGE Art Fair, Napa Valley Olive Oil Competition, Fiesta Mexicana, 4<sup>th</sup> of July Parade & Fireworks, and Christmas Faire. There will not be a carnival or entries during the July 4<sup>th</sup> activities. Board discussion: General discussion of influences and impacts and confirmation that parade and fireworks will still be held. Beck, Heitz, Steinhauer.

Public comment: None.

Closed public comment.

**Motion by Cole, second by Beck to postpone the Napa County Fair & Fiesta redevelopment plan to 2019 as presented. Motion passed unanimously, 7-0-0.**

*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. Volunteer Program Development Ad-Hoc Committee: Presentation.

Staff report: CEO Moore presented the highlights of the program's developments throughout 2017.

c. Golf Course Report: Update

Staff report: CEO Moore reported that insurance claims for business interruption and property damage have been filed.

Director report: Heitz. Meeting with communications group on November 15<sup>th</sup> to review course status.

d. Potential Joint Powers Authority (JPA) Formation for Fairgrounds Operations and Management; Impacts of JPA Formation on Napa County Fair Association:

Board discussion: General board discussion by Steinhauer, Cole, Fiddaman, Heitz, Beck, Levenberg to revisit the document that the board presented to the JPA 2x2 committee in Fall of 2016, meet soon with County representatives to discuss impacts the delay is having on the Association, and ascertain interest in a future role for the Association.

Staff report: Moore.

The board took a short recess from 5:58 to 6:02 pm.

7. TIMED ITEM (to be discussed at the time shown or shortly thereafter)

6:02 p.m.

Bylaws Amendment: Approve amendment to Bylaws Article 7.2 Number to reduce the number of Directors to a range of at least five (5), but no more than eleven (11), Directors.

Public comment: None.

**Motion made by Fiddaman, and seconded by Deckard, during November 2, 2017, meeting. Motion passed unanimously, 7-0-0.**

6. ADMINISTRATIVE ITEMS

a. Budget: 2018 Operating budget

Staff report: CEO Moore

Board discussion: Beck

No action was taken.

b. Board Vacancy

Public comment: Cindy Yant.

Closed public comment.

**Motion by Fiddaman, second by Cole to appoint Bob Beck to fill an elected position vacancy for a term commencing January 1, 2018. Motion passed, 6-0-1, with Beck abstaining.**

c. Election of Officers



**Napa County Fair Association**  
**SUMMARY OF OPERATIONS**  
#NULL!

	Budget #NULL!	Current Mo. #NULL!	Current YTD #NULL!	Prior YTD #NULL!
<b>Revenues</b>				
General/Overhead	63,744	917	20,486	89,514
Fair	441,400	25,162	405,292	395,540
Speedway	150,781	0	195,779	79,804
Golf Course	131,719	0	72,127	119,996
RV Park	485,050	41,969	518,776	525,634
Events Center	151,127	13,626	150,782	138,858
Disaster Support	0	0	69,141	(7,133)
<b>Total Revenues</b>	<b>1,423,820</b>	<b>81,674</b>	<b>1,432,384</b>	<b>1,342,214</b>
<b>Expenses</b>				
General/Overhead	332,693	6,922	298,301	354,803
Fair	458,849	14,537	462,290	423,777
Speedway	89,441	2,056	73,414	51,154
Golf Course	240,868	2,821	150,475	190,950
RV Park	163,782	8,163	131,279	150,763
Events Center	133,323	9,565	120,751	111,840
Disaster Support	0	0	9,611	149
<b>Total Expenses</b>	<b>1,418,956</b>	<b>44,063</b>	<b>1,246,123</b>	<b>1,283,435</b>
<b>Net Gain/(Loss) Operations</b>				
General/Overhead	(268,949)	(6,005)	(277,815)	(265,289)
Fair	(17,449)	10,625	(56,998)	(28,236)
Speedway	61,340	(2,056)	122,365	28,651
Golf Course	(109,149)	(2,821)	(78,348)	(70,954)
RV Park	321,268	33,806	387,497	374,872
Events Center	17,804	4,061	30,031	27,018
Disaster Support	0	0	59,530	(7,282)
	<b>4,864</b>	<b>37,611</b>	<b>186,261</b>	<b>58,780</b>
State Allocations	#NULL!	#NULL!	#NULL!	#NULL!
Other Allocations	#NULL!	#NULL!	#NULL!	#NULL!
<b>Net Income</b>	<b>#NULL!</b>	<b>#NULL!</b>	<b>#NULL!</b>	<b>#NULL!</b>
Depreciation	#NULL!	#NULL!	#NULL!	#NULL!
<b>Net Gain/(Loss) after Depreciation</b>	<b>#NULL!</b>	<b>#NULL!</b>	<b>#NULL!</b>	<b>#NULL!</b>
<b>Resulting Net Gain/(Loss) AFTER Allocation of General/Overhead Expense</b>				
General/Overhead	0	0	0	0
Fair	(68,550)	9,485	(109,783)	(78,641)
Speedway	34,445	(2,656)	94,583	2,122
Golf Course	(165,629)	(4,082)	(136,689)	(126,664)
RV Park	262,099	32,485	326,377	316,508
Events Center	(57,502)	2,380	(47,757)	(47,262)
Disaster Support	0	0	59,530	(7,282)



RECEIVED Item 4-c.

DEC 13 2017

## INSURANCE INFORMATION ALERT

TO: ALL CFSA MEMBER FAIRS

FROM: Tom Amberson, Risk Department Manager

SUBJECT: **Changes to CFSA Insurance Requirements for all Fair Contractors and Facility Users Related to all Motorized Events and Swap Meets/Flea Markets**

DATE: December 11, 2017

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On December 6, 2017, the CFSA Board of Directors adopted General Operating Memo #18-01 (attached) implementing changes to the CFSA Hazardous Activities List related to **all motorized events** and swap meets at CFSA General Liability Pool member fairgrounds. The following changes go into effect on January 1, 2018:

- The minimum General Liability limits for all motorized events is \$5 million per occurrence. Motorized events include **automobile races, drifting exhibitions, truck rodeos, tractor/truck pulls, destruction derbies, RV destruction derbies, mud bogs, mud racing, car crunches, monster truck shows, motorized thrill shows, lawnmower races, snowmobile races, motorcycle racing, including arena-style motocross, motorcycle exhibitions and go-cart racing.**
- The minimum General Liability limits for swap meets and flea markets is \$2,000,000 per occurrence.

The motorized events change was made due to the CFSA board's decision to place our excess insurance with the California State Association of Counties – Excess Insurance Authority (CSAC-EIA). CFSA has worked with CSAC-EIA to include motorized events excess coverage above \$5 million, it was previously excluded at all levels. The CSAC-EIA excess program provides CFSA with \$25 million in excess coverage above a \$100,000 Self-Insured Retention level that will assist us in building our General Liability Pool reserves at a faster rate.

The increase in limits for swap meets and flea markets is due to a State of California Business and Professions Code Section 21669 requirement that swap meets and/or flea markets held on public property be insured at a minimum of \$2,000,000 per occurrence.

**IMPORTANT:** The adoption of General Operating Memo #18-01 also changes the language in CFSA's Insurance Requirements document that all General Liability Pool member fairs are required to include in all contracts. Please see the new Insurance Requirements document attached here.

1776 TRIBUTE ROAD, SUITE 100  
SACRAMENTO, CA 95815  
PHONE: (916) 921-2213 | FAX: (916) 646-1238

[WWW.CFSA.ORG](http://WWW.CFSA.ORG)

In addition, the REVISED CFSA Insurance Requirements **must be made a part of all STATE AND COUNTY fair contracts and rental agreements, including any extensions of contracts and rental agreements related to motorized events (not just auto racing) and swap meets, entered into by a CFSA participating fair on or after January 1, 2018.** This includes any current multi-year contracts that extend into 2018.

Please remember, if you experience difficulty with your vendors in obtaining the required minimum liability limits, call CFSA. We are here to assist you and your fair facility users when an insurance coverage issue arises. Call me at (916) 263-6180 or Lianne Lewellen, CFSA's Risk Analyst, at (916) 263-6145.

Thank you for your continued cooperation. This is your pooled insurance program and whatever we can do together to transfer risk and keep losses down, will result in benefit for all.

Enclosures

cc CDFA Branch of Fairs & Expositions

## 2018 Napa County Fair Board of Directors Meeting Schedules and Planning Timelines

Updated: 1/9/2018

<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: center;">January</th> <th style="text-align: center;">11th</th> </tr> <tr> <td colspan="2" style="padding: 5px;">                     Welcome new BOD members                      Chairperson appointed                      Annual resolutions                      Strategic Planning session                 </td> </tr> </table>	January	11th	Welcome new BOD members Chairperson appointed Annual resolutions Strategic Planning session		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: center;">February</th> <th style="text-align: center;">8th</th> </tr> <tr> <td colspan="2" style="padding: 5px;">                     Brown Act training                      Ethics training completed                      Conflict of Interest statements filed                      Sign Roles &amp; Responsibilities; Oath of Office                      Officers &amp; Committees appointed                 </td> </tr> </table>	February	8th	Brown Act training Ethics training completed Conflict of Interest statements filed Sign Roles & Responsibilities; Oath of Office Officers & Committees appointed		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: center;">March</th> <th style="text-align: center;">8th</th> </tr> <tr> <td colspan="2" style="padding: 5px;">                     Statement of Operations filed with CDFA                 </td> </tr> </table>	March	8th	Statement of Operations filed with CDFA	
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Meeting start time is 6:00 pm  
 Annual meeting date has not been set as of the time of this printing



October 26, 2016

## NAPA COUNTY FAIR ASSOCIATION Strategic Planning

### Joint Powers Authority Governance Recommendations

#### **Background**

We appreciate the response of the Napa County Board of Supervisors and the Calistoga City Council to our request to consider the formation of a Joint Powers Authority to govern the operation of the Napa County Fairgrounds.

The Napa County Fair Association Board, in a recent strategic planning workshop, reviewed and affirmed planning assumptions and set direction for future development of a master plan. In that process, the board also affirmed the opportunity and benefits of a Joint Powers Authority (JPA) between the County of Napa and the City of Calistoga as a potential governance structure for the Napa County Fairgrounds.

The Board of Directors of the Napa County Fair Association respectfully submits the following considerations to the joint committee assigned to research and evaluate a JPA governance model for the Napa County Fairgrounds.

We would also appreciate an opportunity to meet with the committee to discuss the recommendations listed below and to provide historical context based on our 80 years of operating the fairgrounds.

#### **Joint Powers Authority Critical Planning Considerations.**

- 1) The core purpose of the Napa County Fairgrounds – *to serve the citizens of Napa County with cultural, economic and social benefits in times of celebration as well as need* - should remain central to discussions and development of the JPA governance structure.
- 2) The JPA structure should preserve the tradition of presenting an annual County Fair - a community celebration and representation of Napa County's agricultural and civic heritage.
- 3) The JPA structure should insure that the Napa County Fairgrounds remain eligible to participate in and receive benefit from the California Network of Fairs, including the possibility of receiving State and/or Federal funds to support programs and/or facility improvements.



- 4) The JPA structure should commit to continuing to operate the fairgrounds as a resource for public benefit.
  - a. A place for learning and education;
  - b. A place for entertainment and recreation;
  - c. A place that provides opportunity for community, family and business involvement;
  - d. A place that supports tourism to the region;
  - e. A place that supports emergency preparedness, response, and disaster relief need of the community.
  
- 5) The JPA structure should consider land uses that include open space areas and flexible use facilities to support ongoing activities described above and to support emergency preparedness, response, and disaster relief needs of the community.
  
- 6) The JPA structure should take into account the benefits of a future role for the Fair Association, such as continuing management operations, fundraising, concession operation, or any other role that would be appropriate for a supporting entity.
  
- 7) The JPA board structure should include representation by the Napa County Fair Association Board.
  
- 8) The JPA structure should retain current management and staff currently employed by the Napa County Fair Association to ensure a smooth transition, continue established programs, and further develop private-public partnership and fundraising opportunities.
  
- 9) The JPA structure should consider and define future land uses on the Napa County Fairgrounds. We recommend the following:
  - a. Consider uses that serve the greater public good and allow for equal access for citizens of Napa County.
  - b. Consider uses that complement the annual County Fair.
  - c. Consider configurations and land use planning that creates open space areas and flexible use facilities to support emergency preparedness, response, and disaster relief.
  
- 10) It is equally important is to consider land uses that would *not be compatible* with the core purpose of the Napa County Fairgrounds. The Napa County Fair Association board believes the following uses should be expressly excluded in any JPA structure:
  - a. Selling or leasing fairgrounds property for housing.
  - b. Selling or leasing fairgrounds property for a commercial use that competes with Calistoga downtown businesses.
  - c. Selling or leasing fairgrounds property for a use that does not benefit the public and/or detracts from other public benefit uses.
  - d. Selling or leasing fairgrounds property for a hotel or lodging use that competes with Calistoga downtown hotel/lodging businesses.
    - ✧ *However, a lodging concept that supports personal event use on the fairgrounds such as weddings, family gatherings, and memorials should be considered if it can be customized in such a way that it supports community benefits.*

- 11) Investment in the fairgrounds infrastructure and facilities is needed. Current operations of programs on the fairgrounds do not generate enough proceeds to fund needed infrastructure repairs, upgrades and capital improvements. The JPA structure must effectively support:
- a. Investment and funding of fairgrounds infrastructure improvements and new facilities;
  - b. The ability to generate significant investment capital to support infrastructure repair and capital improvements such as issuing public bonds;
  - c. Proceeds from fairgrounds programs and land uses should be earmarked for funding improvements and facilities – that is, all proceeds should be reinvested into the fairgrounds.
  - d. Commitment of government funds if needed to build civic center type of buildings or facilities.
  - e. Strong encouragement of public/private partnerships.

The Napa County Fair Association stands ready to assist the JPA joint research committee in evaluating, studying and considering the JPA governance structure as a means to sustain the Napa County Fairgrounds, the community's number 1 asset, and to support the ability for the Napa County Fairgrounds to thrive for future generations.

Sincerely,

Bob Beck  
Chairperson  
Napa County Fair Association