

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
THURSDAY, APRIL 19, 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 Thursday, April 19, 2018, in the Butler Pavilion at the fairgrounds with the following directors present: Chairperson Karan Schlegel, Directors Bob Beck, Dana Cole, Bob Fiddaman, and on conference call, Ricky Hurtado. The meeting was called to order at 6:03 PM by Chairperson Schlegel.

2. PUBLIC COMMENT

Helene Franchi, County Executive Office

3. CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on March 8, 2018
- b. Minutes of the Executive Committee Meeting held on March 26, 2018
- c. Financial Report of March 2018
- d. Correspondence

Motion by Beck, second by Cole to approve consent calendar as presented. Motion passed unanimously, 4-0-0.

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

None

5. ADMINISTRATIVE ITEMS

- 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.

FORMALIZING POSITION and PARTNER WITH CITY: (Position 1 and 6)

Director Fiddaman and CEO Moore met with City representatives to formalize our position to partner with the City during the transition of management of the fairgrounds property. A letter was sent to the Supervisors as previously discussed amongst this board.

TRANSITION PLANNING: (Position 2)

Karan, Bob Beck, and CEO Moore met once so far to discuss transition planning and what the future may hold and will have more to report on at May meeting, as agreed at our last meeting.

KEEP FACILITY WITHIN PUBLIC DOMAIN: (Position 3)

Both the County and City have generously agreed to support the backflow device project overage by splitting it three ways with us. The 0% loan from CDFA has been secured to move forward with backflow device project. Payments will be made as we receive funds from County, City, and the grant.

PRESERVE OPEN GREEN SPACE: (Position 4 and 5)

The golf course is opening tomorrow and there will be an insert in the Calistoga Tribune inviting everyone out for a free round of golf on us all weekend. Normal operations will begin on Monday. Two new clubhouse clerks have been hired to join the team. We had a few successful volunteer clean up days in which bunkers were cleaned, landscape tidied up, ball washers cleaned and painted, and benches painted. Aeration was completed today and the health of the greens is perking back up. All equipment is currently operational thanks to our new groundskeeper. We are getting quote for tub grinding the remaining trees, Napa County Fire will chip the branch piles over several weeks, and Pacific Tree Care is providing us a quote for tree replacement.

PRESERVE THE COUNTY FAIR: (Position 5)

ENGAGE Art Fair weekend was highly successful with 300+ guests at party and 500+ attendees each day and the connectivity with the entire SARAFORNIA weekend was noticeable. Many people stopped by and took photos at the chalk installation on the front of Tubbs Building, nearly every artist had sales, and we received many comments of it being the best year yet. Fair & Fiesta plans are well underway and our messaging campaign has kicked off with an insert in the Calistoga Tribune tomorrow and in all Napa Valley Register and weeklies next Thursday and radio and TV ads underway next week. Entry receiving was earlier today and olive oil judging is next Wednesday. With a new layout and several new activities, we have a very exciting line up for the weekend. Tickets are on sale now. \$10 Fair only, included with price of the motorcycle or bull riding tickets.

CEO Moore received a request from the speedway promoter, Tommy Hunt, for consideration of a reduction in fees this year. The board provided feedback and consensus for CEO Moore to negotiate a reduction on the second day rate of both two-day racing events, provided both events remained as two-day events.

6. ADJOURNMENT

Motion by Cole, second by Beck to adjourn at 6:51 pm. Motion passed unanimously, 4-0-0.

Certified to be a true and correct copy.

Carlene Moore
Chief Executive Officer

Date

Karan Schlegel
Chairperson

Date

Napa County Fair Association
SUMMARY OF OPERATIONS
 April 30, 2018

	Budget 2018	Current Mo. 2018	Current YTD 4/30/2018	Prior YTD 4/30/2017
Revenues				
General/Overhead	59,215	870	7,111	9,613
Fair	451,700	36,096	36,096	50,833
Speedway	150,540	0	0	15,253
Golf Course	109,900	3,164	3,164	9,075
RV Park	521,908	38,147	161,191	115,453
Events Center	175,500	12,830	50,493	35,507
Disaster Support	0	(2,516)	6,341	0
Total Revenues	1,468,763	88,590	264,396	235,735
Expenses				
General/Overhead	101,737	11,916	103,116	86,650
Fair	613,371	95,473	165,785	110,647
Speedway	131,713	1,041	8,001	13,245
Golf Course	204,943	15,409	41,116	34,559
RV Park	265,811	10,541	58,537	42,122
Events Center	200,959	7,523	51,598	30,969
Disaster Support	0	0	2,394	0
Total Expenses	1,518,534	141,904	430,547	318,191
Net Gain/(Loss) Operations				
General/Overhead	(42,522)	(11,046)	(96,004)	(77,036)
Fair	(161,671)	(59,377)	(129,690)	(59,814)
Speedway	18,827	(1,041)	(8,001)	2,008
Golf Course	(95,043)	(12,245)	(37,952)	(25,484)
RV Park	256,097	27,606	102,653	73,331
Events Center	(25,459)	5,307	(1,105)	4,538
Disaster Support	0	(2,516)	3,947	0
	(49,771)	(53,314)	(166,151)	(82,456)
State Allocations	38,190	38,190	38,190	0
Other Allocations	2,419	0	0	7,668
One Time Revenue Source	76,275	0	0	7,668
Net Income	67,113	(15,124)	(127,961)	(67,121)
Depreciation	112,138	9,438	37,751	37,751
Net Gain/(Loss) after Depreciation	(45,025)	(24,561)	(165,712)	(104,872)
Resulting Net Gain/(Loss) AFTER Allocation of General/Overhead Expense				
General/Overhead	0	0	0	0
Fair	(169,750)	(61,476)	(147,931)	(74,451)
Speedway	14,575	(2,146)	(17,601)	(5,696)
Golf Course	(103,973)	(14,565)	(58,113)	(41,662)
RV Park	246,742	25,175	81,532	56,383
Events Center	(37,365)	2,214	(27,986)	(17,032)
Disaster Support	0	(2,516)	3,947	0

Dear Napa County Fair Association,
Board of Directors, Staff & Volunteers

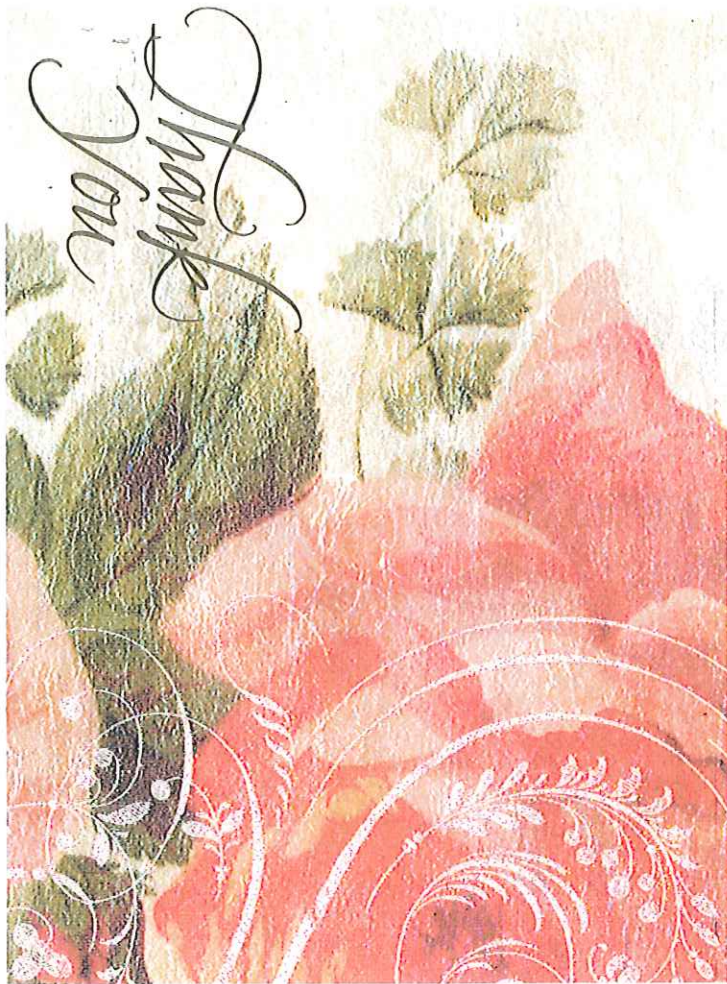
Thank you so much for the beautiful Hydrangea plant with purple flowers and your loving thoughts. That was so kind of you to do that.

Bill was the love of my life and we always enjoyed being associated with the fair well over 30 years.

He went peacefully. I was holding his hand & talking to him the whole time.

There will be a celebration of life with an ice cream social (he loved ice cream) on Sat. June 9, from 2-4 pm at Rancho de Calistoga Bn. Hall.

Sincerely
Paul Peterson



Hallmark

Item 3-c.

MADE WITH PAPER FROM
WELL-MANAGED FORESTS



**CALIFORNIA
FAIRS FINANCING
AUTHORITY**

1776 Tribute Road, Suite 100
Sacramento, CA 95815

Phone: (916) 263-6100
Fax: (916) 263-6116

**FINANCING
DESIGN
CONSTRUCTION**

April 25, 2018

Carlene Moore
Napa County Fair
1435 N. Oak St.
Calistoga, CA 94515

Re: Deferred Maintenance Grant Extension

Projects:	-New Backflow Prevention Devices-6"	-Replace Emergency Lighting System at GS
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Dear Carlene,

The deadline to complete your CDFA grant financed deferred maintenance project is June 30, 2018. While the backflow prevention project will be complete soon. Due to a lack of available funds and project costs exceeding the budgets we are in the process of value-engineering your emergency lighting project. Hence, it will not be possible to complete both your projects prior to the June 30th date. The Fair will need to request an extension of time to December 31, 2018. This will give CFFA ample time to revisit the scope and repeat the bid solicitation process to complete the project(s) by December 31, 2018.

CDFA is aware of the need for an extension of time and will require a request from the Fair to extend the deadline to December 31, 2018. This request for an extension of time must be received by CDFA no later than April 30, 2018. Failure to do so will result in a cancellation of the grant and your project will not be completed. If cancelled, all activities of the project will cease immediately to avoid additional expenses from accruing.

Please do not hesitate to contact me with any questions or concerns.

Sincerely,

Bryan Eubanks
Construction Manager
California Fairs Financing Authority

Cc: Michael Sellens



NAPA COUNTY FAIR
MOUNT ST. HELENA GOLF COURSE
CALISTOGA SPEEDWAY
CALISTOGA RV PARK

April 25, 2018

Jeff Cesca, Director
Marketing Division
California Department of Food & Agriculture
1220 N Street
Sacramento, CA 95814

Re: Deferred Maintenance Grant Extension

Dear Jeff,

Based on a recommendation from our Public Construction Management Entity (PCME), California Fairs Financing Authority (CFFA), we are requesting an extension of the grant financing deadline to December 31, 2018 in order to complete our approved projects. The attached letter details the reasons for the project delay and the need for the extension of time. If this request for an extension of time is not granted, our project will not be completed.

If there are any complications with the project that will prevent the successful completion of the project, CFFA and the Fair will promptly notify the Department and cease all activities to prevent the accumulation of additional expenses. CFFA and the FAIR understand that any expenses that occur after December 31, 2018 will not be reimbursed.

Please find the attached letter from CFFA directing the Fair to make this request.

Thanks for your consideration of this request.

Sincerely,

A handwritten signature in black ink, appearing to read "Carlene F. Moore".

Carlene F. Moore
Chief Executive Officer

Cc: Bryan Eubanks
Michael Sellens

Finance-Audit Committee Summary

1. **CALL TO ORDER**

The Finance-Audit Committee meeting was held on Monday, May 7, 2018 at 6:00 pm in the Garden Room at the fairgrounds with the following committee member present: Director Gary Heitz and CEO Carlene Moore. Members absent: Committee Chairperson Ricky Hurtado, director Karan Schlegel, and member Woran Deckard.

There being no quorum, no action was taken.

2. **PUBLIC COMMENT**

None

3. **FAIR EVENT REPORTS**

None

4. **QUARTERLY FINANCIAL REPORTS**

Director Heitz reviewed the quarterly financial reports and balance sheet footnotes through March 31, 2018, noting the Association's increased cash position due to receiving the PG&E payment, and the accounts receivable ledger noting the increase due outstanding invoices to the County of Napa for Tubbs Fire expense reimbursements and CDFA for training reimbursements.

5. **ADJOURNMENT**

The meeting adjourned at 6:40 pm.

Napa County Fair Association
Balance Sheet
March 31, 2018

	2018	2017
ASSETS		
Current Assets		
Cash	444,644	291,224
Accounts Receivable	18,644	5,331
Inventory	4,163	2,590
¹ Deferred Charges	-	100
Total Current Assets	<u>467,452</u>	<u>299,246</u>
Fixed Assets		
² Construction in Progress	25,783	17,254
Buildings & Improvements	2,952,159	2,952,159
Buildings & Improvements - Dep	(1,922,142)	(1,836,751)
Equipment	554,906	549,906
Equipment - Acc Dep	(334,975)	(306,113)
Total Fixed Assets	<u>1,275,731</u>	<u>1,376,454</u>
TOTAL ASSETS	<u><u>1,743,182</u></u>	<u><u>1,675,700</u></u>
LIABILITIES & RETAINED EARNINGS		
Liabilities		
Special Events Liability Ins	-	(160)
Accounts Payable	60,421	60,369
Payroll Withholdings	22,604	3,340
³ Deferred Income	126,930	147,683
Sales Tax	19	50
Refundable Deposits	3,203	392
Capital Improvements Fund	-	-
Compensated Absences	21,160	11,215
Pension Payable	297,653	297,653
Workers Compensation	(117)	(1,849)
General Liability Insurance	-	-
⁴ Long Term Debt	82,083	118,931
Total Liabilities	<u>613,956</u>	<u>637,623</u>
Retained Earnings		
Capital Assets, Less Related Debt	1,267,129	1,330,784
Unrestricted Undesignated Net Resources	269,250	112,096
Unrestricted Designated Net Resources	-	-
Temporarily Restricted Net Resources	31,786	1,786

Permanently Restricted Net Resources	-	-
Unrestricted Net Position - Pension	(297,653)	(297,653)
⁵ Projects funds	-	5,249
State Allocation	-	-
Supplemental Allocation	-	-
⁶ One Time Revenue Source	-	-
Net Income	(141,386)	(114,185)
Total Retained Earnings	1,129,126	1,038,077
 TOTAL LIABILITIES & RETAINED EARNINGS	 1,743,082	 1,675,700

Current Year Notes to the Balance Sheet

¹ Deferred Charges:

Cal DOT Highway 29 sign	\$100
Website domain registrations	\$227
ENGAGE 2018 marketing, trolley deposits	\$2,972
2018 WFA convention registration, hotel deposits	\$1,262
RV Park marketing	\$4,905

² Construction in Progress:

Backflow Prevention Devices	\$8,037
Grandstand Emergency Lighting	\$5,741
Cart barn	\$11,555
Cropp Building kitchen	\$450

³ Deferred Income:

Fair sponsorships, vendor payments, ENGAGE grant, CCF grant	\$6,410
LVC inspection invoice due	-\$5,744
Golf course gift certificates	\$838
RV Park reservations	\$23,694
Events Center deposits	-\$4,060

⁴ Long Term Debt:

County of Napa - Valley Fire 0% interest, due 6/30/2018	\$57,000
PNC Bank - Solar Panel Project, 7.288% interest, thru 11/1/201	\$24,687
CDFA - RV Electrical Expansion, 5.50% interest, thru 12/5/201	\$12,228

⁵ Project Funds:

Backflow Prevention Devices	\$8,037
Grandstand Emergency Lighting	\$5,741
Evaporative Cooler Replacement (balance of project)	\$5,000
Board & Staff Training	\$2,419

⁶ One Time Revenue Source:

Tubbs Fire - PG&E, County of Napa, Cal Fire	\$88,824
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Donors/Members:

150 donors
111 members

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