

Minutes of: 25th District Agricultural Association

Meeting Held on: Tuesday, March 15, 2005

Directors Present: Myrna Abramowicz, Paul Battisti, Dave Dickson, Hope Lugo, Peggy O'Kelly, and Greg Rodeno

Directors Absent
And Excused: Don Carr, Jim Cathcart, and Paul Dohring

Staff Present: Joseph Anderson and Denise Davis

Others Present: Jack Hussey

ROLL CALL AND QUORUM CONFIRMATION

President Dickson called the meeting to order at 1:00 p.m., confirming the presence of a quorum.

APPROVAL OF AGENDA

President Dickson called for approval of the agenda.

Vice President Abramowicz moved approval of the agenda. Director Lugo seconded the motion. The motion carried unanimously.

PUBLIC COMMENT

President Dickson opened the floor for public comment. Hearing none, he closed this portion of the meeting.

APPROVAL OF THE MINUTES OF THE LAST MEETING

President Dickson called for approval of the minutes of the February 15th Board meeting.

Vice President Abramowicz moved approval of the minutes from February 15, 2005. Director Battisti seconded the motion. The motion carried unanimously.

INFORMATION ITEMS AND PROGRAM REPORTS

COMMITTEE REPORTS

Executive Committee – President Dickson and Vice President Abramowicz reported on the Executive Committee meeting. The Buildings & Grounds and Friends of the Fair Committees met with the Friends of the Fair Board earlier this month. They reviewed the financial status of the Expo at this time, the possibility of being made into a public benefit corporation through soon-to-be introduced legislation and explored the need for revenue generation in the future. A discussion of the hopes to expand the RV Park also took place.

President Dickson felt it was a good opportunity to share with the Friends Board and bring them up to date on the status of the Expo. The Friends Board indicated that they appreciated the input but the Friends Board has no decision making power and therefore could not assist with planning decisions.

Jack Hussey stated that he feels the problems currently experienced by the Expo are not solely the problems of the Expo Board. Expo problems are community problems and everyone should be involved. The Board thanked Jack for his comments and his continued support.

President Dickson stated that more joint meetings will take place in the future on an as needed basis, as requested by the Friends Board. This will be especially important when the Expo is looking at becoming a public benefit corporation.

Jack Hussey reported on the development taking place at the Solano County Fairgrounds and recommends the Expo Board keep track of the goings on there.

Director Lugo asked how the Expo becoming a public benefit corporation would help the Expo's financial needs. President Dickson reported that by having local control of the property, it would be easier to sell off or lease a portion of the property or establish a tax initiative. Interim CEO Joseph Anderson reported that being a public benefit corporation would change how we do business, which could help us financially in the long run. He reported that more updates on the legislation should come at the next Board meeting.

Director O'Kelly suggested the Board look into holding an auction in the near term to help with fund raising efforts. There are many auctions Upvalley that are able to raise a lot of money for their benefactors.

Personnel Committee – There was no Personnel Committee report at this meeting.

Friends Committee – There was no Friends Committee report at this meeting.

Livestock Committee – Interim CEO Joseph Anderson gave the Livestock Committee report. The Annual Barn Dance is Saturday, May 7th, and all efforts are going into the planning of this at this time. The maintenance crew is currently installing new lights in the barns. The committee is also discussing how to handle the alcohol available at the auction in a responsible manner.

Buildings and Grounds Committee – Interim CEO Joseph Anderson gave the Buildings and Grounds Committee report. He has met with CCA and CFSA regarding the two insurance claims on the fallen trees in the concessions area. The East Concession line, including Firefighters and Rainbow Girls booths, has been estimated at \$294,000 for repairs and remodeling to bring up to code. The West Concession line, including the ICF Beer Booth and the Nuestra Esperanza/Aldea booths, has been estimated at \$69,150 for repairs. Right now we are exploring our ability to take the settlement on both insurance claims and use the funds for improvements to the concessions booths and other infrastructure improvements on grounds, such as the RV Park. We are awaiting word in writing from CFSA before we proceed. The Board agreed that this was a good plan and asked that Interim CEO Anderson keep them informed of the status as he hears from CFSA.

Interim CEO Anderson also reported on the status of the Revenue Generating grant we submitted in February. Twenty-one proposals were submitted, only five will be selected.

Finance Committee – Director O'Kelly gave the Finance Committee report. It is early in our budget year and there is not much to explore financially at this time. She explained the balances in the Accounts Receivable accounts as well as the change to depreciating our assets now.

Director Lugo moved approval of the financials as presented. Vice President Abramowicz seconded the motion. The motion carried unanimously.

Real Estate and Development Committee – There was no Real Estate and Development Committee report at this meeting.

Soscol Corridor Committee – Interim CEO Joseph Anderson gave the Soscol Corridor Committee report. Last weeks meeting included a tour of the entire Soscol Corridor project area. Drainage issues on the fairgrounds facility were discussed. The meeting basically brought all members up to speed on the project to date.

President Dickson discussed the intermodal transportation sites – Site One being by the Wine Train Station and Site Two being on Soscol and Burnell. Site One is better for the tourists, while Site Two is better for the local businesses and residents. Our Master Plan would like the transportation station at Site Two. Vice President Abramowicz would like to know when the Soscol Corridor Committee will be making any decisions that could affect the Expo, so that our Board can discuss the issues a month prior and be able to give the Corridor committee our input.

President Dickson asked Jack Hussey what role the Napa Valley Economic Development Corporation was taking in the Soscol Corridor Project. Hussey explained that due to a turn over in management, the NVEDC is not taking any position at this time.

Interim CEO Anderson noted that he will be meeting with the City regarding using the fairgrounds facility as drainage. President Dickson stated that our property should be treated just like any other property in the flood plain. We need to be compensated for our ability to act as a detention basin when needed.

CORRESPONDENCE

Business Assistant Davis handed out the Form 700 Statement of Economic Interest to the Board members and asked that they return them as soon as possible.

Director Rodeno requested that all future communications regarding Board meetings be sent to him electronically as a PDF file. Business Assistant Davis asked if other Board members would also like to receive their Board packages electronically. President Dickson, Vice President Abramowicz, and Director O'Kelly stated that yes, they too would like to receive their Board packages as PDF files. Business Assistant Davis will start this with the April Board meeting.

OLD BUSINESS/NEW BUSINESS

There was no correspondence at this Board meeting.

FUTURE BOARD MEETING DATES

President Dickson read the dates of the next three Board meetings.

ACTION ITEMS

CONSENT CALENDAR

The Consent Calendar consisted of the following: Rental Agreements #2005-40 through and including #2005-49, Standard Agreements #STD-05-01 through and including #STD-05-18, Summer Fair Commercial Agreements #SUCOM 05-001 through and including #SUCOM 05-

045, Summer Fair Food Agreements # SUMFO 05-001 through and including #SUMFO 05-012, and Multi-Year Agreements #Multi-yr 05-001 through and including #Multi-yr 05-004.

Director Lugo moved approval of the Consent Calendar. Director O’Kelly seconded the motion. The motion carried unanimously.

REVIEW OF BOARD POLICY REGARDING ABSENCES AND POSSIBLE ACTION

Interim CEO Anderson read the current policy on Board meeting absences:

“Absences – Food and Agriculture code Section 3967 authorizes Boards to grant excused absence for Directors who miss meetings. Absences for reasons of health or acts of nature are excusable. It is the Director’s responsibility to notify management verbally or in writing of the reason for any absence. Action on absences (to excuse or not to excuse) should be taken monthly and shall be reflected in the minutes. If a Director misses three (3) consecutive meetings, such Director is presumed to have resigned, unless the Board excuses the absences.”

The Board decided to adhere to the current policy. Beginning with the next Board meeting, the Board will acknowledge in the minutes Board members who notify management of their absence as excused and Board members who are absent without notification will be noticed as unexcused.

REVIEW GUN SHOW POLICY AND POSSIBLE ACTION

Interim CEO Anderson discussed the current policy on holding Gun Shows on the Expo facility. The Board received copies of our current policy as well as a section of code from the Alameda County General Ordinance Code which prohibits the possession of firearms on county owned property. In speaking with other Fairs about this, we learned that if we prohibit Gun Shows on our own from taking place on our facility, we will have to foot the legal bill should the policy be challenged.

Since the Board member who wanted this item discussed is not present at today’s meeting, Interim CEO Anderson recommended keeping with our current policy and tabling the discussion.

Director Rodeno moved to table this discussion. Vice President Abramowicz seconded the motion. The motion carried unanimously.

Vice President Abramowicz stated that she would like to see some research on the use of guns, similar to what was listed in Part A “Findings” in the Alameda County General Ordinance Code Section 9.12.120, for Napa County for when this item comes back before this Board.

CEO/MANAGER’S REPORT

Discussion and Approval of 2003 Audit and Response – Interim CEO Anderson asked the Board for any input on the response to the 2003 audit, noting that we are handling the employee housing issue as we were instructed to by then Director of Personnel Liz Houser. Director Rodeno suggested we follow up with Division Director Mike Treacy once we respond to the audit.

Director Rodeno moved approval of the 2003 Audit and Response. Vice President Abramowicz seconded the motion. The motion carried unanimously.

ADJOURNMENT

The meeting of the 25th District Agricultural Association Board of Directors adjourned at 2:15 p.m.

Joseph Anderson, Interim CEO Date

David Dickson, President Date