

Minutes of: 25th District Agricultural Association

Meeting Held on: Tuesday, July 15, 2003

Directors Present: Myrna Abramowicz, Don Carr, Jim Cathcart, Dave Dickson, Paul Dohring, Hope Lugo, Peggy O'Kelly and Greg Rodeno

Directors Absent And Excused: Paul Battisti

Staff Present: Joseph Anderson, Denise O'Brien

Others Present: Kevin Courtney, Muriel Fagiani, Jack Fichtenberg, Frank Haselton, Jack Hussey, Laura Lafler, Jungjoo Lee, Barry Martin, Jason Moody, Wendy Ramsay, John Salmon

ROLL CALL AND QUORUM CONFIRMATION

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

APPROVAL OF AGENDA

President Abramowicz called for approval of the agenda.

Director Rodeno moved approval of the agenda as presented. Director Lugo seconded the motion. The motion carried unanimously.

PUBLIC COMMENT

President Abramowicz opened the floor for public comment.

Wendy Ramsay addressed the Board regarding the events that have loud, evangelical screaming that take place on the Expo property.

She asks the Board to examine the new arena being considered and look at the number of speakers, where they will be placed and where the sound will be directed. She would like this put on a meeting agenda and addressed by the Board in public.

Vice President Dickson stated that any new uses here on the Expo property would go through an environment impact report process including noise implications. If the questions raised are in regards to current events that take place under current permitting and policy requirements, then the issue should be addressed between Ms. Ramsay and Interim CEO Joseph Anderson.

Hearing nothing further, President Abramowicz closed this portion of the meeting.

APPROVAL OF THE MINUTES OF THE LAST MEETING

Director Lugo moved approval of the minutes from June 17th. Vice President Dickson seconded the motion. The motion carried unanimously.

INFORMATION ITEMS AND PROGRAM REPORTS

COMMITTEE REPORTS

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

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

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

Livestock Committee – Director O’Kelly gave the Livestock Committee report. Everything is going as planned for the upcoming Fair. Interim CEO Anderson informed the Board of the recent surgery of Denise Boydston, former Livestock Secretary and current JLAC Board member and volunteer.

Buildings and Grounds Committee – There was no Buildings and Grounds Committee report at this meeting.

Finance Committee – Director Cathcart gave the Finance Committee report. Currently, we are under budget in expenses. The Board should be aware of the drop off in rentals in the RV Park as of late, about 10%. We have a lower usage this year, due in part to the unimproved space being out of use for more days this year due to wetter weather. Director Cathcart would like the Board to be aware as we move forward toward the plans for expansion. Will it bring in additional revenues?

Director Carr addressed a mathematical error on page 7 and 8 of the Income & Expense spreadsheet, where the variance totals are off balance by the total of the equipment account.

Real Estate and Development Committee – Vice President Dickson and Director Rodeno deferred their report to Item 6.3.

CORRESPONDENCE

There was no correspondence for the Board members at this meeting.

NEW BUSINESS

There was no New Business brought up by Board members at this meeting.

FUTURE BOARD MEETING DATES

President Abramowicz reviewed the dates of the next three Board meetings.

ACTION ITEMS

CONSENT CALENDAR

The Consent Calendar consisted of the following: Rental Agreements # 2003-078 through and including # 2003-080, Standard Agreements # STD-03-32 through and including #STD-03-45, Summer Fair Commercial Agreements # SUMCOM 03-085 through and including SUMCOM 03-097, Summer Fair Concession Agreements #SUMFO-03-017 through and including SUMFO-03-019, and Summer Fair Judging Agreements # J-2003-46 and J-2003-53.

Director Carr moved approval of the Consent Calendar as presented. Director Lugo seconded the motion. The motion carried unanimously.

CEO/MANAGER'S REPORT

Summer Fair Update – Interim CEO Anderson reported on the details as we prepare for the annual Fair. Entries are in, and being input in the computer. We did have one late livestock entry after the deadline that did not get into this year's Fair. We've also had a livestock exhibitor whose steer died just two days past the deadline for ownership of other project animals, so he will not be able to participate in the auction this year.

The Plaza Stage renovation turned out to be a bit bigger job than anticipated. The concrete flower beds and walls went into the ground more than 4 feet with 1 ¼ inch rebar, making the removal of these items more labor intensive and time consuming. Because of this, we will have to re-sod the Plaza lawn area, at an additional cost of \$8,000.

Director Lugo asked Interim CEO Anderson to detail the location of the speakers for the Plaza Stage this year. He explained that the speakers sit flat on the stage, not in the air, facing the non-profit food booth line.

We are awaiting the facility health inspection report from the state.

The audit for this year has been moved up a month to September 8th. They anticipate being onsite for 2 weeks.

We have a new organization set to begin Tuesday night bingo here in October. They will begin training and orientation after the Fair.

Attendance at Fairs in our immediate area has been down this year, anywhere from 5% to as much as 17%. We are hoping that we will not experience this downswing as well, but with the local economy the way it has been, it is entirely possible that we will also experience a decrease in this year's attendance.

The Board was handed a list of recommended events to attend during this year's Fair, as well as an order form for box seat event tickets. Please return the order form as soon as possible, with the list of events you plan to attend at the Fair.

President Abramowicz asked if vendor booths were selling to capacity this year. Interim CEO Anderson reported that we have sold out on outdoor space, but we do have some inside space available in Chardonnay Hall.

There will be another Hispanic concert this weekend in the grandstands from 3pm – 8pm.

REAL ESTATE AND DEVELOPMENT COMMITTEE REPORT

Vice President Dickson explained that time constraints keep us from commissioning the interactive presentation planned for Fair and non-fair activities and meetings. A booth will be produced and set up in Merlot Hall during the run of the Fair.

Review of Six-Month Planning Process – Frank Hazelton of LSA Associates presented a review of the last six-months of planning to the Board.

Adopt Revised Vision Statement - The Board reviewed the vision statement developed from public and Board input at both public meetings and the last six months of Board meetings. The vision statement proposed:

“Enhance the Napa Valley Exposition property for broad and extensive community use, secure the future of the Napa Town & Country Fair by creating a sustainable financial foundation.”

Director Rodeno moved approval to accept the vision statement as presented. Director Lugo seconded the motion.

President Abramowicz opened the floor for public comment. Muriel Fagiani asked if the word “foundation” refers to a “Foundation” to be established. The Board replied that no plans have ever been discussed to create a Foundation. Director Carr suggested the word be changed to basis.

Director Rodeno accepted this change and amended his motion. Director Lugo seconded the amended motion. The motion passed, with Director Dohring voting no.

Adopt Revised Mission Statement - The Board reviewed the mission statement developed from public and Board input at both public meetings and the last six months of Board meetings. The mission statement proposed:

“The mission statement of the Napa Valley Exposition is to develop, manage and maintain the property for the cultural, educational and recreational opportunities, primarily for the residents of Napa County.”

Director Rodeno moved approval to accept the mission statement as presented. Director Lugo seconded the motion.

Director Carr stated he could not vote for the mission statement as proposed, stating that visitor’s should also be included in our mission. Director Carr moved to add “and secondarily for the visitors to Napa County.”

Interim CEO Anderson stated that this change would re-affirm the current mission statement we use.

Director Rodeno withdrew his original motion. Director Lugo withdrew her second.

Director Carr made a substitute motion to affirm the current mission statement of “*The mission statement of the Napa Valley Exposition is to develop, manage and maintain the property for the cultural, educational and recreational opportunities, primarily for the residents of Napa County, and secondarily for the visitors to Napa County.*” Director Dohring seconded the substitute motion. The motion carried, with Director Lugo voting no.

Adopt Planning Principles – Frank Hazelton reviewed the planning principles the Board and sub-committee have used as guiding goals and objectives.

The Board reviewed and discussed the planning principles as presented and asked that they be amended as follows:

Page 2, Parking

Accommodate parking needs on site, add *“to the extent feasible.”*

Page 10, Land Use Development

Add the following guiding principle: *“Cooperate with local agencies regarding regional drainage needs while assuring year-round use of the entire Expo site.”*

President Abramowicz opened the floor for public comment.

Muriel Fagiani asked if the principles would be brought before the public at the Fair before the Board voted on them.

John Salmon asked if there was a hierarchy assigned to the many land use development ideas or if everything was of the same importance.

The Board thanked the public for their comments, adding that a disclaimer should be added to the beginning of the guiding principles stating that no priority has been assigned to any items, the document should be dated and that all pages should be numbered.

Director Cathcart moved approval of the planning principles as amended. The motion failed due to a lack of second.

Vice President Dickson stated that the planning principles should be adopted at the next meeting when the final planning report is presented to the Board. There was a discussion as to having the planning principles finalized before the Board receives the final planning report.

Director Cathcart moved approval of the planning principles as amended. Director Rodeno seconded the motion. The motion failed with Directors Cathcart, O’Kelly, and Rodeno voting yes, and President Abramowicz, Vice President Dickson and Directors Carr, Dohring, and Lugo voting no.

Frank Hazelton reviewed the land use concept plans currently before the Board. The Board discussed infrastructure improvements, the involvement of partners like the cities, the County, the State, etc., as well as the need to break even.

President Abramowicz opened the floor for public comment.

John Salmon requested a copy of the spreadsheet referred to by Vice President Dickson and commented on the sub committee’s plan to seek financing from State, City and County sources. The sub committee responded that they have received draft copies of financials which will be presented to the entire Board and public at the next meeting.

Muriel Fagiani requested a copy of the spreadsheet referred to by Vice President Dickson. The sub committee responded that they have received draft copies of financials which will be presented to the entire Board and public at the next meeting.

Director Carr commented on the need to address financing the project before talking about the financing needed to service a project.

Jack Fichtenberg addressed the Board, offering solutions to the financing problems by bringing in projects that generate foot traffic to the area.

Barry Martin addressed the Board regarding next steps, including reuniting with the agricultural industry, and improving relationships with the cities, the county and the state.

Vice President Dickson proposed a study session on the draft financial pro-forma for August 20th and another Board meeting for August 28th. Board members should contact Vice President Dickson in order to schedule time to volunteer to man the information booth at the Fair.

Vice President Dickson motioned an additional Board meeting scheduled for August 20th as a study session on the draft financial pro-forma for August 20th and another Board meeting for August 28th. Director Rodeno seconded the motion. The motion carried unanimously.

ADJOURNMENT

Director Rodeno moved the meeting of the 25th District Agricultural Association Board of Directors adjourn. Director O'Kelly seconded the motion. The motion carried unanimously. The meeting adjourned at 3:21 pm.

Joseph Anderson, Interim CEO

Date

Myrna Abramowicz, President

Date