

Minutes of: 25th District Agricultural Association

Meeting Held on: Thursday, August 28, 2003

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

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

Staff Present: Joseph Anderson and Denise O'Brien

Others Present: Debra Blodgett, Kevin Courtney, Muriel Fagiani, Jack Fichtenberg, Laura Lafler, Barry Martin, Mike Moffett, Jason Moody, John Salmon, Kirk Trost, Cassandra Walker, David Whitmer

### **ROLL CALL AND QUORUM CONFIRMATION**

President Abramowicz called the meeting to order at 1:10 p.m., confirming the presence of a quorum.

### **APPROVAL OF AGENDA**

President Abramowicz called for approval of the agenda.

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

### **PUBLIC COMMENT**

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

### **DISCUSSION OF POSSIBLE NEXT STEPS**

President Abramowicz turned the meeting over to Barry Martin to bring the Board up to date with where we are now, and what the next steps might possibly be. Barry Martin reviewed the issues the Board has explored over the last 8 months, explained the results of the survey taken at the Fair, and offered next steps, stating that the Board has ideas and community input, and now we need to finance them.

### **DISCUSSION OF QUESTIONS AND CONCERNS RAISED DURING THE AUGUST 18<sup>TH</sup> BOARD MEETING**

President Abramowicz asked Kirk Trost to answer the questions that the Board and public raised at the previous meeting.

Kirk Trost explained that his position on the questions raised at the August 18<sup>th</sup> Board meeting has not changed, he is not our counsel and cannot give us legal advise, but he has come to the Board today with some additional information on the specific questions raised.

To the question of funds available for Fairs, he detailed the funds available to all Fairs for projects, including the funds available for revenue generating and major maintenance projects, millennium funding, and the revolving loan fund. The funds available in the revolving loan fund

are limited over the next few years due to funds already committed to projects. The interest rates and terms vary from project to project.

To the question of SEQA requirements, it is possible that the Board could qualify for an exemption for existing activities already taking place on site. Since the RV Park is being considered for expansion, it would qualify as a new project, and there are environmental impacts that would need to be considered. An initial study to determine potential impacts would need to take place and determine whether the impacts could be mitigated or if an environmental impact report was needed.

To the question of transient occupancy taxes, the Fair does not currently pay these, but could agree to if it reached a mutually beneficial arrangement with joint powers authority agencies.

To the limit of a five-year lease, there are many exceptions to this statute within the State, and would depend upon the specific project.

To the laws surrounding joint powers authorities, only public agencies can be involved in JPA's. A non-profit organization cannot be a signatory in a JPA, nor can a JPA create a non-profit corporation.

President Abramowicz opened the floor to public comment.

John Salmon commented on the current joint powers agreement that the 25<sup>th</sup> DAA has in existence is for a very specific purpose.

## **RECEIVE, DISCUSS AND PROVIDE DIRECTION TO FINALIZE THE PHASE II LAND USE PLANNING REPORT**

Vice President Dickson gave a brief overview of the draft Phase II Land Use Planning Report that each Board member received and read the list recommendations from the real estate sub-committee:

- A. *Authorize Real Estate Development Subcommittee and Public Affairs Management (PAM) to:*
  1. *Present Phase 2 final report with financial, land use elements and survey results to key stakeholders/community constituencies we have previously consulted, and receive their input. This work should be completed not later than September 30th.*
  2. *Proceed to meet with the potential partners identified during the planning process, including the State, City, and County. The intent of the meetings is to reach a proposed agreement on a structure for a joint effort of the partners in connection with the next planning phase for the Expo. Such agreement would be in the form of a Memorandum of Understanding (MOU) that could be a precursor to a Joint Powers Agreement. It is anticipated that the agreement would address the following:*
    - *The commitment of funds for further planning efforts.*

- *The establishment of a governance structure and financial mechanism for development and maintenance of the Expo.*
3. *As discussions proceed with the potential partners, research potential for planning funds from governmental and non-governmental sources, such as the California Coastal Conservancy; and further research assumptions made from financial studies to date, such as RV park issues, profitability of multi-use facility, value of Expo land if sold or leased, etc. (There are a number of assumptions we are building on and need to confirm that our foundation is strong.)*

*If by Oct 31st we cannot achieve the MOU or get very close to it we would then begin to give more focus to other governance/finance options*

**B.** *Direct LSA to make the following final edits, adjustments and changes to the Phase II Visioning and Land Use Concept Alternatives Report in order to provide a final report for Board distribution by September 5<sup>th</sup>, with Board approval by September 16th:*

1. ***Expand the Executive Summary:*** *A good executive summary is a stand alone statement that briefly summarizes the content and major conclusions in the body of the Report. Revisions should include the Action Steps to transition to Phase III, a concise summary of the conclusions contained in the financial analysis, summarization of the community input received through the public meetings including the survey of fair attendees, and concise descriptions of the Phase I and Phase II Land Use Concepts.*
2. ***Finalize the Guiding Principals:*** *Current draft does not include the Board's discussion regarding accommodation of storm drainage to the extent practicable.*
3. ***Add Fairtime Survey Results into the Visioning Process, Chapter 3***
4. ***Add Visuals:*** *During our Phase II planning process, many photos were presented to the Board to help them visualize the various vision elements, such as examples of community/conference centers, promenades, plazas, livestock facilities, etc. The best of these images should be included in the document.*
5. ***Financial Analysis:*** *Add a discussion about the Petaluma Community Center operating economics.*
6. ***PowerPoint:*** *PAM to prepare a final PowerPoint presentation for use in briefings of stakeholders, potential partners, and the public.*

- C.** *Approve a contract amendment adding \$7,000 to the LSA Contract for the services of PAM through October 31, at approximately 10 hours per week, in order to complete the stakeholder and partner briefings and meetings as well as preparation of the final PowerPoint briefing materials.*

President Abramowicz opened the floor to public comment.

Muriel Fagiani commented on the presentation by Kirk Trost, disappointed in his not commenting on the issue of redevelopment. The Board responded that redevelopment would be addressed first at the sub-committee level and then brought to the Board at a later date. She continued stating that the people of the city of Napa are not interested in privatizing the Expo property.

Jack Fichtenberg commented on the financial memorandum of July 7<sup>th</sup> presented by Economic & Planning Systems.

John Salmon commented that the draft report was deficient in not discussing the existing legislation as a possible future option as well as the existence of the JPA legislation currently on the books for the 25<sup>th</sup> DAA. Additionally, there is a reference to the previous work about moving the ownership of the property to a non-profit that does not accurately reflect what happened.

Hearing nothing further, President Abramowicz closed public comment and asked the Board to comment on the draft plan and the recommendations made by the real estate development sub-committee.

Director Battisti favors the JPA approach and would like the Board to more specifically include all the cities within the county by name.

Director Rodeno amended the sub-committee recommendations to include the corrections suggested by John Salmon regarding including the legislation as a possible option and correcting the statement regarding the stoppage of the previous plan.

**Director O’Kelly moved approval of the sub-committee recommendations as amended today. Director Battisti seconded the motion with the amendment to recommendation A2 that the term “City” be changes to “cities”. Director O’Kelly accepted the amendment to her motion. The motion passed unanimously.**

#### **DECISION OF POSSIBLE NEXT STEPS**

President Abramowicz opened the floor for public comment on the possible next steps.

Muriel Fagiani addressed the Board regarding what the next steps would be, the need for changes to the agenda to be clarified at the beginning of each meeting and asked that motions be repeated for the public to hear before they are voted upon.

President Abramowicz thanked Muriel for her comments and apologized for the agenda confusion.

President Abramowicz asked the Board for input on the next steps. Vice President Dickson reported that at the September 16<sup>th</sup> Board meeting, the Board would have the chance to review and approve the final Phase II Land Use Planning report.

**ADJOURNMENT**

**Vice President Dickson moved adjournment. Director Rodeno seconded the motion. The motion passed unanimously. The meeting of the 25<sup>th</sup> District Agricultural Association Board of Directors adjourned at 2:25 pm.**

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Joseph Anderson, Interim CEO Date

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Myrna Abramowicz, President Date