

Minutes of: 25th District Agricultural Association

Meeting Held on: Tuesday, September 16, 2003

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

Directors Absent
And Excused: Paul Battisti and Jim Cathcart

Staff Present: Joseph Anderson and Denise O'Brien

Others Present: Muriel Fagiani, Jack Fichtenberg, Jack Hussey, Barry Martin, Laurie Puzo, Supervisor Mike Rippey, John Salmon

ROLL CALL AND QUORUM CONFIRMATION

President Abramowicz called the meeting to order at 1:03 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.

Supervisor Mike Rippey addressed the Board, stating that the fairgrounds is an asset to the neighborhood and the community and hoped to see the County and fairgrounds working together in the future to assist one another.

Director Carr thanked Supervisor Rippey for his comments and offer of support and assistance.

Murial Fagiani addressed the Board, requesting that dates of meetings for which minutes were being approved be listed on the agenda. Denise will make this correction on future agendas.

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

APPROVAL OF THE MINUTES OF THE LAST MEETINGS

Vice President Dickson moved approval of the minutes from July 15th. Director O'Kelly seconded the motion. The motion carried unanimously.

Vice President Dickson moved approval of the minutes from August 18th. Director Lugo moved seconded the motion. The motion carried with Directors O'Kelly and Rodeno abstaining.

Vice President Dickson moved approval of the minutes from August 28th. Director O'Kelly seconded the motion. The motion carried with Directors Carr, Dohring and Lugo abstaining.

Muriel Fagiani commented on the minutes. She requests that in the "Others Present" portion of the minutes that Denise list titles next to the names of those other people present at the Board meeting for the public to see. Denise responded that she will make this adjustment to those who indicate a title on the sign up sheet at future Board meetings.

INFORMATION ITEMS AND PROGRAM REPORTS **COMMITTEE REPORTS**

Executive Committee – President Abramowicz appointed Directors Battisti and Lugo to the Nominating Committee, with Director Battisti to act as chair. Additionally, the Board has all been billed for the animal purchased at the Fair this year. The animal has been donated to the local Food Bank.

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

Friends Committee – Interim CEO Anderson gave the Friends of the Fair report. The Friends contribute a great deal towards the Fair each year, including stocking the Director's House for hospitality during the Fair, and hosting of both the Gala and the Wine Gardens. Friends Board member Jack Hussey has requested of President Nancy Pridmore that the Friends Board have a meeting soon.

Vice President Dickson thanked the Friends Board members who attended the Fair and helped open the Junior Livestock Auction with the Expo Board members.

Livestock Committee – Director O'Kelly gave the Livestock Committee report. Everything went very well with the auction this year. It ended around 7:30 that evening, selling 418 animals and grossing just over \$658,000 this year. To date, the Fair has collected \$530,000 in auction payments.

Director O'Kelly sat on the interview committee for scholarships this year, and commends all the hard work the 4-H, FFA and junior exhibitors do towards raising their animals each year.

Interim CEO Anderson and President Abramowicz spoke about the letter received regarding the horse show this year.

Director O'Kelly received a compliment from Dean Courier, step-son of George Geis who donated the horseless carriages to the Expo, on the Fair and the overall display of the carriages this year. The family was pleased to see how they were situated this year.

Buildings and Grounds Committee – President Abramowicz gave the Buildings and Grounds Committee report on behalf of Director Battisti. Many positive comments were heard regarding the changes to the Plaza Stage area of the Fair, and the Board would like to thank Interim CEO Anderson for having the vision and putting the whole project together. Interim CEO Anderson added his thanks for the maintenance crew that worked day and night to make the project happen before the Fair.

Finance Committee – Business Assistant O'Brien offered to answer questions if the Board had any about the financials. She explained the account holding the balance of the outstanding checks from livestock and premium accounts during the Fair. Director Carr questioned the

decrease in Gala revenue. Interim CEO Anderson and Business Assistant O'Brien explained that the gala has decreased in attendance for the past few years. Interim CEO Anderson reported on the audit staff is going through right now.

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

CORRESPONDENCE

President Abramowicz addressed the Board regarding the written request of Wendy Ramsay as it pertains to noise abatement on our site, now and into the future. The Board discussed the situation, including verifying with the City Police to see if current events are operating within the city's noise ordinances.

The Board asked Interim CEO Anderson to draft a letter to Ms. Ramsay apologizing for any inconvenience noise from the Expo site may cause her, explaining that we will do what we can in the future, remaining within the regulations of the city's noise ordinances, and reminding her that we are a facility where occasional events do take place, and that we already have policy to limit the intrusion of noise into the late night hours.

The Board also received a letter from Ron Swim regarding development of a golf driving range/sports facility. The Board referred this to the Real Estate and Development committee to explore.

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 # 2003-081 through and including # 2003-099, Standard Agreements # STD-03-46 through and including #STD-03-47, Summer Fair Commercial Agreements # SUMCOM 03-098 through and including SUMCOM 03-120, Summer Fair Concession Agreements #SUMFO-03-020 through and including SUMFO-03-022.

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

CEO/MANAGER'S REPORT

Summer Fair Update – Interim CEO Anderson gave an update of the 2003 Summer Fair. Police and security ran very smoothly this year, with very minor incidents. We had a few more medical assistance emergencies than in years past.

The carnival was the best we've had here in a long time. The carnival contract is up this year, and we will be soliciting a new contract for a five year term coming this fall.

The Board discussed the changes in the Plaza Stage area and commended Interim CEO Anderson for the idea to renovate and the caliber of entertainment brought to the Fair this year.

Interim CEO Anderson addressed the Board regarding the preliminary report of health and safety issues from our inspection earlier this year. He will have a cost analysis of the repairs that need to happen by December.

For budgeting purposes, we will be depreciating assets this year to reflect accumulated depreciation and depreciation expenses beginning January 2004.

The Mustard Festival has announced that they will be holding their 2004 Marketplace event at Copia. Director Carr would like Interim CEO Anderson to meet with the Mustard Festival promoters to bring them back to the Expo site, as a deal is not yet finalized at Copia.

Interim CEO Anderson announced that Business Assistant O'Brien would be getting married in October and taking a one year's leave of absence beginning in February 2004, while she and her husband explore life in New Zealand. Interim CEO Anderson has interviewed someone who could step into the Business Assistant position as a 119-day employee and is interested in the job at this time. Other options, like contracting the accounting out to California Fairs Services Authority are also being explored.

FINAL PHASE II LAND USE PLANNING REPORT

Review – Vice President Dickson reviewed the Final Phase Two Land Use Planning Report and briefly discussed the next steps that the Real Estate and Development Committee would be taking over the next few months.

Public Comment – President Abramowicz opened the floor for public comment.

Muriel Fagiani addressed the Board with concerns about Zinfandel Hall and Bingo, asking if the Board is accepting just the report presented today, or the land use plan that is proposed. She would also request that reports like this be master numbered so that when she makes reference to a certain page, it can be referenced by number.

President Abramowicz explained that the time to make changes was at the August meeting when this report was before the Board in draft form. Interim CEO Anderson explained that today's motion is to accept the written report, but not a particular plan.

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

Board Discussion – Barry Martin addressed the Board on the next steps the sub-committee is taking to meet with stake holders and prospective partners.

Director Rodeno would like a press release written to indicate the final report has been presented to the Board and that there is a copy at the office for the public to view. Interim CEO Anderson is working on getting the report put up on our website in pdf form. Director Rodeno suggests that a copy be delivered to the Napa City/County library as well.

The Board discussed their opinions of the last year's process and the land use report.

Director Carr requested that the Board get an opinion from the Attorney General's Office on some specific questions that have come up, specifically about leases longer than five years and what rules a joint powers authority would be governed by, should the Board explore a joint powers authority with the City or the County.

Director Rodeno suggests that the Board invite our Attorney General to the next Board meeting in order to discuss the questions and get answers face to face.

After much discussion, President Abramowicz asked that the Real Estate sub-committee formulate a list of questions to ask our Attorney General in a letter before the next Board meeting.

Action – Director Rodeno moved acceptance of the LSA Phase II Land Use Planning Report as final. Director Carr seconded the motion. The motion carried unanimously.

Director Rodeno moved the request, by letter, attorney general responses to structural issues associated with going forward, that the structural legal issues associated with going forward be placed on the next Board agenda, and that a representative from the attorney general's office with knowledge of the 25th DAA and pertinent planning expertise be invited to attend that same meeting. Director Carr seconded the motion. The motion carried unanimously.

ADJOURNMENT

The meeting of the 25th District Agricultural Association Board of Directors adjourned at 3:00 pm.

Joseph Anderson, Interim CEO Date

Myrna Abramowicz, President Date