

Minutes of: 25th District Agricultural Association

Meeting Held on: Tuesday, December 17, 2002

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

Staff Present: Joseph Anderson and Denise O'Brien

State Officials Present: Deputy Attorney General Anita Ruud

Others Present: Kevin Courtney, Muriel Fagiani, Jack Fichtenberg, Shawna Hawley, Jack Hussey, Laura Lafler, Barry Martin, Chuck Neidhoffer, Bonnie Nixon, John Salmon, Kirk Trost, Cassandra Walker

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

President Battisti called the meeting to order at 12:40 p.m., confirming the presence of a quorum.

#### **APPROVAL OF AGENDA**

President Battisti called for approval of the agenda. Interim CEO Joseph Anderson asked that Item 10 be taken up after Item 11.

**Director Rodeno moved approval of the agenda as corrected. Vice President Abramowicz seconded the motion. The motion carried unanimously.**

#### **PUBLIC COMMENT**

President Battisti opened the floor for public comment.

Muriel Fagiani addressed the Board regarding agenda items "Closed Session" and "Unfinished Business".

#### **APPROVAL OF THE MINUTES OF THE LAST MEETING**

**Director Dickson moved approval of the minutes. Vice President Abramowicz seconded the motion. The motion carried unanimously.**

#### **CONSENT CALENDAR**

Director Lugo asked that the Charter School contract be removed from the Consent Calendar and taken up separately under Committee reports.

**Vice President Abramowicz moved approval of the consent calendar as amended, Director Dickson seconded the motion. The motion carried unanimously.**

## **COMMITTEE REPORTS**

**Executive Committee** – President Battisti reported that there was no Executive Committee report.

**Nominating Committee** – Director Rodeno asked that this be delayed until after the committee members could meet and confer during the break today.

**Finance Committee** – There was no finance committee report.

**Personnel Committee** – Vice President Abramowicz stated that the Personnel Committee would be meeting to review the Interim CEO for his annual merit salary adjustment before the January Board meeting.

**Livestock Committee** – There was no livestock committee report.

**Friends Ex-Officio Report** – Director Carr gave the Friends Ex-Officio report reminding the Board of the holiday social tonight with the Friends at Pairs Restaurant at 6pm.

**Charter School Committee Report** – Director Lugo gave the report for the Charter School Contract Committee. The committee has met and received a proposal from the Charter School that is less than what the Board approved at their October Board meeting. The committee has countered the Charter School offer by offering a contract that reverts to 2002 rates. The Charter School has rejected this offer, asking the entire Board to review their proposal to decide on the status of their 2003/2004 school year contract.

Napa Valley Charter School Director Chuck Neidhoffer addressed the Board, explaining the budget of the school and how they arrived at their proposal before the Board today.

Director Dickson asked for clarification on the Charter School's presentation. Interim CEO Anderson explained that the committee is recommending the contract be for the same rate we have received from the Oxbow and Charter School contracts combined - \$33,000 per year for Merlot and \$33,000 per year for Cabernet. Chuck Neidhoffer explained that while it appears to be a decrease in revenues to the Expo, their counter offer of \$33,000 per year for Merlot and \$20,000 per year for Cabernet represents an increase of 60% to their rental of facilities expense budget.

A member of the Charter School Parent's Board spoke on behalf of the Charter School.

**Director Rodeno moved to reject the Charter School's counter offer of \$33,000 for the rental of Merlot Hall and \$20,000 for the rental of Cabernet Hall for the period of August 20<sup>th</sup> 2003 thru June 20<sup>th</sup> 2004. Director Dickson seconded the motion. The motion carried unanimously.**

## **CEO/MANAGER'S REPORT**

Interim CEO Joseph Anderson reported on the weekend's anticipated flood emergency. While we were warned that the facility may have been in danger, nothing happened on site. Staff did properly prepare the facility, and we evacuated both the RV Park and the Charter School for the day.

The theme for the 2003 Fair is "Napa Town & Country Fair – It's A Classic".

### **STAFF REPORTS**

Denise O'Brien reminded the Board of the January Western Fairs Association Convention and encouraged all to attend.

### **CORRESPONDENCE**

Denise O'Brien noted the letter from the Napa Valley Breast Feeding Coalition, noting their positive experience at the Fair.

### **UNFINISHED BUSINESS**

Interim CEO Joseph Anderson explained the LSA contract change and approval process before the Board. After the Board approved the score sheets for RFQ 2002 – 01 at their November 19<sup>th</sup> Board meeting, the Department of General Services notified the sub-committee and informed them that the RFQ's would need to be re-scored, taking into consideration the amount bid in each RFQ. The sub-committee has re-scored the four submittals that qualified, adding substantial credit for the financial bid offered. The outcome has not changed. LSA Associates still rates highest. The sub-committee recommends approval of the new score sheets with the financial bid scoring so that a contract can be issued at the state level.

**Director Rodeno moved approval of the sub-committee recommendation. Vice President Abramowicz seconded the motion.**

President Battisti opened the floor to public comment. John Salmon addressed the Board regarding contract code specifics and back-dating contracts.

Muriel Fagiani addressed the Board regarding the lack of explanation under unfinished business to deal with this topic.

Kirk Trost addressed the Board regarding his dealings with the Department of General Services in order to facilitate this contract.

Muriel addressed the Board, asking if the attorney for the Board felt this was a properly noticed item to discuss and vote on. Deputy Attorney General Ruud stated that yes, it was an appropriate place on the agenda to have this discussion and vote.

**At the call of the question, the motion carried with President Battisti, Vice President Abramowicz and Directors Carr, Cathcart, Dickson, Lugo, O'Kelly and Rodeno voting in favor, and Director Dohring voting against.**

President Battisti called for a 5 minutes break, allowing the Nominating Committee time to convene before the visioning session began. The meeting adjourned to break at 1:40pm.

President Battisti re-convened the meeting at 1:45 pm and asked for a report from the Nominating Committee.

**Nominating Committee Report** – Director Rodeno reported on the meeting of the Nominating Committee. The Nominating Committee recommends the following slate of officers for 2003: President – Myrna Abramowicz; Vice President – Dave Dickson. President Battisti called for nominations from the floor. Hearing none, he closed the nomination portion of the meeting.

**Director Rodeno moved to approve the Nominating Committees recommendation. Director Lugo seconded the motion. The motion carried unanimously.**

### **VISIONING SESSION AND PLANNING MEETING**

President Battisti introduced Barry Martin who will guide the Board in today's visioning process.

Barry Martin outlined the process for the day: agreeing on ground rules and norms for how Board meetings should be conducted, review where the Board agrees and does not agree from the recent interviews conducted, explore the issues of the past, present and look a bit at the future of the Expo, and finally, receive information towards a homework assignment for the January Board meeting.

Barry introduced Bonnie Nixon who explained the ground rules and reviewed the Board's interviews. Copies of the slide show presentation are included as Attachment A at the end of these minutes and incorporated herein.

The Board took a 5 minute break, then resumed with Barry Martin reviewing the past, present and possible future of the Expo. Copies of the slide show presentation are included as Attachment B at the end of these minutes and incorporated herein.

The Board took a 5 minute break, then resumed with Laura Lafler reviewing the many site possibilities available to the Expo, and assigning the Board their homework for the January Board meeting.

### **PROPOSAL OF AGENDA ITEMS FOR THE NEXT BOARD MEETING**

There were no proposed agenda items for the next Board meeting.

### **ITEMS OF INFORMATION**

President Battisti read aloud the items of information for the Board, including the January, February and March board meeting dates and the Western Fairs Convention in San Diego in January.

### **CLOSED SESSION**

There was no closed session at this Board meeting.

**ADJOURNMENT**

Deputy Attorney General Ruud stated that while the motion regarding the approval of the LSA Associates contract was appropriate, it would be more proper to call a Board meeting to deal with just this topic at a later date.

**Director Rodeno moved to rescind the vote on the LSA Associates contract and take up at a separate meeting on December 30<sup>th</sup> at 9am. Vice President Abramowicz seconded the motion. The motion carried with President Battisti, Vice President Abramowicz and Directors Carr, Dickson, Dohring, Lugo, O’Kelly and Rodeno voting for, and Director Cathcart voting against.**

The meeting of the 25th District Agricultural Association Board of Directors adjourned at 5:15 p.m.

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Paul Battisti, President Date

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Joseph Anderson, Interim CEO Date