NAPA COUNTY AGREEMENT NO 6243

LAND TENURE AGREEMENT

THIS LAND TENURE AGREEMENT is entered into as of January 27, 2004 by and between the STATE OF CALIFORNIA, DEPARTMENT OF FOOD AND AGRICULTURE, DIVISION OF FAIRS AND EXPOSITIONS ("Division") and the COUNTY OF NAPA, a political subdivision of the State of California ("County");

RECITALS

WHEREAS, County owns the real property ("Property"), described in Exhibit "A", attached hereto and incorporated by reference herein; and

WHEREAS, County has entered into an agreement with the Napa County Fair Association ("Association") under which the Association will manage the Property and conduct the annual "Napa County Fair" ("Fair") and other appropriate activities; and

WHEREAS, Division annually provides funds ("Support Funds") for the operation, maintenance, and improvement of the Property and the Fair; and

WHEREAS, Division would like County to commit to use the Property for the next 20 years for Fair purposes; and

WHEREAS, County is willing to commit to this use of the Property, on the condition that Division continues to provide Support Funds for the benefit of the Property and the Fair;

TERMS

NOW, THEREFORE, Division and County agree as follows:

1. General Uses. County shall annually conduct, directly or through a management contract, the Fair on the Property, with the goal of providing the ideal utilization of the facility and most diverse education and entertainment of the residents of Napa County and surrounding areas. In addition, County shall annually conduct or arrange for the conduct year-round of compatible interim uses on the Property which further the same goals. County shall use all funds generated from users of the Property for the operation and maintenance of the Fair and the Property.

2. Additional Uses. Division and County shall use the Property for such other uses as are mutually approved by Division and County, which approval shall not be unreasonably withheld by either party. Division and County hereby approve those uses that were conducted on the Property prior to 2004, to the extent of and in substantially the same manner, as they were

conducted. Attached hereto as Exhibit "B" is a list of the activities conducted on the Property prior to 2004 and a brief description of the manner in which these activities were conducted.

3. Term. The term of this Agreement shall be 20 years, commencing on the date first above written; provided, that County may terminate this Agreement on 90 days prior written notice during any year in which the Division, without cause, fails to provide the Minimum Classification Allocation required for the Fair's Class for that year. The word "cause" in the prior sentence means the failure of the County or the Association to (a) make any loan payment to the Division, or (b) satisfy any administrative or fiscal standard established by the Division. In addition, any legislative, judicial or executive action that prevents the Division from distributing the Minimum Classification Allowance to the Fair, or causes the Minimum Classification Allocation to be diminished from the 2003 funding level, shall be deemed to be "cause". County shall be relieved from its obligation to conduct the Fair on the Property if the Division does not provide the Minimum Classification Allocation required for the Fair's Class.

4. Administrative and Fiscal Standards. To maintain eligibility to receive state funds, fairs are required to meet the administrative and fiscal standards established by the Department of Food and Agriculture (Business and Professions Code Section 19622.1). If the Division withholds distribution of the Minimum Classification Allocation as a result of Fair's failure to comply with established administrative and fiscal standards set forth above, Division and County agree to work cooperatively to develop an action plan to ensure the continued financial health and viability of the Fair. Division shall maintain any such Minimum Classification funds, in trust for Fair, until said action plan is completed by Fair.

5. Division Discretion as to Funding and Administration of the Fair. County acknowledges that the funding and administration of the Fair remains within the discretion of the Division.

IN WITNESS WHEREOF, this Agreement was executed by the parties hereto as of the

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date first above written.

STATE OF CALIFORNIA, DEPARTMENT OF FOOD AND AGRICULTURE, DIVISION OF FAIRS AND EXPOSITIONS

By: _____
BRUCE LIM, Acting Director, Division of Fairs and Expositions

"Division"

COUNTY OF NAPA, a political subdivision of the State of California

By _____, Chair of the Board of Supervisors

"COUNTY"

ATTEST: PAMELA A. MILLER, Clerk of the Board of Supervisors

By _____

APPROVED AS TO FORM: ROBERT WESTMEYER, Napa County Counsel

By _____

APPROVED BY THE BOARD OF SUPERVISORS:

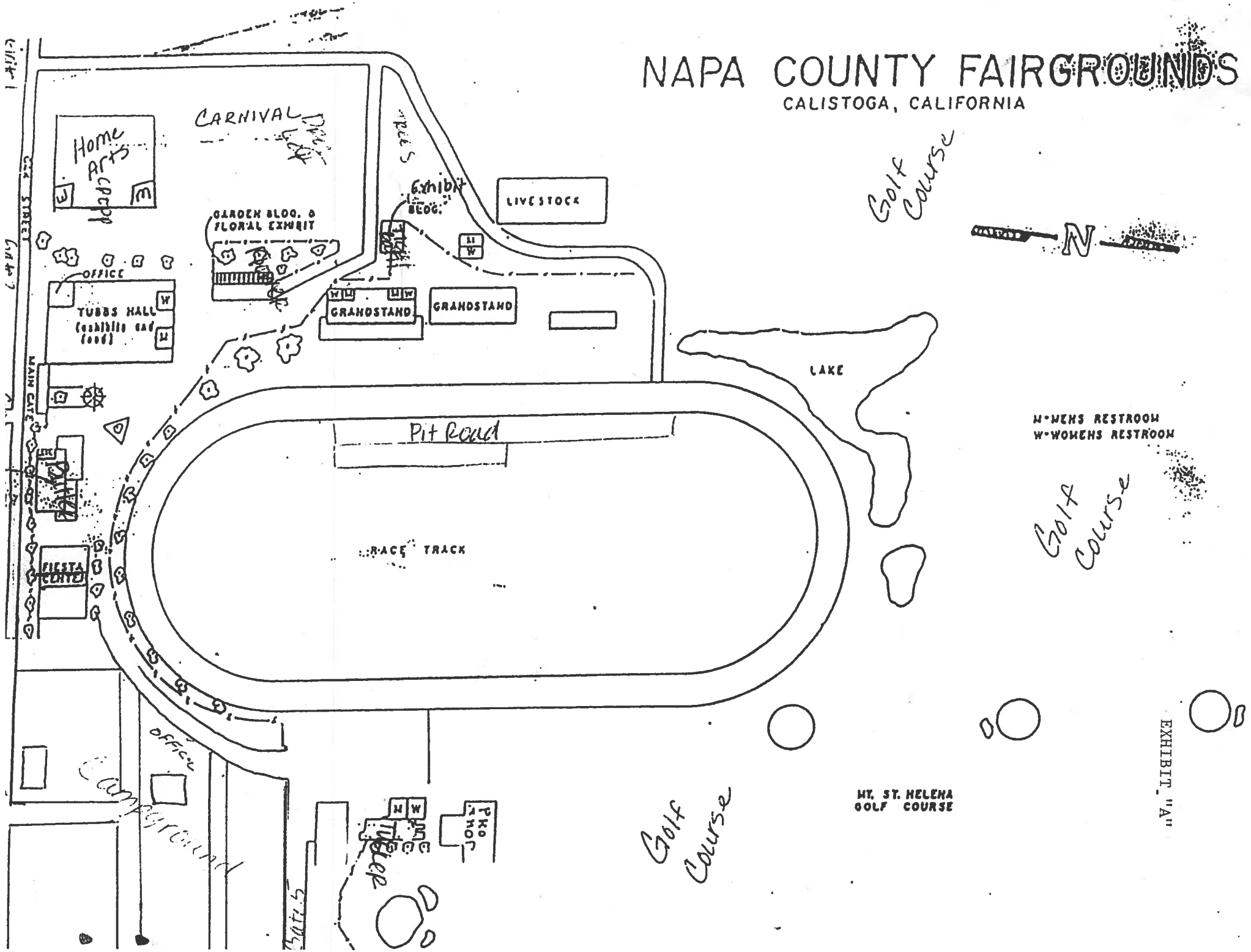
Date 1-27-04

Processed by:

_____
Deputy Clerk of the Board

NAPA COUNTY FAIRGROUNDS

CALISTOGA, CALIFORNIA



NAPA COUNTY FAIRGROUNDS USE

Calistoga Education Foundation	Major fundraiser - Auction Host awards night
Calistoga Police Department	Officer training & K-9 training
Calistoga Fire Department	Training Major fundraiser - Card Party
Calistoga Rotary	Various meetings, Fair concession Major fundraiser - Putt & Pig dinner
Calistoga Soroptimist	Fairtime Art Preview Major fundraiser - Crab feed Sr. Citizens - Thanksgiving luncheon
Calistoga Native Sons & Daughters	Various meetings Major fundraiser - Crab feed
Calistoga Lions Club	Various meetings Parking lot operation, fair & races Major fundraiser - Ball Draw Community Easter Egg Hunt
Calistoga Garden Club	Monthly meetings Annual daffodil tea
Calistoga Chamber of Commerce	Major fundraiser - Beer & Sausage Festival Annual dinner-meeting Annual Christmas Bazaar
Napa County Fire	Annual dinner/meeting Various meetings
Napa County	Elections, 2 precincts Hazardous Waste - 2 weekends per year
Napa/Sonoma County Junior League	Various meetings
Napa Valley Classic Diamond Mountain Stables	Major fundraiser - Wine tasting & horse jump 5 day horse show
Knights Valley Fire Dept.	Major fundraiser - Mardi Gras
CSU Fresno	Wine industry safety meetings - 4 per year
Dept. of Forestry	Emergency Service Center Strike Task Force headquarters - forest fires Training
Red Cross	Emergency evacuation center

NAPA COUNTY FAIRGROUNDS USE

NAME	TYPE OF EVENT
Napa County Fair	5-day fair that includes exhibits, food and various entertainment
Mt. St. Helena Golf Course	Year-around 9-hole golf course Includes play for tournaments and leagues
RV Park	Year-around rv park with 70 sites Includes use by several rv groups
Calistoga Speedway	1/2 mile dirt track used for sprint car races used between 7 and 10 days per year
Building/Grounds rentals examples (Not included on list that follows)	Wedding receptions Quinceaneras (15th birthday parties) Baptism receptions Tool Sales Family parties Softball tournament Church meetings Arts & Crafts shows Memorial services Dog Shows Office rentals Canidates' debate Business meetings

USE BY VARIOUS GROUPS

NAME	TYPE OF EVENT
Calistoga High School	High School Graduation Safe Grad night party 8th Grade safe grad night Student testing Girls & Boys Soccer Football Golf team practice & tournament
Calistoga Cub Football	Practices & games Operate food concession at high school games
Calistoga Little League	Practices & games Opening day ceremonies/longest ball comp. Pancake breakfast
Calistoga Boy Scouts	Weekly meeting 4 dinner/awards nights/year
Calistoga Wildcat Boosters	Operation of food concession/fair & races