

**LLC Managing Committee Meeting Agenda  
Monday, May 18, 2:30 PM**

Conference Call

Dial-In: 1-800-831-3695; Passcode: 900770#

(excerpt from LLC Operating Agreement)

**The Managing Committee will ordinarily make decisions involving:**

- **company policy;**
- **company strategic planning;**
- **authorize and revise annual budgets for the Company;**
- **make decisions as to accounting protocol or policies;**
- **annual review of event contractors and delegation of authority to Executive Director of ASEV and/or to the President of CAWG to execute contracts within the scope of the annual budget;**
- **providing input and final approval of the content, format, template and selection of speakers for the trade show and program for each Unified Wine & Grape Symposium;**
- **authorize compensation of Members;**
- **declaring and paying distributions to Members;**
- **delegating responsibility for day to day operations of the Company to ASEV, CAWG, independent contractors and/or committees on all other decisions**

Committee Members (8):

Bill Pauli (CAWG Past Chair), Chair (January-December 2015)

John Aguirre (CAWG President), Tom Collins (ASEV Director), Nichola Hall (ASEV Board 2nd Vice President), Dan Howard (ASEV Executive Director), Jim Kennedy (ASEV Director), Carson Smith (CAWG Director-at-Large), and David Weiss (CAWG Director)

LLC Managing Committee Meeting Agenda

1. Call to Order
2. Approval of May 18 Agenda
3. Approval of April 20 meeting minutes\*
4. Old Business
  - a. Tuesday Keynote Speaker\*
  - b. Committee Statements of Non-Competition and Proxies
5. New Business
  - a. Unified Program Template: The Program Development Committee request to add a grapegrowing session Tuesday morning.
6. Next meeting date and time
7. Adjournment

*\*documents attached*



**LLC Managing Committee Meeting Agenda  
Monday, April 20, 10:00 AM**

**Conference Call**

**Committee Members Present**

Bill Pauli (CAWG Past Chair), Chair (January-December 2015)

John Aguirre (CAWG President), Lyndie Boulton (ASEV Executive Director), Tom Collins (ASEV Director), Nichola Hall (ASEV Board 2nd Vice President), Jim Kennedy (ASEV Director), Carson Smith (CAWG Director-at-Large), and David Weiss (CAWG Director)

**Others Present**

Dan Howard (ASEV Staff) and Jenny Devine-Smith (CAWG Staff)

1. **Call to Order.** The meeting was called to order at 10:03 AM.
2. **Approval of April 20 Agenda.** Dan Howard requested to add New Banking Procedure – Deposits, under New Business. Jim Kennedy moved to accept agenda as amended, second by Lyndie. Motion Approved.
3. **Approval of March 6 meeting minutes.** Lyndie Boulton moved to approve the meeting minutes as submitted, second by Nichola Hall. Motion approved.
4. **Old Business**
  - a. **VIP & Hotel Room Block Policy.** Lyndie Boulton and John Aguirre once again reviewed the room block request. John Aguirre stated that the 55-room block has been important to CAWG and he would like to keep it as is and if CAWG needs rooms above and beyond the 55, then an outside room block can be discussed.
    - i. The committee feels that it is important to have a policy in place. The proposed policy is to establish a Unified housing policy that allocates up to 55 room nights on peak night at the headquarter hotels for each Member, ASEV and CAWG. Any additional rooms requested from the speaker room block, above and beyond each Member's room block, will be reviewed once every effort is made to allocate the rooms available to exhibitors. Lyndie Boulton moved to approve the Unified housing policy, second by Tom Collins. Motion was approved.
  - b. **Tuesday Keynote Speaker.** Tom Collins has asked the committee to review the list of proposed Keynote Speakers and submit their selections in order by preference by **Wednesday, April 20** to Jenny Devine-Smith, and act on it prior to the first Program Development Committee Meeting.
  - c. **Committee Statements of Non-Competition and Proxies. ACTION ITEM:** Lyndie Boulton has requested that each committee member complete the two documents attached and return to her attention by the end of April. Each committee member can designate anyone as a proxy who is a current committee member. She explained that each Committee member is obligated to complete these forms per the LLC Operating Agreement.

**5. New Business**

**a. Exhibitor Survey.**

- i. Dan Howard reviewed the 2015 exhibitor survey with the committee, asking them to specifically pay attention to the summary on Page 8, moving to a different site in the future. Nichola Hall asked if the response percentage is normal, and Dan Howard confirmed that it is. If San Jose came back stating that they had a significant number of more rooms available, it may warrant a topic specific survey to exhibitors. However, for now the responses seem to show that most want to stay in Sacramento. David Weiss feels that the survey indicates that it would take a very compelling situation for Unified to move out of Sacramento.
- ii. Dan stated that there were a lot of negative comments with regards to the lead retrieval systems provided by TPN and that they will secure a new company.

**b. CAWG Staff Change.**

- i. John Aguirre sent an email last Friday informing the committee of a staff change within CAWG. As of May 1, Jenny Devine-Smith will be moving from a full-time employee position to a contract position. Jenny Devine-Smith is starting her own event management consulting company; she will still have the same roles and responsibilities with CAWG as she did in her full-time employment. A conference call took place between Dale Stern, Downey Brand as CAWG's legal counsel, and Frank Crumb, Law Office of Frank J. Crum as ASEV's legal counsel, John Aguirre, Lyndie Boulton, and Dan Howard to address any issues with the change in "staffing" roles and CAWG contracting Jenny for CAWG's contracted LLC services. The two attorneys concurred that JM Devine Group, LLC will need to agree in writing to hold harmless, defend and indemnify CAWG and Unified for any actions that she undertakes, and supply a certificate of insurance as well as an additional insured endorsement naming CAWG and Unified as additional insureds on her policy. John Aguirre noted he does not expect to see any difference in how CAWG is meeting responsibilities for its contracted services for the Program Development Committee, Regional Wine Tasting and Sponsorship/Advertisement. Lyndie Boulton added that also per the conversation with the attorneys; 1) a CAWG employee or contractor needs to be directed by John Aguirre or another designated CAWG manager and with his authorization communicated directly to Dan and Lyndie, 2) notation that Jenny Devine-Smith is authorized to continue to attend the LLC Managing Committee meetings (for taking minutes, participating in discussion related to CAWG contracted services.
- ii. Nichola Hall asked if this would be a short term or long term arrangement. John Aguirre stated that the CAWG contract with Jenny Devine-Smith's company will be for the next year until after 2016 UW&GS and at that time CAWG staff will review the arrangement. Nichola Hall then asked if this would affect or change the overall budget. John Aguirre stated that it would not. Dan Howard inquired the term of the contract, John Aguirre confirmed no less than 11 months and no more than 12 months.
- iii. Lyndie Boulton discussed "staff transition/fallback", which is important within in both organizations. She asked what the transition/fallback plan is in regard to cross-training and a succession plan if this contractual relationship goes in a different direction, or in case anything does happen at any time in regard to Jenny Devine-Smith's role and project load? John Aguirre stated that the fallback would be; CAWG has a very high priority to follow through on its responsibility to Unified and to fulfill their role. If CAWG were going to go in a different direction, this change would need to be made very quickly and Jenny Devine-Smith would be involved with the transition. With a six person staff, CAWG does

not have the luxury to have someone to mirror her, but CAWG is very mindful that staff needs to be prepared for any potential transition.

- c. **New Banking Procedure – Deposits.** Dan Howard stated that Unified currently has a courier from First Northern Bank that picks up deposits at the ASEV office, and he would like to propose that Unified move towards electronic deposits. Dan Howard stated that this change needs committee endorsement to move forward with the proper paperwork per bank requirement. A motion was made to approve the authorization to move to electronic deposits. Dan Howard, Executive Director of ASEV and John Aguirre, President of CAWG will be authorized to sign the agreement. David Weiss made the motion to approve the new banking deposit procedure, second by Bill Pauli. Motion was approved.
6. **Next meeting date and time.** The next LLC Managing Committee meeting date will be Monday, May 18 at 2:30 PM as a conference call.
7. **Adjournment.** Jim Kennedy made a motion to adjourn the meeting, second by Nichola Hall. Motion approved and the meeting was adjourned at 11:04 AM.

	Bill	Carson	David	Lyndie	Nichola	Jim	Tom	Average Score
Annette Alvarez-Peters	9	1	1	1	2	2	1	2.4
Fred Franzia	1	8	5	4	1	1	2	3.1
Jimmy Russell	3	3	4	5	5	5	4	4.1
Jean Charles Boisset	4	5	9	3	3	3	3	4.3
Sandra Taylor	5	7	3	2	4	6	5	4.6
Carolyn Wente	2	2	2	9	7	7	9	5.4
Jim Koch	6	4	8	6	6	4	6	5.7
Ray Kruzwell	7	6	6	7	8	8	7	7.0
Bruce Taylor	8	4	7	8	7	9	8	7.3