



LLC Managing Committee Meeting Agenda
In-Person Meeting

Tuesday, November 4, 2014 at 10:00 AM

CAWG Office
1121 L Street, Suite 304
Sacramento, CA 95814

Parking:
Public Parking Garage
Entrance on 10th Street, Between L and K Street

(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):

Jim Kennedy (ASEV President), Chair (January-December 2014)

John Aguirre (CAWG President), Lyndie Boulton (ASEV Executive Director), Leticia Chacón-Rodríguez (ASEV past president), Tom Collins (ASEV Director), Bill Pauli (CAWG Director) Carson Smith (CAWG Director-at-Large), and David Weiss (CAWG Director)

1. Call to Order
2. Approval of November 4 Agenda
3. Approval of October 1 meeting minutes*

4. Old Business:
 - a. Review Final Status of Keynote Luncheon Speaker
 - i. Rick Tigner, President, Kendall-Jackson Wine Estates/Jackson Family Enterprises
 1. Press Release & Announcement
 - b. Program Development Update
5. New Business
 - a. Housing - VIP Hotel Room Blocks @ Hyatt and Sheraton
 - b. Future UW&GS Site – Consideration of San Jose
 - c. Reimbursable Rates for ASEV & CAWG*
 - i. Please see attached Exhibit 3 of the LLC Operating Agreement
6. Next meeting date and time
7. Adjournment

*included in packet

**LLC Managing Committee Meeting Minutes
Conference Call**

Wednesday, October 1, 2014

Committee Members Present:

Jim Kennedy (ASEV President), Chair (January-December 2014), John Aguirre (CAWG President), Lyndie Boulton (ASEV Executive Director), Leticia Chacón-Rodríguez (ASEV past president), Tom Collins (ASEV Director), Bill Pauli (CAWG Director) Carson Smith (CAWG Director-at-Large), David Weiss (CAWG Director)

Others Present:

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

1. **Call to Order.** The LLC Managing Committee meeting was called to order at 2:06 PM.
2. **Approval of Agenda.** Lyndie Boulton moved to approve the agenda as submitted, second by Carson Smith. Motion was carried.
3. **Approval of July 30, 2014 meeting minutes.** Bill Pauli moved to approve the minutes as submitted, second by Leticia Chacón-Rodríguez. Motion was carried.
4. **Old Business.** The LLC Managing Committee meeting reviewed the status of the keynote speaker. Unfortunately, both Dan Bane, CEO and Chairman with Trader Joe's, and Annette Alvarez-Peters, Assistant General Merchandise Manager with Costco declined our offer to speak. John Aguirre will now reach out to Rick Tigner, President of Kendall-Jackson Wine Estates/Jackson Family Enterprises.
 - a. **ACTION:** Jenny Devine-Smith will update the speaker invitation letter, John Aguirre and Lyndie Boulton to review and approve, John Aguirre to send the letter to the proper contacts within the company.
5. **New Business.**
 - a. **2015 UW&GS Program Updates.** Tom Collins and Jenny Devine-Smith provided an update regarding the program. They provided an update with regard to where in the program speakers need to be confirmed., and acknowledged that the Winemaking and Spanish sub-committees have completed their session tracks in a timely manner. Tom Collins stated that the program is overall in good shape.
 - b. **Reimbursable Rates for ASEV and CAWG.**
 - i. **ACTION ITEM:** A live conversation needs to take place regarding the reimbursable rates for ASEV and CAWG. The current terms in Exhibit 3 of our LLC Operating Agreement will expire on March 1, 2015. Now is the time to discuss this further, we need to begin a dialog no later than December. The reimbursement period for UW&GS 2016 begins March 1, 2015.
6. **Next meeting date and time.** The next meeting will be an in-person meeting, taking place in the newly located CAWG office on Tuesday, November 4 at 10:00 AM.
7. **Adjournment.** David Weiss moved to adjourn the meeting, second by Leticia Chacón-Rodríguez. The LLC Committee Meeting was adjourned at 2:44 PM.

EXHIBIT "3" OF UNIFIED WINE & GRAPE SYMPOSIUM, LLC
OPERATING AGREEMENT

MEMBERS' COMPENSATION & REIMBURSEMENT TERMS FOR 2013-2015

MEMBER FEE & COMPENSATION **

ASEV

Rate for Member Contracted Services for management services fee = \$44,000 payable by March 31 of each year.

Rates for Member Contracted Services for Symposium:

Trade Show Support/Website Management = \$67 per hour
Accounting Services = \$41 per hour
Event Management Services = \$94.75 per hour

Cost Reimbursements as incurred and documented. Payable within 10 days of the Company's receipt of Member's invoice and no later than June 1 each year

CAWG

Rates for Member Contracted Services for Symposium:

Program Development Services = \$76 per hour
Sponsorship Development = \$67 per hour

Cost Reimbursements as incurred and documented. Payable within 10 days of the Company's receipt of Member's invoice and no later than June 1 each year

** Compensation for contracted services paid to each Member shall not exceed by more than 5% of the amounts approved by the Managing Committee in the annual budget unless any of the following take place that impacts an LLC Member and after the budget is approved by the Managing Committee for a given year per the term of this Exhibit 3: (a) new or expanded contract services approved by the Managing Committee and/or (b) new policy or policy change approved by the Managing Committee. Compensation will be reviewed by the Managing Committee every three years using the CA CPI as a guideline for any adjustments.

ASEV

Lyndie Boulton
By: Lyndie Boulton, Executive Director

August 7, 2012
Date

CAWG

John Aguirre
By: John Aguirre, President

August 7, 2012
Date