

Draft Meeting Minutes
Amador County Wine Heritage District Board of Directors Meeting
9:00 AM Tuesday, December 3, 2024
9313 Pacific St, Plymouth, CA 95669

Additional attendee Megan Van Hook - AVA Acting Executive Director, Damaris Clayburn – AVA Office Assistant, Daisy D’Agostini - D’Agostini Wines, Bailey Love - Jeff Runquist Wines, Emily Haines – Terra D’Oro, Holger Hornisch – Rancho Victoria Vineyard

1. CALL TO ORDER

a. Meeting called to order at 9:08AM by Dion Dwyer.

2. RESOLVED, that the actions taken by Dion Dwyer as incorporator of the Corporation to perfect the organization of the Corporation, as reflected in the Statement of Incorporator attached as Exhibit A, including the filing of the Corporation’s articles of incorporation, the adoption of bylaws, obtaining the federal employer identification number, and the appointment of the initial directors and officers of the Corporation, be, and they hereby are, ratified, approved, and confirmed.
3. RESOLVED, that the exact authorized number of voting directors of the Corporation shall be seven (7) until changed by resolution of the Board, with four (4) non-voting advisory directors provided by County of Amador, Visit Amador, Amador Chamber of Commerce, and local municipal government bodies.
4. RESOLVED, that 9313 Pacific St, PO Box 667, Plymouth, California 95669, is designated and fixed as the address of the principal office for the transaction of the business of the Corporation, unless changed by resolution of the Board.
5. RESOLVED, that the Corporation shall use the accrual method of accounting for all tax reporting requirements unless required otherwise by law.
6. RESOLVED, that the Chair of the Board and Treasurer of the Corporation, acting jointly on the Corporation’s behalf, are authorized to open such bank accounts as may be necessary or appropriate to conduct the Corporation’s business; that such bank accounts shall require the signature of at least two (2) officers of the Corporation on all checks drawn on such accounts; that all resolutions required by the depository banks with respect to such accounts are hereby adopted; and that the Secretary of the Corporation is authorized to certify to any bank the adoption of the resolution in the form used by that bank. WHEREAS, the incorporator previously engaged the law firm of Delfino Madden O’Malley Coyle & Koewler LLP to provide advice regarding the nature and structure of the Corporation, and to incorporate and assist with the organization of the Corporation, including preparing applications for federal and state tax-exempt status for the Corporation.
7. RESOLVED, that Delfino Madden O’Malley Coyle & Koewler LLP is hereby confirmed and approved as the Corporation’s legal counsel for the above-stated purposes.
8. RESOLVED, that the Chair of the Board consult with legal counsel to ascertain the availability of exemptions from taxation under state and federal tax laws and, if such exemptions are available, the Chair of the Board is authorized and directed to execute and file all necessary applications for such exemption, and respond to any subsequent requests in relation to such exemption, with the appropriate federal and state tax authorities and to pay filing fees.

9. RESOLVED, that the Chair of the Board is authorized and directed to execute and file with the office of the California Secretary of State, at the times required by law, the biennial statement required by the Corporations Code to be filed by domestic nonprofit corporations.
10. RESOLVED, that the Conflict of Interest Policy attached as Exhibit B be, and it hereby is, adopted as the policy of this Corporation; and

RESOLVED, FURTHER, that each director and officer of this Corporation shall be provided a copy of the Conflict of Interest Policy and shall be directed to provide the completed annual disclosure statement to the Chair of the Board; and

RESOLVED, FURTHER, that the Chair of the Board shall report any conflict of interest reported to the Chair of the Board, or of which the Chair of the Board becomes aware, at the next meeting of the Board. RESOLVED, that the form of Consent attached hereto as Exhibit C shall be used to solicit consent from the directors and officers to the use of electronic transmissions; and

RESOLVED, FURTHER, that the Corporation may send meeting notices, annual reports, and all other materials by electronic transmission to each director/officer as indicated on an executed Consent in the form attached as Exhibit C; and

RESOLVED, FURTHER, that the Corporation may rely on communications sent to the Corporation by electronic transmission from any number or address listed or described on an executed Consent in the form attached as Exhibit C.

11. WHEREAS, the Board desires to enable the Chair of the Board to enter into contracts related to the Corporation's business.
12. RESOLVED, that the Chair of the Board is hereby authorized to enter into agreements for the benefit of the Corporation in amounts not to exceed \$2,500 in the aggregate for any single transaction or series of related transactions.
13. RESOLVED, that any officer of this Corporation is authorized to take all necessary actions and to execute all documents required to fulfill or complete the actions contemplated by the foregoing resolutions and that they are further authorized to take all necessary steps to comply with the state or federal requirements of corporate existence.
14. RESOLVED FURTHER, that all actions previously taken by any officer, director, representative, or agent of the Corporation, in the name or on behalf of the Corporation, in connection with the matters contemplated by these resolutions be, and each of the same hereby is, adopted, ratified, confirmed, and approved in all respects as the act and deed of Corporation.

15. Exhibit A

Statement of Incorporator

16. Exhibit B

Conflict of Interest Policy

17. Exhibit C

Consent To Use Of Electronic Transmissions

18. BOARD INSTALLATION

- a. Motion to adopt the slate of Officers and Terms made by Dion Dwyer.
 - Chair of the Board/3 years: Kathleen Mahan
 - Vice Chair/3 years: Robert D'Agostini
 - Secretary/2 years: Matt Zaldivar
 - Treasurer/3 year: Jeff Runquist
 - Director/1 year: Paul Sobon
 - Director/1 year: John Di Stasio
 - Director/1 year: Scott Harvey
 - Seconded by Paul Sobon.
 - The vote was unanimous.
 - Motion approved

19. ESTABLISHMENT OF QUORUM

- a. Present: Kath Chair - Kathleen Mahan, Robert D'Agostini, Matt Zaldivar, Jeff Runquist, Paul Sobon, and Scott Harvey.
 - Absent: John Di Stasio
 - A quorum was established

20. EX-OFFICIO BOARD SEATS

- a. Motion to include the Amador Grape Growers as Ex-Officio Advisory Director and to rotate the cities within Amador County starting with the City of Plymouth made by Robert D'Agostini.
 - Second by Kathleen Mahan
 - The vote was unanimous
 - Motion approved

21. COMMITTEE COMPOSITION

- a. Motion to add Education Committee with the following definition. The Education Committee is responsible for developing and managing programs that promote education and professional growth within the wine industry. This includes organizing workshops, seminars, and training sessions, providing resources on best practices, compliance, and sustainability. The Committee ensures all initiatives align with the ACWHD mission and strategic goals to enhance knowledge and innovation within Amador Wine Country.
 - Second by Scott Harvey
 - The vote was unanimous.
 - Motion approved
- b. Motion to approve Committee Appointments.
 - Advisory - Paul Sobon
 - Audit - John Di Stasio & Jeff Runquist
 - Education - Scott Harvey
 - Finance - Jeff Runquist
 - Policy - Robert D'Agostini
 - Marketing & Events - Kathleen Mahan & *Co-Chair* Matt Zaldivar
 - Second by Paul Sobon
 - The vote was unanimous.
 - Motion approved

22. DISCUSSION

- a. Motion to table Jeff Runquist revision request of Section 5.4 Amador County Wine Heritage Bylaws as follows: Member voting for the Board shall be proportional to each member's assessment. The number of votes a member may cast in an election for the Board shall be determined by the following formula: The membership shall be divided into thirds based upon the assessments paid for the last complete calendar year. Members will be sorted from highest to lowest based upon assessments paid. Starting at the lowest level of assessment paid, each successive member's assessment will be summed up until 33.3% of the total assessment paid is achieved. These members are Group One. Continuing, Group Two will be comprised of the successive members' assessments necessary to achieve a like total of 33% of the total assessment. The sum of the remaining members', Group Three, will have contributed a like amount; 33% of the total assessment. Membership has now been divided into three groups and each group's contribution to the total assessment is roughly equal. Each member of Group One receives one vote. The number of votes allocated to Group Two and Three is the same quantity of votes as is allocated to Group One. The number of votes each member of Groups Two and Three is allotted is determined by dividing the total number of votes for that group (which is equal to the number of votes allocated to Group One) by the number of members in that group rounded to the nearest integer. The number of votes each member is entitled to using the above formula is then multiplied by the number of open seats in the election of the Board to determine the number of votes a member may cast in the election. Wineries with multiple votes may split their votes and cast them for multiple candidates or may concentrate their votes on a single candidate or combination thereof. of Section 5.4 of the Amador County Wine Heritage Bylaws.

- Second by Jeff Runquist
Yea: Paul Sobon, John Di Stasio, Scott Harvey, Robert D'Agostini, Kathleen Mahan, and Matt Zaldivar. Abstained
Nay: N/A
Abstain: Jeff Runquist
- Motion approved

23. Appointment of Executive Director

- a. Motion to appoint Megan Van Hook as Interim Executive Director as of January 1, 2025 for a 12 month period. Once the 12 month period has ended Megan Van Hook will become the Executive Director and a salary will be negotiated.
- Second by Robert D'Agostini
 - The vote was unanimous
 - Motion approved

24. TIMELINE 2024/2025

- a. Motion to waive the fourth-quarter assessment fees, provided that all assessees log into the HDL Companies portal, set up their account, and report their fourth-quarter gross sales revenue within the timeframe specified by the Amador County Wine Heritage Bylaws.
- Second by Robert D'Agostini
 - The vote was unanimous.

- Motion approved
- b. Motion to allow HDL Companies to contact assesses to start the collection process for the Amador Wine Heritage District Assessment.
 - Second by Kathleen Mahan
 - The vote was unanimous
 - Motion approved

25. BARBERA FESTIVAL 2025

- a. Motion to host Barbera Festival in 2025 at the Folsom Community Center.
 - Second by Kathleen Mahan
 - The vote was unanimous
 - Motion approved

26. NEW BUSINESS

- a. Amador County Wine Heritage Board Meeting will take place on the first Tuesday of every month at 9am at 9313 Pacific Street, Plymouth, CA.
- b. The Marketing Committee will be focusing on new branding, name, and tag line.
- c. The Events Committee will be focusing on rebranding events for 2026.

27. PUBLIC COMMENT

- a. No comments

28. ADJURNMENT

- a. Motion to adjourn made by Robert D'Agostini
 - Second by Paul Sobon
 - Meeting adjourned at 11:16am
- b. Next meeting: Tuesday, January 7, 2025 at 9am at 9313 Pacific Street, Plymouth, CA

Exhibit A

Statement of Incorporator

Exhibit B

Conflict of Interest Policy

Exhibit C

Consent To Use Of Electronic Transmissions

10. ADJOURNMENT

- Motion to adjourn made by [Board Member Name].
- Seconded by [Board Member Name].
- Meeting adjourned at [time].
- **Next Meeting:** [Date, Time, and Location].