

Draft Meeting Minutes

Amador County Wine Heritage District Board of Directors Meeting
9:00 AM Tuesday, February 3, 2025
9313 Pacific St, Plymouth, CA 95669

Attendees: Kathleen Mahan, Robert D'Agostini, Matt Zaldivar, Jeff Runquist, Paul Sobon, Scott Harvey, John Di Stasio, Megan Van Hook, Damaris Clayburn, Daisy D'Agostini, Jane O'Riordan, and Bailey Lubenko-Love.

CALL TO ORDER

- Meeting was called to order at 9:05AM by Kathleen Mahan.

ESTABLISHMENT OF QUORUM

Present: Kathleen Mahan, Robert D'Agostini, Matt Zaldivar, Jeff Runquist, Paul Sobon, John Di Stasio and Scott Harvey via zoom.

- Absent: n/a
- A quorum was established

Robert D'Agostini made a motion to adopt Antitrust Policy as of February 4, 2025.

- Seconded by Paul Sobon.
- The vote was unanimous.
- Motion approved

Robert D'Agostini made a motion to approve December 2024 meeting minutes with the amendment to correct Jeff Runquist's term from three years to two years.

- Seconded by John Di Stasio
- The vote was unanimous.
- Motion approved

Public Comment Reminder: Member comments will not be taken during board discussions, unless we have public comment noted. Should members have an item they wish to be agendaized, they will need to reach out to the proper committee and the committee chair will then bring that matter to the board.

- A. John Di Stasio made a motion to include additional wording to the current mission statement. **Attract consumers to the region, making Amador "The" wine country experience, contributing to the economic vitality of the member wineries and Amador.** The Corporation shall be operated exclusively for and to benefit the California Department of Alcoholic Beverage Control "02" licensed wineries operating within the ACWHD boundary within Amador County, California subject to the requirements of ACWHD Management District Plan (each, a "**Member**" and collectively, "**Members**" or the "**Membership**"). The purpose of this organization is to market the region and support the Membership with resources to provide education and enhance quality.

- Seconded by Jeff Runquist
- The vote was unanimous.
- Motion approved

- B. Robert D'Agostini made a motion to amend the draft bylaws as follows: Upon incorporation of the proposed amendments, the bylaws shall be approved and take effect as of February 4, 2025.

Section 5.4 Voting.

A.General. All Members shall have the right to vote on matters that come before the Members consistent with the provisions of this Section 5.4. Each Member shall choose a representative who is designated to receive

correspondence and ballots from the Corporation (for each, the “**Representative**”). The Representative must be an active owner or a ~~designee~~ **formal affiliate** of the Member.

Member voting shall be proportional according to each Member’s assessment contribution with the top fifteen (15) wineries, by assessment contribution, each receiving three (3) votes, the next ten (10) wineries by assessment contribution each receiving two (2) votes and the balance of the wineries receiving one (1) vote each **per vacancy**. With respect to Board elections, Members with multiple votes may cumulate their votes and cast them for multiple candidates as provided in Section 5.4(b) below.

Section 5.7 Suspension and Termination.

(iii) Failure of a Member to pay dues, fees, or assessments as set by the Board within ~~sixty (6)~~ **thirty (30)** days after they become due and payable.

Section 6.4 Advisory Members. The Corporation shall have ~~four (4)~~ **five (5)** non-voting Directors (“**Advisory Directors**”), appointed by Visit Amador, the Amador Chamber of Commerce, Amador Grape Growers Association, and rotating **county** and local government bodies, **each serving a term of two years**. The number of Advisory Directors shall be subject to change by a vote of the Members. Advisory Directors shall not have the right to vote on matters before the Board, and shall not count toward the total number of Directors under Section 6.2, nor shall they count toward a quorum. Advisory Directors may attend all open session meetings of the Board but may be excluded from closed-session meetings of the Board at the Board’s sole discretion.

Section 9.4 Events Committee. The Events Committee develops, organizes, and oversees **ACWHD** events to support fundraising, promoting Amador wine country, and drive tourism. Events may be held both inside and outside of Amador County to expand awareness, attract new visitors, and enhance the region’s visibility while ensuring alignment with Amador Wine Heritage District’s mission and financial sustainability.

Section 16.1 Amendment. These Bylaws may be adopted, amended, or repealed by a vote of ~~two~~ **one-thirds** (1/3) majority of membership **in good standing**.

- Seconded by Paul Sobon
- The vote was unanimous.
- Motion approved

C. Delfino Madden has confirmed that separate bank accounts are not required for our restricted and unrestricted funds. However, these funds must be clearly distinguished by classes within our accounting system.

Paul Sobon made a motion to add Megan Van Hook, Interim Executive Director, to the Chase Bank accounts.

- Seconded by Matt Zaldivar
- The vote was unanimous.
- Motion approved

D. John Di Stasio made a motion to adopt "Amador Wine Country" as the official customer-facing name. A DBA will be registered, and a corresponding logo and trademark will be developed.

- Seconded by Jeff Runquist
- The vote was unanimous.
- Motion approved

E. Clarification that Kathleen Mahan will be the Chair for the Marketing/Events Committee and Matt Zaldivar will be the secondary board member attending.

F. The chairs of the Audit Committee will be John Di Stasio and Paul Sobon. The Finance Committee will add additional funds for a yearly finance audit to be conducted.

- G. The standard acronym for wineries to use when they itemized the assessment district on receipts should be ACWHD.
- H. Assessment clarifications from Delfino Madden: Any taxable item sold using the Amador tax code should be assessed for the ACWHD. A brief memo in layman's terms will be sent to the membership once Delfino Madden makes the necessary modifications
- I. Assessment Timeline
 - MMS Strategies Update – AVA 2024/2025 Budget was \$16,500 to complete the ACWHD set up and AVA dissolution.
 - The current invoice from MMS Strategies is \$2,900, which has reached the cap. No additional charges will be incurred to complete the process.
 - The current invoice from Delfino Madden is \$10,800, with \$1,600 remaining in our contract. To stay within budget and complete the project, we may be transitioned to a paralegal to conserve funds.

HDL Update

- Thirty-two wineries have submitted their 4th Quarter 2024 reports.
- Six wineries reported \$0 in gross receipts. HDL will reach out to these wineries to determine whether they hold a 02 license and operate solely for production or if they reported inaccurately and need assistance in correcting their gross sales report
- The Heritage District would have generated \$36,429 in revenue if the 4th quarter assessment had not been waived, resulting in a shortfall of \$15,000 compared to the budgeted projection. However, revenue exceeded budget expectations in the 1st, 2nd, and 3rd quarters. 48 Wineries remaining to report
- Nine winery letters were returned to sender in the US mail. – Megan is working on contacting the wineries to obtain the correct mailing address.

COMMITTEE REPORTS

Committees will email Megan by February 15, 2025, to inform her of their committee members and the scheduled meeting times, so that committee meetings can be posted for membership.

Education Committee: No Report

Marketing & Event Committee: Events and marketing committee meet tomorrow, and they will discuss the new logo and the committee will then present proposed logo(s) for board to approve.

Finance Committee: The Finance Committee will prepare a one-sheet to present to the board; however, QuickBooks will remain unchanged.

Policy Committee: No Report

NEW BUSINESS

- Assessment collection and compliance will be reviewed by the Policy Committee before being presented to the Board at a later date.
- Discuss with Paul Sobon the opportunity to highlight Amador as the oldest operating winery, possibly making it a feature month. Consider incorporating this into the Shenandoah book and bring the idea to the Marketing Committee for further discussion.

PUBLIC COMMENT

Elisheva Gur-Arieh – Di Arie Vineyard & Winery

- Gave the suggestion to add the word premier to the mission statement.
- Requested that additional information be sent to the membership regarding the assessment clarification.
- Megan and Elisheva will be working together for a community for notices.

ADJURNMENT

- a. Motion to adjourn made by Robert D'Agostini
 - Second by Paul Sobon
 - Meeting adjourned at 11:16AM