



Calistoga Chamber
of Commerce

BOARD Meeting AGENDA
August 18, 2015
Calistoga Spa Hot Springs, Conference Room
12:00pm – 1:30pm

Mission statement: The Calistoga Chamber of Commerce is an association of business people advocating Calistoga as a premier Napa Valley destination in advancement of a strong local economy.

Call meeting to order:

Consent Items:

- Action Summary July 21, 2015
- Financials July 2015

Action Items:

- Review “Harvest Table” trademark coexistence agreement
- Offer staff direction on downtown “way finding” (signage) initiative
- Receive briefing on status of Employee Shuttle Program (ESP)

Committee Reports:

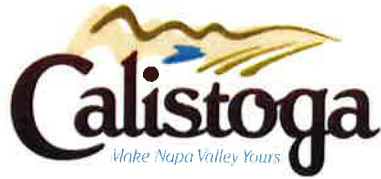
- N/A

Executive Director’s Report:

- Update on Harvest Table planning and logistics
- Update on Winter in the Wineries preparations 2015-16
- Display ad campaign successes
- Miscellaneous staffing adjustments
- Present recruiting update for vacant PR & Marketing Manager

Announcements:

- Last *Concert in the Park* for the season- August 20th @ 6:30 PM – Pioneer Park



Board Meeting Action Summary

July 21, 2015 @ 12:00 PM
Calistoga Spa Hot Springs

BOD Attendees: Sharon Carone, Aphrodite Caserta, Joel Creager*, Debbie Greene, Daniel Kaiser*, Leonard LaBranche, Mike Lennon, Nancy Putney-Abernathy, Stephen Patel, Shane Pavitt, Michael Swanton

Absent: Carlene Moore, Clive Richardson

Staff: Chris Canning

Guest(s):

Meeting Called to Order: 12:04 PM by M. Lennon

Consent Items:

- Action Summary June 16, 2015
 - Motioned: Swanton Seconded: LaBranche Passed: 10-0-0
- Financials June 2015
 - Motioned: Carone Seconded: Swanton Passed: 9-0-0

Action Items:

- Reviewed current strategic planning initiatives.
 - No modifications were suggested
 - Will review again in January in preparation for next fiscal budget
- Reviewed and approved the 2015-16 Executive Director's Goals and Objectives
 - Motioned: Pavitt Seconded: Kaiser Passed: 10-0-0
- Discussed potential committee initiatives for BOD member participation
 - Agreed to discuss as part of strategic planning review/modifications in January
- Approved request to move Sept. 15th BOD meeting to Sept. 22nd
 - Motioned: Pavitt Seconded: Greene Passed: 11-0-0

Executive Director's Report:

- Updated the BOD on actions taken to protect trademark for "Harvest Table" and to reduce consumer confusion with similar mark from the Harvest Table St. Helena restaurant
 - Engaged Reidy Law Group in St. Helena, specialists in trademark work
 - We are seeking an amicable resolution and joint use agreement
 - Will update BOD at next meeting or sooner if necessary
- Provided report on the record sales rate for Harvest Table tickets.
 - 450 tickets sold in 1st hour; event sold out in 80 hours (800 tickets)
- Updated recruitment process for PR & Marketing position
 - Identified two strong candidates and will proceed
 - If not fruitful, will engage recruiter

Next BOD Meeting: August 18, 2015 @ Calistoga Spa Hot Springs

Meeting adjourned at – 1:11 PM
Notes taken by Chris Canning

Action Items submitted by Chris Canning
*: Indicates late arrival or early departure impacting vote count variances

**Calistoga Chamber of Commerce
Executive Summary
July 2015**

Summary of Cash Flow:

Cash as of 07/01/15:	132,938.88
Net Income or (Loss) from P&L:	63,032.14
Accounts Receivable change (increase) or decrease:	(46,950.00)
Undeposited Funds (increase) or decrease:	0.00
Accounts Payable increase or (decrease):	1,169.91
Accrued Payroll increase or (decrease):	(7,764.53)
Office Equipment Asset - computer (increase) or decrease:	0.00
Petty Cash (increase) or decrease:	0.00
Prepaid Expenses (increase) or decrease:	(76.61)
Loan Payable increase or (decrease):	0.00
Amortization and depreciation (non cash expense):	<u>67.00</u>
Cash as of 07/31/15:	142,416.79

P&L vs. Budget:

Current Month	<u>Actual</u>	<u>Budget</u>	<u>Variance</u>
Total Income	117,865.10	111,260.42	6,604.68 ¹
COGS & Expenses	<u>54,832.96</u>	<u>60,052.00</u>	<u>(5,219.04)</u> ²
Net Income	63,032.14	51,208.42	11,823.72
YTD			
Total Income	117,865.10	111,260.42	6,604.68
COGS & Expenses	<u>54,832.96</u>	<u>60,052.00</u>	<u>(5,219.04)</u>
Net Income	63,032.14	51,208.42	11,823.72
Projected Next Month			
Total Income		50,260.42	
COGS & Expenses		<u>64,952.00</u>	
Net Income		(14,691.58)	

Harvest Table

YTD	Total Income	8,540.00	5,000.00	3,540.00
	Total COGS & Expenses	<u>1,868.48</u>	<u>2,800.00</u>	<u>(931.52)</u>
	Net Income	6,671.52	2,200.00	4,471.52

YTD Total Revenues, Total Expenses, Net Income:

	<u>YTD Revenue</u>	<u>YTD Expenses</u>	<u>YTD Net Income</u>
City Contracted	57,760.42	36,331.29	21,429.13
Chamber Operations	51,564.68	13,621.23	37,943.45
Chamber Fundraisers	<u>8,540.00</u>	<u>4,880.44</u>	<u>3,659.56</u>
Totals	117,865.10	54,832.96	63,032.14

Receivables:

Uncollected Membership Dues increase or (decre):	(10,250.50)
Non-membership A/R > 90 days	0.00
Non-membership A/R increase or (decrease):	<u>46,950.00</u>

Payables:

	<u>Previous Month</u>	<u>Current Month</u>	<u>Difference</u>
A/P balance	2.45	1,172.36	1,169.91
A/P over 30 days	0.00	0.00	0.00

- Notes:**
- ¹ Advertising Income over \$2,250; Membership Income over \$13,394; Participation Income over \$3,540; Retail Sales Income over \$83; Sponsorship Income under \$13,000; Visitors Guide Income over \$337
- ² COGS over \$383; Expenses under \$5,602 (Marketing under \$1,312; Payroll Expenses under \$4,614)



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TRADEMARK CO-EXISTENCE AGREEMENT

This Trademark Co-Existence and Consent to Use Agreement (“Agreement”) is entered into on August __ 2015, between the Calistoga Chamber of Commerce, a California non-profit corporation with an address at 1133 Washington Street, Calistoga, California 94515 (“CCC”) and the **Charlie Palmer Group**, a STATE corporation/LLC with an address at ADDRESS (“Harvest Inn”) (collectively the “Parties”).

CCC owns U.S. Trademark Registration No. 4745386 for CALISTOGA HARVEST TABLE in International Class 35 for “Convention and visitors bureau services, namely, promoting business and tourism in the Calistoga, Napa Valley, California area” and pending U.S. Trademark Application Serial No. 86628372 for the mark HARVEST TABLE in Class 35 for “Chamber of commerce services, namely, promoting business and tourism in the Calistoga, CA, Napa Valley, Northern California area” (collectively, the “Harvest Table Marks”). CCC has offered visitor services and live events, including an annual dinner, under the HARVEST TABLE mark since June 2014. Harvest Inn has used the mark HARVEST TABLE in connection with restaurant services since DATE, 2015.

CCC and Harvest Inn are familiar with their own respective services, marketing and sales channels and customers. After appropriate review of each other’s services, the Parties have determined there is no likelihood of confusion between the relevant marks and services, namely, HARVEST TABLE for visitor services and live events, including an annual dinner, and HARVEST TABLE for restaurant services. The Parties base this conclusion on the differences in the services and the differences in the parties’ sales, marketing, and designs. The Parties agree that confusion in the marketplace will never occur, and to take remedial action in the unlikely event of an occurrence of confusion. The Parties further agree to be bound by the following terms:

- A. Harvest Inn agrees not to contest CCC’s registration (or any future registration filed by CCC for its Harvest Table Marks) or contest CCC’s use of the mark HARVEST TABLE in connection with visitor services and live events, including a culinary experience featuring a variety of local chefs and wineries. CCC agrees not to contest Harvest Inn’s use for its HARVEST TABLE mark for restaurant services.
- B. CCC agrees not to use the mark HARVEST TABLE, or any confusingly similar mark, for any conventional restaurant services featuring one executive chef in a permanent facility. Harvest Inn agrees not to use the mark HARVEST TABLE, or any confusingly similar mark, with any live event or visitor services.
- B.C. Harvest Inn agrees to use the mark HARVEST TABLE for restaurant services in conjunction with the word(s) “RESTAURANT” and/or “HARVEST INN” to distinguish its services.

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C.D. _____ The Parties agree not to use any font, packaging or logo design that is similar to each other's design, logos, or copy on advertising or promotional materials.

D.E. _____ The Parties recognize and acknowledge the differences between their marks, services, and trade channels. CCC's HARVEST TABLE is a live culinary event whereas the Harvest Inn's HARVEST TABLE is a restaurant. In addition, the Parties shall use their respective marks in a manner calculated to avoid confusion and will cooperate in taking any and all reasonable actions to avoid confusion, including correcting any instances of confusion or likelihood of confusion which may come to their attention. In the event that either Party becomes aware of any customer (or member of trade) that appears confused or believes that CCC's HARVEST TABLE event in any way originates or is affiliated with Harvest Inn's HARVEST TABLE restaurant (or vice versa), the Party shall promptly inform the customer (or member of trade) that the two services are not related, and if said person seeks to purchase the other Party's service, provide the customer with contact information for the other Party.

E.F. _____ This Agreement constitutes the entire understanding between the parties and may not be modified, amended, terminated or otherwise altered without an instrument in writing signed by both parties herein.

F.G. _____ This Agreement and its terms and conditions shall be binding upon and inure to the benefit of the Parties' respective officers, directors, members, employees, heirs, representatives, subsidiaries, affiliates, licensees, successors and assigns, whether by merger, sale, consolidation, license or otherwise. The Parties represent that no assignment or transfer of any interest, claim, good will, ownership right, or cause of action related to the marks or subject matter of this Agreement has been made by or from any Party hereto.

Accordingly, Harvest Inn hereby consents to CCC's use and registration of the aforementioned mark and application in Class 035 for live events and visitor services.

CHARLIE PALMER GROUP

By: _____

Title: _____

Date: August __, 2015

CCC hereby consents to Harvest Inn's use of the aforementioned mark for restaurant services.

Calistoga Chamber of Commerce

By: _____

Title: _____

Date: August __, 2015

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Wayfinding Sign Program Guidelines

Overarching goal

Provide attractive, off-site signage for downtown businesses outside its core* to encourage exploration by visitors, and eliminate A-frame directional signs.

Participation criteria for businesses

- Not located on Lincoln Avenue, except south of bridge
- Located within Downtown Commercial Zoning District, except public facilities
- Likely to be of interest to visitors
- Open on weekends and to the general public
- First-come, first-served

Design of sign frames and signs

- Pedestrian-oriented
- Simple and uniform design, materials and colors consistent with downtown's small-town historic character
- Overall sign no taller than 5 feet
- Content limited to name of business/public facility + representative icon
- Generic categories listed on south sides of "Look What's Ahead" signs

Expenses

- Design refinement (frames, logos, sign materials and colors)
- Sign frames fabrication
- Installation
- Public facilities signs
- Business signs
- Caltrans encroachment permit

Administration

- Administered by City Planning & Public Works Departments

Sign Enforcement

- Enforce City sign regulations that prohibit off-site A-frame signs
- Businesses may have one on-site A-frame sign by permit

* "Core" = Lincoln Avenue north of bridge



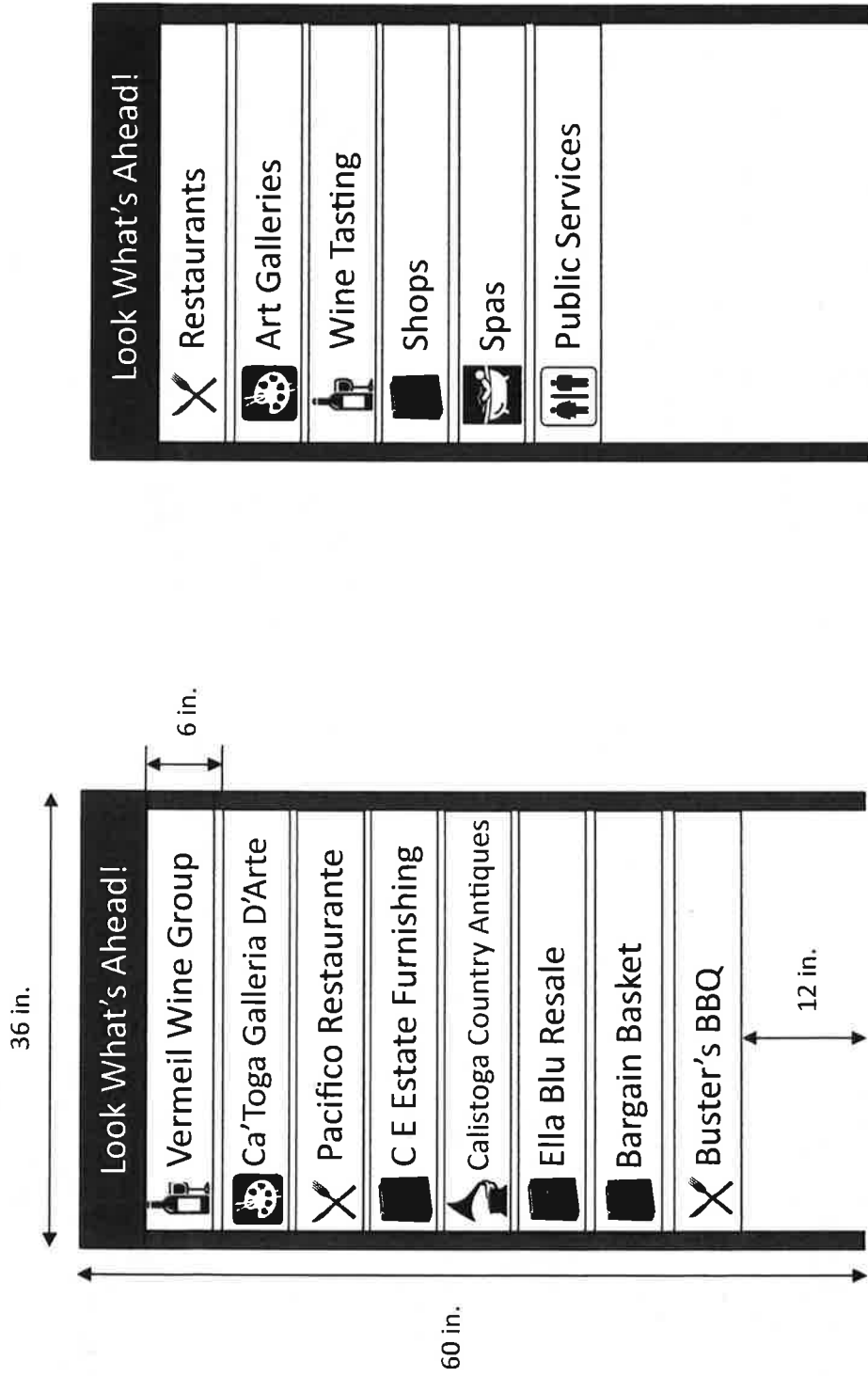
-  Sign Location Key
-  Napa River
-  Downtown Commercial Zoning District
-  Downtown Core

Potential Wayfinding Sign Locations



Sign Details

Signs near bridge



North side

South side



1

This Way ←

✕	Evangeline Restaurant
🍷	Olabisi Winery
🏛️	Calistoga City Hall
🛀	Roman Spa



2

This Way →

🍷	Yo El Rey Roasting
🔪	Chop Shop Salon
🏛️	Sharpsteen Museum
♿	Public Restrooms
🚓	Police Station



3

This Way ←

📍	Visitor Center
♿	Public Restrooms
📧	Post Office
🛀	Calistoga Spa



4

Look What's Ahead!

🍷	Vermeil Wine Group
🎨	Ca'Toga Galleria D'Arte
✕	Pacifico Restaurante
🏠	C E Estate Furnishing
🏠	Calistoga Country Antiques
🏠	Ella Blu Resale
🏠	Bargain Basket
✕	Buster's BBQ



5

Look What's Ahead!

✕	Calistoga Inn Rest. & Brewery
✕	Calistoga Kitchen
🍷	Romeo Vineyards
🏠	Roam Antiques
🍷	Tank Garage Winery
🏠	Calistoga Pottery

Potential Sign Design and Content