

**MEETING OF
THE BOARD OF DIRECTORS OF
NORTHERN CALIFORNIA VELODROME ASSOCIATION**

A California nonprofit corporation
April 28, 2011

Pursuant to notice duly given, a meeting of the Board of Directors (the “Board”) of the NORTHERN CALIFORNIA VELODROME ASSOCIATION, a nonprofit California corporation (the “NCVA”), was held at 2475 Hanover Street, Palo Alto CA at approximately 7:00 PM.

Board members Rick Adams, Pete Billington, Peter Bohl, Warren Geissert, Cathy Morgan, Beth Newell and Jay Parkhill were present in person. Board members Daniel Farinha, Lisa Hern, Brian Peterson and Giovanni Rey and were absent. Ms. Morgan acted as Chair of the meeting and Mr. Parkhill acted as Secretary. Mark Rodamaker attended as a guest.

Approval of March 2011 Meeting Minutes

Upon motion duly made, seconded and unanimously carried, minutes of the March 17, 2011 meeting were approved.

Motorcycle Parking Policy

Ms. Morgan then turned to a question regarding motorcycle parking at the velodrome raised by a comment from a county ranger as well as from motorcycle-riding NCVA cyclists. Mr. Rodamaker offered his thoughts as a track supervisor and a motorcycle rider. The Board discussed issues of safety for riders at the track, logistics of motorcycle parking, training vs. racing, coordination with county rangers and officials, and other factors relevant to the issue. Following discussion and upon motion made, seconded and unanimously carried it was:

RESOLVED: that decisions regarding parking of motorcycles at the velodrome should be made in the discretion of the supervisor present at each applicable training or race event.

RESOLVED FURTHER: that if county rangers or officials have further questions or comments regarding motorcycle parking John Simmons, as county liaison, should address them.

Communications Committee Update

Ms. Morgan described the electronic waiver system, which was nearly complete and ready for testing. Board members discussed the process for obtaining electronic waivers and for storing copies so that that can be produced to county officials as required pursuant to the NCVA’s lease with the county.

Ms. Morgan also explained that Ted Burns is creating a mockup of a new website for the NCVA.

Financial Update

Mr. Adams offered a summary of the NCVA's financial activity during March. Discussion followed regarding recent income and expenses.

Track Scheduling Committee Update

Ms. Newell provided an update on the upcoming race calendar as well as a summary of recent mid-week and Get Ready for Summer races. She reported that attendance at all races had been high to date.

Ms. Newell further described ongoing efforts to provide training for new promoters. Mr. Adams added that recruitment of officials is also ongoing, although scheduling of officials has been difficult and personal requests to individuals have been required to get officials to attend races.

Facilities Committee Update

Mr. Billington updated the Board regarding the shade structure. He reported that all approvals have been obtained to build the structure and that Sam Milroy is prepared to commence work, but that the cost of materials and permit fees has caused the total cost of the project to exceed the original \$8,000 budget allocated for it. Mr. Billington reported the estimated cost of the additional materials as \$1,800, that Mr. Milroy had requested reimbursement of an additional \$600 in permit fees, and that the value of the time Mr. Milroy had agreed to donate to the project is approximately \$4,000. Following discussion and on motion made, seconded and approved by five votes for and two against, it was:

RESOLVED: that the Board approves the request for additional funds to build the shade structure, up to a maximum of \$11,000 in total for the project.

Marketing Committee Update

Mr. Adams identified an additional sponsor he has solicited for the Testarossa Velodrome Challenge and explained that a new banner was being printed for the velodrome wall for the sponsor. Mr. Adams also provided copies of the ATRA race schedule for 2011, which he received from ATRA.

Directors' and Officers' Insurance

Mr. Parkhill presented a summary of terms of D&O insurance coverage he had solicited prior to the meeting. Discussion followed regarding the purpose of such insurance, its cost, the relationship between general liability insurance from USAC or ATRA covering track events and coverage specifically for director/officer employment and professional errors/omissions claims and other matters. Following such discussion and upon motion made, seconded and unanimously carried, it was:

RESOLVED: that the appropriate NCVA officers are authorized to complete the application for D&O insurance presented to the Board, a copy of which is attached as Exhibit A, to obtain such coverage and to pay the premiums therefor as set forth on the attached quote.

Adjournment

There being no further business for discussion, the meeting was adjourned at approximately 8:20 PM.

Respectfully submitted,

Jay Parkhill
Secretary of the Meeting

EXHIBIT A

Director and Officer Insurance Quote