



**Santa Barbara Vintners
Board of Directors
Meeting Agenda**

Time: October 27, 2026 10:00 AM Pacific Time (US and Canada)
Location: Crown Point Winery, 1733 Fletcher Way, Santa Ynez, CA 93460

How To Provide Public Comment:

If you wish to provide public comment, the following methods are available:

- Distribution to the Board of Directors:
 - Email: Submit your comment via email prior to 5:00 PM on the day prior to the Board meeting. Please submit your comment to phil@sbcountywines.com. Your comment will be distributed to the Board and posted online.
 - Mail: Mail your comments to Wine Improvement District at 140 W. Hwy 246, #1059, Buellton, CA, 93427, attention General Manager. Please reference the agenda item to which your comment pertains. Although written comments become part of the record, they will not be read aloud at the meeting.
- Attend the Meeting In-Person: Individuals are allowed to attend and provide comments in-person at the location noted above. Each person may address the Board for up to three minutes at the discretion of the Board President.
- Attend the Meeting remotely by Zoom: <https://us06web.zoom.us/my/sbvintners?omn=81012665717>. Individuals wishing to provide public comment remotely may do so via Zoom, as follows:
 - Once the Board President has announced the item you want to comment on, please be prepared to speak.
 - You will be placed on mute until it is your turn to speak. You will be able to hear the Board meeting live after logging in.
 - The Board President or SBV staff will call you by name. When removed from mute, you will be able to speak.
 - Each person may address the Board for up to three minutes at the discretion of the Board President.

1. Call to Order

2. Roll Call

3. Ratify Board Action from September 16, 2026 Board Meeting Due to Quorum Issues.

The following items were voted on during the Board's September 16, 2026 meeting; however, upon reviewing the minutes, it was discovered that a Director had to excuse himself from the meeting and the Board thus lost quorum shortly after reporting out of closed session. In an abundance of caution, the Board is re-agendizing these items for ratification.

- a. **Consent calendar.** The following items can be approved by a single action of the Board. Items requiring additional discussion may be withdrawn from the listing and addressed in separate actions. If you wish to speak on a consent calendar item, please do so during the public comment period provided at the beginning of this item.
 - i. Approval of the minutes for the July 2026 meeting
- b. **Bylaw Amendments.** Discussion of proposed amendments to the Santa Barbara Vintners Bylaws to update membership qualifications, financial obligations, and governance and election procedures.
- c. **Resolution 26-03: Formation of Governance Committee.** Consideration and possible adoption of a Resolution establishing a Governance Committee to oversee matters relating to Board governance, including the review and recommendation of amendments to the Bylaws and other governing documents, administration and oversight of Board and officer elections, Board recruitment and nominations, Board composition and succession planning, and related governance policies and procedures.
- d. **Consideration of Board Vacancy and Treasurer Position.** Pursuant to Section 5.04(d) of the Bylaws, consideration of candidates to fill the Board vacancy that will occur upon the resignation of Director Dan Glaeser; possible appointment of a candidate to serve on the Board; and possible election of the appointee to serve as Treasurer. Board candidates under consideration included Cheyne Sorensen and David deLaski. Mr. deLaski subsequently withdrew his name from consideration, leaving Cheyne Sorensen as the sole remaining candidate. Dan Glaeser's resignation will become effective upon the Board's appointment of a successor.

4. Reports From CEO, GM & Events Director.

If you wish to speak on a Reports item, please do so during the public comment period provided at the beginning of this item.

a. CEO Report

- i. Phil Carpenter Resignation
- ii. CDFA Marketing Grant for \$500,000 Received
- iii. Update on Board of Director Elections

b. Events Director Report

- i. Vintners Festival
- ii. Holiday Hope
- iii. Additional SBV Foundation Events & Update (Karen Steinwachs)

5. Public Comment. Time reserved for the public to address the Board of Directors relative to matters of the entity's business not on the agenda. Comment time regarding specific agenda items will be available during consideration of the particular agenda items. (3 minutes per person, President has discretion to adjust as necessary).

6. Discussion / Action Items. The Board will discuss and may take action on the following items:

a. Consent calendar. The following items can be approved by a single action of the Board. Items requiring additional discussion may be withdrawn from the listing and addressed in separate actions. If you wish to speak on a consent calendar item, please do so during the public comment period provided at the beginning of this item.

- i. Approval of the minutes for the Sept 2026 meeting

b. Finances (Alison Laslett)

- i. Standard Financial Reports - Balance Sheet, Statement of Activity, Cash Reserves
- ii. Update regarding the County of Santa Barbara's independent financial audit.

7. Marketing Presentation: Presentations on advertising and metrics (Marcel Sarmiento from Pluck and Grit) and social media (Amy Christine).

8. Closed Session

- a. Public comment on closed session agenda items
- b. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION (Gov. Code Section 54956.9(d)(1):

Name of case: *Flying Goat Cellars Inc. v. Santa Barbara County Board of Supervisors; Bob Nelson; Santa Barbara County Vintners Association*

- c. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION:
Significant exposure to litigation pursuant to Government Code section 54956.9(d)(2): 1 case
- d. Reconvene to open session to report action (if any) in closed session

9. Adjournment

Regular Board Meetings are held the 3rd Tuesday of the month at 10am at Crown Point Winery at 1733 Fletcher Way, Santa Ynez, CA 93460.

The agenda will be posted on the SBV public and industry websites 72 hours in advance of the meetings, and publicly at the meeting location.

Persons with disabilities who require any disability-related modification or accommodation in order to participate in the meeting are asked to contact the General Manager at least two (2) days prior to the meeting by telephone at (805) 688-0881 or by email at phil@sbcountywines.com.

RESOLUTION NO. 26-03

A RESOLUTION OF THE BOARD OF DIRECTORS OF SANTA BARBARA VINTNERS ESTABLISHING A GOVERNANCE COMMITTEE

WHEREAS, the Santa Barbara Vintners (SBV) Bylaws authorize the Board of Directors (Board) to establish committees and to delegate such authority to those committees as the Board deems appropriate; and

WHEREAS, the Board desires to establish a Governance Committee to oversee matters relating to Board governance, including the review and recommendation of amendments to the Bylaws and other governing documents, administration and oversight of Board and officer elections, Board recruitment and nominations, Board composition and succession planning, and related governance policies and procedures.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF SANTA BARBARA VINTNERS DOES HEREBY RESOLVE AS FOLLOWS:

SECTION 1. The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.

SECTION 2. There is hereby established a standing committee of the Board to be known as the Governance Committee (Committee).

SECTION 3. The Committee shall be composed of no fewer than three (3) members of the Board, appointed by the President of the Board, subject to confirmation by a majority vote of the Board. The President of the Board shall designate one member of the Committee as its Chair. Committee members shall serve at the pleasure of the Board.

SECTION 4. The Committee shall have the following duties and responsibilities:

(a) Review and recommend amendments to the Bylaws and other governing documents of SBV;

(b) Administer and oversee Board and officer elections, including the establishment and oversight of election procedures;

(c) Develop, review, and recommend governance policies and procedures for consideration by the Board;

(d) Periodically review and assess the effectiveness of Board governance practices; and

(e) Perform such other duties and responsibilities as may be delegated to the Committee by the Board from time to time.

SECTION 5. The Committee shall meet as often as necessary to carry out its responsibilities. Meetings of the Committee shall be noticed and conducted in accordance with applicable law and the Bylaws of SBV.

SECTION 6. The Committee shall report its activities, findings, and recommendations to the full Board.

APPROVED AND ADOPTED by the Board of Directors of SBV at a Regular Board Meeting thereof held on [DATE] by the following vote:

Ayes:

Noes:

Abstain:

Absent:

President, Board of Directors

Attest

Secretary to the Board of Directors



**Santa Barbara Vintners
Board of Directors
Meeting Minutes**

Time: September 15, 2026, 10:00 AM Pacific Time (US and Canada)
Location: Crown Point Winery, 1733 Fletcher Way, Santa Ynez, CA 93460

1. Call to Order: 10:01am

2. Roll Call

In Person: AJ Fairbanks, Andrew Murray, Denise Shurtleff, Kevin Gleason, Keith Saarloos, Brook Christian, Alex Gerberick, Karen Steinwachs

Absent: Dan Glaeser, John Haan, Mike Testa

3. Closed Session: 10:04am

- a. Public comment on closed session agenda items
- b. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION (Gov. Code Section 54956.9(d)(1):
Name of case: *Flying Goat Cellars Inc. v. Santa Barbara County Board of Supervisors; Bob Nelson; Santa Barbara County Vintners Association*
- c. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION:
Significant exposure to litigation pursuant to Government Code section 54956.9(d)(2): 2 cases
- d. Reconvene to open session to report action (if any) in closed session:
11:43am

4. Reports From CEO, GM & Events Director

a. CEO Report

- i. September 1, 2026, Board of Supervisors meeting reviewing Year One of the Wine Improvement District; presentation and Annual Report attached.
 - i. Link to Board of Supervisors meeting:
<https://www.youtube.com/live/1Dq98qAhjRk?t=41s>
Start time: 5:49:32 – 48 minutes long
Board discussed presentation and CEO shared reporting expectations required Board of Supervisors for the organization.
- ii. October 27, 2026, will be our next board meeting; moved due to Vintners Festival.

Public Comment: 1

b. Events Director Report

- i. Vintners Festival
 - 1. Due to El Nino concerns, moved venue to Firestone Estate
 - 2. Online ad campaigns running
- ii. Holiday Hope
 - 1. Wineries & businesses can participate and donate
- iii. Additional SBV Foundation Events & Update (Karen Steinwachs)
 - 1. Looking for donations for upcoming events
 - 2. Incorporating winery visitations into donations

5. Public Comment: No public content

6. Consent calendar

- a. Approval of the minutes for the July 2026 meeting

CALL TO ACTION: Motion to approve items on consent calendar made by Denise Shurtleff.

Second: Keith Saarloos
Unanimous approval*

7. Discussion / Action Items. The Board will discuss and may take action on the following items

a. Finances (Alison Laslett)

- i. Standard Financial Reports - Balance Sheet, Statement of Activity
- ii. Update regarding the County of Santa Barbara's independent financial audit.
 1. Audit is ongoing. Due date has not been established.

b. Bylaw Amendments. Discussion of proposed amendments to the Santa Barbara Vintners Bylaws to update membership qualifications, financial obligations, and governance and election procedures.

CALL TO ACTION: Motion to direct staff to review bylaws with Governance Committee and have SBV legal team review before updates presented at future board meeting by Keith Saarloos.

Second: Kevin Gleason

Result: Unanimous approval*

c. Resolution 26-03: Formation of Governance Committee. Consideration and possible adoption of a Resolution establishing a Governance Committee to oversee matters relating to Board governance, including the review and recommendation of amendments to the Bylaws and other governing documents, administration and oversight of Board and officer elections, Board recruitment and nominations, Board composition and succession planning, and related governance policies and procedures.

CALL TO ACTION: Motion to adopt Resolution 26-03 and create Governance Committee by Kevin Gleson.

Second: Denise Shurtleff

Result: No quorum due to Brooke Christian leaving early

CALL TO ACTION: Motion to appoint AJ Fairbanks, Denise Shurtleff & Kevin Gleason to Governance Committee and make AJ Fairbanks Chair of committee by Kevin Gleson.

Second: Keith Saarloos

Result: Unanimous approval*

d. Consideration of Board Vacancy and Treasurer Position. Pursuant to Section 5.04(d) of the Bylaws, consideration of candidates to fill the Board vacancy that will occur upon the resignation of Director Dan Glaeser; possible appointment of a candidate to serve on the Board; and possible election of the appointee to serve as Treasurer. Board candidates under consideration include Cheyne Sorenson and David deLaski. Dan Glaeser's

resignation will become effective upon the Board's appointment of a successor.

1. David DeLaski withdrew his name from running.
2. Dan Glaeser has stepped down and created a spot for Treasurer.
3. Incoming Treasurer historically has a financial background.

CALL TO ACTION: Motion to add Cheyne Sorenson to SBV Board of Directors by Kevin Gleson.

Second: Keith Saarloos

Result: Unanimous approval*

CALL TO ACTION: Motion to appoint Cheyne Sorenson as Treasurer of SBV Board of Directors by Andrew Murray.

Second: Keith Saarloos

Result: Unanimous approval*

8. Adjournment

CALL TO ACTION: Motion to adjourn September 2026 SBV Board of Directors Meeting by Denise Shurtleff.

Second: Kevin Gleason

Result: Unanimous approval*

** Due to the unplanned departure of Director Christian at 12:04pm, the Board unknowingly lost quorum. As a result, the Board intends to reconsider this item at a future meeting.*

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Santa Barbara Vintners Association

Statement of Financial Position

As of Sep 30, 2026

	As of Sep 30, 2026	As of Sep 30, 2025 (PY)	As of Mar 31, 2026 (PP)
Assets			
Current Assets			
Bank Accounts			
0900 US Bank Checking 0901	0.00	24,429.01	3,194.26
0960 American Riviera Bank 1384	353,609.39	183,937.55	288,275.24
0970 American Riviera Bank Savings	126,124.52	110,538.82	124,929.70
1002 Paypal	879.27	1,052.51	879.27
Total Bank Accounts	480,613.18	319,957.89	417,278.47
Accounts Receivable	23,257.75	279,437.66	310,513.72
Other Current Assets			
1201 Due to/from	197.08	901.08	608.67
1300 Prepaid Expenses	86,234.09	0.00	21,457.19
QuickBooks Tax Holding Account	0.00	0.00	319.73
Total Other Current Assets	86,431.17	901.08	22,385.59
Total Current Assets	590,302.10	600,296.63	750,177.78
Fixed Assets			
1520 Office Equipment & Furniture	65,482.15	65,482.15	65,482.15
1521 Computer Software	2,880.54	2,880.54	2,880.54
1525 Accumulated Depreciation	-68,362.69	-68,362.69	-68,362.69
Total Fixed Assets	0.00	0.00	0.00
Total Assets	590,302.10	600,296.63	750,177.78
Liabilities and Equity			
Liabilities			
Current Liabilities			
Accounts Payable	30,373.84	45,775.14	7,410.72
Credit Cards	25,667.00	6,134.12	-2,126.93
Other Current Liabilities			
2126 Deferred Revenue	0.00	0.00	18,000.00
2220 State Board of Equalization Payable	0.00	19.00	0.00
Payroll Liabilities	176.54	274.54	1,150.00
Total Other Current Liabilities	176.54	293.54	19,150.00
Total Current Liabilities	56,217.38	52,202.80	24,433.79
Long-term Liabilities			
2035 SBA Loan 2021	473,681.25	487,027.95	480,524.69
Total Long-term Liabilities	473,681.25	487,027.95	480,524.69
Total Liabilities	529,898.63	539,230.75	504,958.48
Equity			
3900 Retained Earnings	245,219.30	-207,016.44	-207,016.44
Net Income	-184,815.83	268,082.32	452,235.74
Total Equity	60,403.47	61,065.88	245,219.30
Total Liabilities and Equity	590,302.10	600,296.63	750,177.78

Santa Barbara Vintners Association

Statement of Activity by Class

April-September 2026

	BID 2026-2027	VF 2026	GENERAL Non-BID	Mission SB 2026	Total
Revenue					
4000 Business Membership Dues			5,292.00		5,292.00
4015 Mission SB Wine Camp Income				18,000.00	18,000.00
4200 Marketing & Advertising					
4210 Classifieds	25.00				25.00
Total for 4200 Marketing & Advertising	25.00	0.00	0.00	0.00	25.00
4500 Events					
4510 Tickets		54,843.23			54,843.23
Total for 4500 Events	0.00	54,843.23	0.00	0.00	54,843.23
4580 Sponsors		14,500.00			14,500.00
4650 BID Income					
4653 BID Q4 2025	532.13				532.13
4654 BID Q1 2026	734.96				734.96
4655 BID Q2 2026	242,583.41				242,583.41
4656 BID Q3 2026	11,868.85				11,868.85
Total for 4650 BID Income	255,719.35	0.00	0.00	0.00	255,719.35
4900 Interest & Dividends	1,278.45				1,278.45
Total Revenue	257,022.80	69,343.23	5,292.00	18,000.00	349,658.03
Gross Profit	257,022.80	69,343.23	5,292.00	18,000.00	349,658.03
Expenditures					
5000 Personnel Expense					
5100 Wages & Salaries	214,474.73			14,471.64	228,946.37
5190 SBVF Staff Services Contract	-40,000.02				-40,000.02
5195 Payroll Taxes	17,007.33			544.34	17,551.67
5200 Employee Benefits	34,021.99				34,021.99
5360 Retirement Plan Processing Fee	375.00				375.00
Total for 5000 Personnel Expense	225,879.03	0.00	0.00	15,015.98	240,895.01
5400 Employee Generated Costs	9,347.53	72.81		169.24	9,589.58
5500 Office Expense	18,263.87				18,263.87
5700 Member/Board Meeting Expenses	2,902.42	128.28			3,030.70
5800 Technology	8,813.51	40.00			8,853.51
5900 Postage & Mailing	292.30	11.00			303.30
6000 Event Expenses	3,543.98	1,081.95		10,333.56	14,959.49
7000 Marketing & Communications					
7001 Industry	137.70				137.70
7002 Agency Travel and Visitation	5,629.88				5,629.88
7003 Press Tours	25,772.45				25,772.45
7014 Travel	732.55			10,340.80	11,073.35
7050 Printing	257.16			51.33	308.49
7100 Graphic Design				1,700.00	1,700.00
7120 Photography	2,000.00			2,000.00	4,000.00
7121 Video Production	5,000.00				5,000.00

Santa Barbara Vintners Association

Statement of Activity by Class

April-September 2026

	BID 2026-2027	VF 2026	GENERAL Non-BID	Mission SB 2026	Total
7140 PR Retainer	50,000.00				50,000.00
7141 Marketing Retainer	19,500.00				19,500.00
7145 Marketing Collateral	3,650.58			337.24	3,987.82
7148 Public Relations	62.89				62.89
7150 Website Design and Development	3,599.00				3,599.00
7510 Digital Media Placement	19,772.54				19,772.54
7520 Print Placement	325.00	3,414.00			3,739.00
7523 Social Media Management	4,800.00				4,800.00
7525 Social Media Placement	5,225.00				5,225.00
Total for 7000 Marketing & Communications	146,464.75	3,414.00	0.00	14,429.37	164,308.12
7280 Travel Reim - Non Employee				8,698.82	8,698.82
7600 Professional Fees					
7610 Accounting Fees					
7610.10 Bookkeeping	3,758.75				3,758.75
7610.20 Taxes & Audits	11,111.18				11,111.18
Total for 7610 Accounting Fees	14,869.93	0.00	0.00	0.00	14,869.93
7620 Legal Services	91,952.50				91,952.50
9201 In-Kind Donation	-76,447.50				-76,447.50
7625 Grant Writer	700.00				700.00
7650 Consultant	625.00			6,000.00	6,625.00
Total for 7600 Professional Fees	31,699.93	0.00	0.00	6,000.00	37,699.93
7680 Insurance - Liability					
7680.10 Board of Directors Liability	2,451.00				2,451.00
7680.20 Liability & Property	7,484.00				7,484.00
Total for 7680 Insurance - Liability	9,935.00	0.00	0.00	0.00	9,935.00
7900 Finance Fees					
4658 HdL Processing Fees	10,001.05				10,001.05
7910 Merchant Card Fees	489.92				489.92
7915 Bank Charges	1,035.00				1,035.00
7935 Loan Interest	6,410.56				6,410.56
Total for 7900 Finance Fees	17,936.53	0.00	0.00	0.00	17,936.53
Total Expenditures	475,078.85	4,748.04	0.00	54,646.97	534,473.86
Net Operating Revenue	-218,056.05	64,595.19	5,292.00	-36,646.97	-184,815.83

Accrual Basis Tuesday, October 20, 2026 11:49 AM GMT-07:00

Santa Barbara Vintners Association
Reconciliation of Cash
As of Sept 30, 2026

		BID	Non-BID
Assets			
Current Assets			
Bank Accounts			
0900 US Bank Checking 0901	0.00		
0960 American Riviera Bank 1384	353,609.39		
0970 American Riviera Bank Savings	126,124.52		
1002 Paypal	879.27		
Total for Bank Accounts	<u>480,613.18</u>		
SBVA BID Net Income 4/1/2025 - 9/30/2026		252,075.42	
Current Assets	-86,431.17	-86,431.17	0.00
Accounts Receivable	-23,257.75	-19,770.25	-3,487.50
Outstanding AP	56,217.38	56,217.38	0.00
Deferred Revenue	0.00	0.00	0.00
SBA Loan Principal Pmts	6,843.44	6,843.44	0.00
		<u>196,321.32</u>	<u>284,291.86</u>

SANTA BARBARA VINTNERS

Board of Directors Meeting | October 27, 2026

WRITTEN PUBLIC COMMENT

Re: Procedures for the 2026 Board Election Rerun

Submitted by David deLaski
Solminer Wine Company | SBV Winery Member

I appreciate the Board's decision to rerun the 2026 election. With that decision made, the focus should be on ensuring that the new election is conducted in accordance with SBV's bylaws and applicable California law, through a transparent, consistent, and independently verifiable process.

Section 4.10 of SBV's bylaws assigns responsibility for establishing director-election procedures to the Board. I believe those procedures should be developed and formally approved at a properly noticed public meeting before voting begins.

I previously submitted the following five recommendations to SBV leadership. I am now submitting them as written public comment for consideration by the full Board.

1. **Board-approved election procedures.** The Governance Committee, working with legal counsel, should prepare a written election procedure addressing eligibility, ballot distribution, voting, tabulation, and certification. The procedures should specifically address Board authorization for electronic voting, compliance with statutory electronic transmission consent requirements, and verification of electronic ballots. The Board should review, deliberate on, and formally approve these procedures at a properly noticed meeting, allowing for public comment before approval.
2. **Verified electorate.** Before voting begins, the Secretary should establish and verify the complete list of eligible voting members, based on the bylaws' existing good-standing requirements as of the applicable record date. Each eligible winery should also have one designated and verified voting representative, whether an owner, general manager, or other duly authorized individual. The number of eligible voters and the quorum requirement should be established at that time. Eligibility and good-standing determinations should not be changed once voting begins, except for correcting documented errors in applying the established criteria.
3. **Equal treatment of candidates.** All candidates seeking election, including incumbent directors standing for reelection, should appear on the ballot under the same voting rules and be considered equally for the available seats, without separate voting procedures that favor incumbents or challengers.

4. **Independent election administration.** A qualified third party should administer the election, ensuring that ballots are distributed to all eligible voting members, that only authorized votes are accepted, and that each membership exercises only its permitted voting rights. No SBV staff member or director should have access to interim voting results or vote totals while the election is underway.
5. **Independent verification of results.** The election administrator should provide a written report verifying ballot distribution, participation, rejected ballots, quorum, and final tabulation, with the results certified in accordance with the approved procedures. The final election report and certified results should be made readily available to the membership.

I respectfully request that the Board place consideration and approval of the election procedures on the agenda of a properly noticed public meeting before the rerun begins.

I also request that this written comment be distributed to all directors and retained with the records and minutes of the October 27 meeting.

Respectfully submitted,

David deLaski
SBV Winery Member
Solminer Wine Co