

*(Amended 1/15/20)*

MINUTES OF THE BOARD OF DIRECTORS MEETING OF THE 16<sup>TH</sup> DISTRICT AGRICULTURAL ASSOCIATION, CALIFORNIA MID-STATE FAIR, HELD WEDNESDAY DECEMBER 18, 2019, IN THE SKYBOX AT THE CALIFORNIA MID-STATE FAIR IN PASO ROBLES, CA.

Present: Directors Lacey, Baldwin, Boneso, Borjon, Darway, Lilley, Sabin, Wheeler, and CEO Bradley

Absent: Director Woodruff

Guests: Deana Nelson, Heritage Foundation CFO  
Brenda Fletcher, Heritage Foundation Board Member  
Tom Keffury, Fair Staff  
Kim Daily, Fair Staff  
Tisha Tucker, Fair Staff  
Ricky Brown, Fair Staff  
Colleen Bojorquez, Business Assistant

The meeting was called to order at 9:32 am by President Lacey.

Director Lacey asked Director Wheeler to lead the flag salute.

Introduction of Guests:

Director Lacey introduced Deana Nelson, Heritage Foundation CFO; Brenda Fletcher, Heritage Foundation Board Member; and Fair Staff Ricky Brown, Tisha Tucker, and Kim Daily. Tom Keffury arrived after introductions.

Approval of Absences:

It was moved by Director Boneso, seconded by Director Sabin, and unanimously carried to approve the absence of Director Woodruff, who was out of state.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler	X		
Woodruff (absent)			

Approval of Minutes

It was moved by Director Boneso, seconded by Director Borjon, and unanimously carried to approve the minutes from the November 20<sup>th</sup> Board Meeting.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler	X		
Woodruff (absent)			

Public Comment:

There were no public comments.

Consent Agenda:

It was moved by Director Darway, seconded by Director Boneso, and unanimously carried to approve the Consent Agenda.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler	X		
Woodruff (absent)			

Old Business

A. Strategic Plan/Master Plan

There was no report.

New Business

A. Heritage Foundation

There was no Heritage Foundation Report.

B. Committee Reports

Finance Committee Report

Director Darway reported on the Finance Committee meeting that met prior to the Board meeting. He said the Committee reviewed and approved the November 2019 Financials. He noted currently the end of the year shows a surplus of over \$200,000.

It was moved by Director Borjon, seconded by Director Boneso, and unanimously carried to approve the November Financials as presented.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler	X		
Woodruff (absent)			

Director Darway said the Finance Committee is recommending an amendment to the motion regarding the deferred maintenance liability account. He noted the minutes reflect the motion as “once the net reserve is at 15%, up to 50% of the net profit generated be put in a liability account for deferred maintenance project.” He said knowing that the net profit will not bring the net reserve to 15%, an amount should still be delegated for deferred maintenance projects. Director Darway said the projects and their costs would be reviewed and approved by the Operations Committee.

It was moved by Director Sabin, seconded by Director Baldwin, and unanimously carried to amend the previous motion with regards to the deferred maintenance liability account to read:

“Up to 50% of the net profit generated at the end of the year can be put in a liability account for deferred maintenance. The deferred maintenance projects and costs will be reviewed by the Operations Committee.”

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler	X		
Woodruff (absent)			

Director Darway noted the November Event Cost Analysis was reviewed as an informational item.

Director Darway said the Finance Committee met December 9<sup>th</sup> and did a thorough review of the 2020 Budget. He said the committee recommended a few changes, including the addition of \$15,000 for public safety and an additional \$2,500 for legal fees. The 2020 Budget was reviewed item by item by the full Board. Director Borjon was concerned the non-fair revenues were overstated as the growth has not been

realized in the past three (3) years. Director Lilley noted the *Fair Programs* Committee is recommending \$4,000 be budgeted for a non-fair entertainment cost study. Director Lacey, with the consensus of the Board, removed the \$2,500 allocated to a Hall of Fame luncheon and put \$2,000 to the non-fair entertainment study and \$500 to the annual dinner where the Hall of Fame inductees (past and present) can be honored and the additional \$2,000 cut from CEO Projects. The Board approved the cut of \$10,000 to CEO projects to be added to the 75<sup>th</sup> Anniversary budget.

It was moved by Director Boneso, seconded by Director Borjon, and unanimously carried to approve the 2020 Budget with the following amendments:

- Remove \$2,500 Hall of Fame Luncheon expense
- Add \$4,000 Non-Fair Entertainment Cost Study
- Add \$500 to Annual Dinner for Hall of Fame honoree expense
- Remove \$12,000 from CEO Projects (leaving a balance of \$5,000)
- Add \$10,000 to the 75<sup>th</sup> Anniversary

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler	X		
Woodruff (absent)			

It was moved by Director Borjon, seconded by Director Boneso, and unanimously carried to approve the Finance Committee Report as presented.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler	X		
Woodruff (absent)			

*Director Wheeler was excused for a prior commitment.*

Executive Committee Report

There was no Executive Committee Report.

Agriculture Committee Report

Director Sabin reported on the Agriculture Committee meeting held December 16<sup>th</sup>. She said the Committee reviewed enhancements brought forward by the Livestock Advisory Committee and Country Rodeo Committee. She said the requests are minor and informational.

She noted the Agriculture Committee is recommending the addition of the "Ladies Breakaway" to the Country Rodeo Finals. The cost would be an additional \$1,000 prize money and a \$250 buckle. It was moved by Director Darway, seconded by Director Lilley, and unanimously carried to approve the addition of the Ladies Breakaway to the 2020 Country Rodeo Finals with an additional cost of \$1,000 cash award and \$250 buckle.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler (absent)			
Woodruff (absent)			

Director Sabin said the Agriculture Committee will meet in February to review the 2020 Junior Livestock Auction budget.

Director Sabin reported the Agriculture Committee reviewed the USDA Farm Service Loan Collection request presented by Terry Hetzel at the October Board Meeting. The request was for the Association to withhold funds from the Junior Livestock Auction exhibitors checks and submit payment to the USDA Farm Service Loan Department. It was the consensus of the Committee to not participate.

Director Sabin said a meeting is scheduled with CEO Bradley, Director Lacey, David Baldwin, Hailey Rose Switzer, and Wood-Claeyssens on January 8<sup>th</sup> to discuss the Junior Livestock Auction.

It was moved by Director Baldwin, seconded by Director Boneso, and unanimously carried to approve the Agriculture Committee Report as presented.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler (absent)			
Woodruff (absent)			

Operations Committee Report

Director Baldwin reported on the Operations Committee meeting held November 20<sup>th</sup>. He noted the Association is in the running for SB 5 monies with all the paperwork submitted and a decision is expected to be made at the beginning of 2020. He said if the monies are allocated to the Association, 50% is due at the start of the bid process when utilizing CFSA/CCA and reimbursed by the State at a later date. Staff is continuing to get updates regarding the process and will report back at the next meeting in January.

Director Baldwin reported the Operations Committee reviewed the 2020 capital improvement and deferred maintenance projects as informational items. He said a new company was used to repair the Skybox elevator and it was a positive change. He noted the quote for a new elevator was \$50,000.

It was moved by Director Boneso, seconded by Director Sabin, and unanimously carried to approve the Operations Report as presented.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler (absent)			
Woodruff (absent)			

Fair Programs Committee Report

Director Lilley reported on the Fair Programs Committee meeting held December 16<sup>th</sup>. He said staff updated the committee on the 75<sup>th</sup> Anniversary plans and the Annual dinner. He said the Committee recommends approving \$4,000 for a non-fair entertainment cost study, as reported in the Finance Committee budget report. CEO Bradley reported the Marketplace RFP will be sent to 19 perspective tomorrow, December 19<sup>th</sup> and is due February 3<sup>rd</sup>. Director Lilley noted the Committee discussed concert ticket on-sale dates and the consensus was to announce at the annual dinner, but if an artist requires an on-sale date prior then the Association would review it on a case by case basis.

It was moved by Director Borjon, seconded by Director Boneso, and unanimously carried to approve the Fair Programs Report as presented.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler (absent)			
Woodruff (absent)			

Marketing Committee Report

There was no Marketing Committee report.

Scholarship Committee Report

There was no Scholarship Committee report.

C. Task Force Committee Reports

Entertainment Task Force Report

The report items were discussed in Fair Programs Committee Report.

Country Rodeo Task

The report items were discussed in the Agriculture Committee Report.

D. Annual Dinner

Director Lacey asked the Director's for their guest lists. She noted if the table is not full, honorees will be assigned to their table. The Board went through the program and assigned presenters for the various awards. Hall of Fame awards will be presented by Director Darway (Hugh Pitts), Director Wheeler (Chuck and Brenda Fletcher), Director Sabin (Joann and Bob Cummings), and Director Lacey (Vivian Robertson). Baldwin will present the WFA Blue Ribbon award to the Atascadero Kiwanis and Certificates of Appreciation to Brad Tylman and Dr. Mike Lyons. Director Sabin will present Certificate of Appreciations to Barb Bullock, Robert Heely, and Brittany App. Director Boneso will present Valarie Cochran with the Volunteer of the Year award and Director Borjon will present the other Volunteer of the Year award to Dr. Dan Eller. Director Lilley will present Deana Nelson with the Heritage Foundation of the Year. CEO Bradley will present the 16BarAA (Log Cabin Concessions), CEO Award (Brett Butterfield), and Employee of the Year with Chico Cerda (Lourdes Pinon). Tom Keffury will present the Sponsor of the Year award to the Cantinas Foundation.

E. Election of Officers

It was moved by Director Lilley, seconded by Director Boneso, and unanimously carried to elect David Baldwin as President and Krista Sabin for Vice President for the 2020 year.

Board Member	Aye	No	Abstention
Lacey	X		
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lilley	X		
Sabin	X		
Wheeler (absent)			
Woodruff (absent)			

Matters of Information

A. Staff Reports

There were *no* staff reports.

### B. Manager's Report

The following items were presented by CEO Bradley as informational items:

1. Merry Christmas and Happy New Year!
2. The Administration Office is closed Saturday, December 21<sup>st</sup> through Sunday, January 5<sup>th</sup>.
3. The Maintenance Office is closed Saturday, December 22<sup>1st</sup> through Sunday, December 29<sup>th</sup> and Wednesday, January 1<sup>st</sup>.
4. The 2020 WFA Convention is January 19<sup>th</sup> through January 22<sup>nd</sup>, in Reno, NV. CEO Bradley, and staff members Ricky Brown, Sabrina Sakaguchi, and Colleen Bojorquez will attend.
5. CEO Bradley will be the keynote speaker at the Ohio Fairs Association meetings on January 2, 2020 in Columbus, OH, He was asked by the IAFE.
6. The San Luis Obispo Chamber of Commerce Annual Dinner is set for January 18<sup>th</sup> 6:00 pm. The dinner will be held at the Madonna Inn Event Center. Please RSVP to CEO Bradley—spouses are welcome.
7. Committee Chairs should complete Committee Meeting feedback forms to CEO Bradley.
8. Our interim internet service managed internally will be available for our promoters and renters in late January.
9. We continue to move through the requirements for the SB 5 funding.
10. Upcoming Interim Events:
  - Early Bird Swap Meet, Every Saturday
  - Double R Cutting, January 16<sup>th</sup> through 19<sup>th</sup>
11. The next Board Meeting is scheduled for Wednesday, January 15<sup>th</sup>, 2020 at 9:30 am.
12. The Annual Dinner is scheduled for Friday, January 31<sup>st</sup>, 2020.
13. Future Agenda Items: Strategic Plan, Heritage Foundation Report, Committee Reports, Task Force Reports, Election of Officers, 2020 Delegation of Authority

### C. Director's Discussion

There was no discussion.

### Closed Session



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Closed Session was held to consider, under Government Code Section 11126 (a) (1), personnel: to consider the evaluation of performance

Closed session was informational only.

Adjournment

With there being no further business, the meeting was adjourned at 12:05 pm.

Respectfully submitted:

\_\_\_\_\_  
Michael H. Bradley, CEO

Approved by:

\_\_\_\_\_  
Dee Lacey, President

Dated: \_\_\_\_\_