

MINUTES OF THE BOARD OF DIRECTORS MEETING OF THE 16TH DISTRICT AGRICULTURAL ASSOCIATION, CALIFORNIA MID-STATE FAIR, HELD WEDNESDAY, NOVEMBER 18, 2020 VIA CONFERENCE CALL/ZOOM MEETING IN PASO ROBLES, CA. DUE TO COVID-19 STATE MANDATED MEETING LIMITATIONS.

Present: Directors Baldwin, Boneso, Borjon, Darway, Lacey, Lilley, Sabin, Wheeler-Nichols, Woodruff, and Interim CEO Bojorquez

Guests: Kim Daily, Deputy Manager
Tisha Tucker, Fair Staff
Tom Keffury, Fair Staff
Ricky Brown, Fair Staff
Sabrina Sakaguchi, Fair Staff
Caitlin Stanton, Fair Staff
Jo Ann Switzer, Fair Staff
Chico Cerda, Fair Staff
Mike Esser, Fair Staf2
Brenda Fletcher, Heritage Foundation Board Member
Michael Torgerson, Heritage Foundation Board Chair
Deana Nelson, Heritage Foundation CFO

The meeting was called to order at 9:32 am by President Baldwin. President Baldwin noted that this meeting will be conducted through Zoom per state meeting guidelines due to COVID-19 shelter at home orders.

Introduction of Guests:

Director Baldwin acknowledged and thanked all guests who were attending on the Zoom meeting format.

Approval of Minutes

It was moved by Director Borjon, seconded by Director Boneso, and unanimously carried to approve the October 21, 2020 Board Minutes.

| Board Member | Aye | No | Abstention |
|-----------------|-----|----|------------|
| Baldwin | X | | |
| Boneso | X | | |
| Borjon | X | | |
| Darway | X | | |
| Lacey | X | | |
| Lilley | X | | |
| Sabin | X | | |
| Wheeler-Nichols | X | | |
| Woodruff | X | | |

Public Comment:

There was no public comment.

Consent Agenda

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

| Board Member | Aye | No | Abstention |
|-----------------|-----|----|------------|
| Baldwin | X | | |
| Boneso | X | | |
| Borjon | X | | |
| Darway | X | | |
| Lacey | X | | |
| Lilley | X | | |
| Sabin | X | | |
| Wheeler-Nichols | X | | |
| Woodruff | X | | |

Old Business

A. Strategic Plan/Master Plan

Director Lacey reported she discussed the proposed Conference Center Project with various Paso Robles City Councilmen. She noted all three entities involved (City of Paso Robles, Travel Paso, and the Association) have paid their portion for the study and requested Interim CEO Bojorquez send a letter to the city requesting copies of all documents pertaining to this project, including the hotel investment report.

Director Boneso requested the item be removed from the agenda. It was decided that this item will remain on the agenda until the documents have been obtained.

It was moved by Director Woodruff, seconded by Director Borjon and unanimously carried to approve the Strategic Plan/Master Plan report.

| Board Member | Aye | No | Abstention |
|-----------------|-----|----|------------|
| Baldwin | X | | |
| Boneso | X | | |
| Borjon | X | | |
| Darway | X | | |
| Lacey | X | | |
| Lilley | X | | |
| Sabin | X | | |
| Wheeler-Nichols | X | | |
| Woodruff | X | | |

New Business

Heritage Foundation Report

Michael Torgerson reported the Heritage Foundation received and forwarded a review draft agreement for the purchase of the Pioneer property to their counsel. He added that although no purchasing timeframe has been established, the City of Paso is eager to complete the new transaction agreement as soon as possible.

Brenda Fletcher reported the Heritage Foundation is currently working on a virtual auction fundraiser scheduled for January 2021. The Heritage Foundation has contracted with an auction company to assist in the online portion and auction items are being secured. She added 2021 membership update letter will be mailed prior to Thanksgiving.

Heritage Foundation Liaison Report

There was no report.

Finance Committee Report

Director Sabin reported on the Finance Committee meeting held prior to the Board meeting. She said the Committee reviewed the October financials including the balance sheet, income and expense statement, and supporting documents reporting that expenses were down for the month. Interim CEO Bojorquez reported staff continues work on the Wheeler Foundation improvement projects and once completed the Association will forward billing to the Heritage Foundation for reimbursement.

It was moved by Director Lacey, seconded by Director Wheeler-Nicholas, and unanimously carried to approve the October Financials as presented.

| Board Member | Aye | No | Abstention |
|-----------------|-----|----|------------|
| Baldwin | X | | |
| Boneso | X | | |
| Borjon | X | | |
| Darway | X | | |
| Lacey | X | | |
| Lilley | X | | |
| Sabin | X | | |
| Wheeler-Nichols | X | | |
| Woodruff | X | | |

Director Sabin noted the County of San Luis Obispo will continue using the Association as a COVID-19 testing site. CDFA has waived the rental fee but approved a consumable fee to be charged to the County. She said upcoming approved events include the Christmas tree farm and Toys for Tots.

Director Sabin reported the Finance Committee recommends the staff prepare the 2021 budget reflecting a 25% capacity at Fairtime, general monthly expenses, and include the property acquisition.

Director Sabin stated that she, Director Baldwin and Interim CEO Bojorquez met with CDFA auditor, Jason Jones, via Zoom to discuss the findings of the 2019 audit of which were not overly concerning. The Association will have a "qualified" audit as it did not report OPEB liability at the end of 2019. Director Boneso asked if the State can provide a better understanding of what exactly the OPEB liability reflects. Interim CEO Bojorquez said she would reach out to the State to see if they could provide information at the next Board meeting.

Director Sabin stated she reviewed the Revenue Protection Program contract as full funding was not received by the Association as per the contract. She reported that the contract contains language that allows CFSA to pay a portion of the coverage.

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

| Board Member | Aye | No | Abstention |
|-----------------|-----|----|------------|
| Baldwin | X | | |
| Boneso | X | | |
| Borjon | X | | |
| Darway | X | | |
| Lacey | X | | |
| Lilley | X | | |
| Sabin | X | | |
| Wheeler-Nichols | X | | |
| Woodruff | X | | |

Executive Committee Report

There was no Executive Committee Report.

Agriculture Committee Report

Director Lacey noted the Ag Committee did not meet, but staff is reviewing the recommendations from the previous committee meeting and the Ag Advisory Committee will be meeting to discuss current 4-H and FFA club enrollment and the 2021 livestock show and sale. She added several Fairs have already reported a virtual show and sale in 2021. Staff will send out a newsletter to Ag Advisors and 4H Leaders once final decisions are made.

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

| Board Member | Aye | No | Abstention |
|-----------------|-----|----|------------|
| Baldwin | X | | |
| Boneso | X | | |
| Borjon | X | | |
| Darway | X | | |
| Lacey | X | | |
| Lilley | X | | |
| Sabin | X | | |
| Wheeler-Nichols | X | | |
| Woodruff | X | | |

Operations Committee Report

Director Lilley stated he is updated by Interim CEO Bojorquez regarding the various operations and improvements happening on the grounds.

It was moved by Director Lacey, seconded by Director Darway and unanimously carried to approve the Operations Committee Report as presented.

| Board Member | Aye | No | Abstention |
|-----------------|-----|----|------------|
| Baldwin | X | | |
| Boneso | X | | |
| Borjon | X | | |
| Darway | X | | |
| Lacey | X | | |
| Lilley | X | | |
| Sabin | X | | |
| Wheeler-Nichols | X | | |
| Woodruff | X | | |

Fair Programs Committee Report

Director Boneso reported that the Fair Programs Committee did not meet.

Director Lilley asked if the Association should consider moving the previously booked Frontier Stage acts to the Main Grandstand if the Fair can occur at 25% capacity. Director Boneso responded he would reach out to the Association's entertainment partners Ron Pateras, Jerry Mickelson, and Mike Evans to discuss.

It was moved by Director Darway, seconded by Director Woodruff, and unanimously carried to approve the Fair Programs Committee Report as presented.

| Board Member | Aye | No | Abstention |
|-----------------|-----|----|------------|
| Baldwin | X | | |
| Boneso | X | | |
| Borjon | X | | |
| Darway | X | | |
| Lacey | X | | |
| Lilley | X | | |
| Sabin | X | | |
| Wheeler-Nichols | X | | |
| Woodruff | X | | |

Marketing Committee Report

There was no Marketing Committee Report.

HEAP/Motel 6 Discussion

Director Boneso stated he requested the agenda item as the Board should be aware and discuss how the addition of the homeless shelter at the previous Motel 6 location could potentially affect the Association due to the proximity to the fairgrounds. Interim CEO Bojorquez stated that the ECHO program is a great program. She noted there may be concerns with regards to the homeless that do not pass the ECHO standards and are not allowed access to the shelter.

Director Woodruff noted an ECHO board meeting is planned for this evening and she will reach out to them with the concerns of communication to the community.

2021 Fair Discussion

Interim CEO Bojorquez reported staff met yesterday to discuss options as the county would need to be in the yellow tier for 25% capacity. Staff discussed the core values of the fair and the best programming to utilize the entire fairgrounds.

Staff Reports

The following items were presented by Association staff as informational items:

1. Kim Daily – Box Office and Administration Office Report

Working 2021 programming and collection of JLA buyer's payments from the Junior Livestock auction.

2. Chico Cerda – Maintenance Report

Continuing to work on the panic hardware installations and vehicle maintenance while maintaining the facility.

3. Mike Esser – Electrical Report

Continuing the focus on reducing our electrical expenses.

4. Tisha Tucker – Interim Events and Exhibits Department Report

The Association entered a five-year contract with the California Reined Cow Horse Association. Thank you to Borjon Auto center for their support.

5. Ricky Brown – Exhibits Report

Ribbons are going out to 2020 participants. The Amateur Home Wine Competition on December 4th.

4. Sabrina Sakaguchi – Commercial and Concessions Department Report

No Report.

5. Tom Keffury – Sponsorship Report

Allflex has agreed to sponsor the Junior Livestock ear tags for 2021.

6. Caitlin Stanton – Marketing Report

Working with Sabrina Sakaguchi in promoting commercial vendors.

B. Management Report

Interim CEO Bojorquez presented the following informational items:

1. The virtual WFA Conference will be held January 4-6, 2021.
2. Kim Daily and Interim CEO Bojorquez attended the virtual Manager Conference on November 3-5, 2020. There was much discussion regarding funding and the absence of support from the State.
3. Interim CEO encouraged Board Members to attend the last session of the CDFA collaboration regarding the transition of Fairs on November 23rd 1:00 – 2:30.
4. Interim CEO Bojorquez was asked to provide an update on the 2021 year at Travel Paso's Board Meeting Tuesday, October 20th.
5. The Administration and Maintenance offices will be closed the week of November 23rd – 27th
6. The Administration and Maintenance offices will be closed beginning Monday, December 14th thru Sunday, January 3rd, 2021.
7. Courtney Lucas has given her notice and her last day will be on Friday, December 11th
8. The next Board Meeting is scheduled for Wednesday, December 16th, 2020.

C. Items to be Added to the Next Agenda

Election of Officers
Delegation of Authority

D. The next Board Meeting is Wednesday, December 16, 2020 at 9:30 am.

E. Director's Discussion

Directors wish the staff a Happy Thanksgiving holiday.

Director Sabin thanked the Exhibits Department for the presentation and ribbons her children received in the mail.

Director Lacey said she received great feedback from exhibitors regarding the Exhibits ribbons.

Director Baldwin wished Courtney Lucas good luck on her new adventure and endeavors.

Director Baldwin appointed Directors Lacey and Borjon to the Nominating Committee for Officers.

Closed Session

The Board is permitted to meet in closed session to discuss:

A. Real Property (Gov. Code § 11126.3)

B. Personnel (Gov. Code § 11126.1)

There was no Closed Session held.

Adjournment

With there being no further business, the meeting was adjourned at 11:06 am.

Respectfully submitted and approved by:

David Baldwin, President

Colleen Bojorquez, Interim CEO

Dated: _____