

MINUTES OF THE BOARD OF DIRECTORS MEETING OF THE 16<sup>TH</sup> DISTRICT AGRICULTURAL ASSOCIATION, CALIFORNIA MID-STATE FAIR, HELD WEDNESDAY FEBRUARY 19, 2020 IN THE SKYBOX AT THE CALIFORNIA MID-STATE FAIR IN PASO ROBLES, CA.

- Present: Directors Baldwin, Boneso, Borjon, Darway, Lacey, Lilley, Sabin, Wheeler-Nichols, Woodruff, and CEO Bradley
- Guests: Michael Torgerson, Heritage Foundation Chair  
Deana Nelson, Heritage Foundation CFO  
Brenda Fletcher, Heritage Foundation Board Member  
Brent Burchett, Executive Director SLO County Farm Bureau  
Tom Keffury, Fair Staff  
Kim Daily, Fair Staff  
Tisha Tucker, Fair Staff  
Ricky Brown, Fair Staff  
Mike Esser, Fair Staff  
Sabrina Sakaguchi, Fair Staff  
Colleen Bojorquez, Business Assistant

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

Director Baldwin asked Director Lilley to lead the flag salute.

Introduction of Guests:

Director Baldwin introduced Michael Torgerson, Heritage Foundation Chair; Deana Nelson, Heritage Foundation CFO; and Brenda Fletcher, Heritage Foundation Board Member. Fair Staff Ricky Brown, Tisha Tucker, Mike Esser, Sabrina Sakaguchi, Tom Keffury, and Kim Daily arrived after introductions.

Approval of Absences:

There were no absences.

Approval of Minutes

Director Sabin noted the January minutes should reflect she reported the correction to the December minutes as “no” staff reports.

It was moved by Director Sabin, seconded by Director Darway, and unanimously approved to approve the minutes from the January 15<sup>th</sup> Board Meeting, with the amendment that Director Sabin corrected the December 18<sup>th</sup> minutes.

Board Member	Aye	No	Abstention
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lacey	X		
Lilley	X		
Sabin	X		

Wheeler	X		
Woodruff	X		

Public Comment:

Deana Nelson and Brenda Fletcher thanked the Board for each being honored at the Annual Dinner.

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
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lacey	X		
Lilley	X		
Sabin	X		
Wheeler	X		
Woodruff	X		

Old Business

A. Strategic Plan/Master Plan

There was no report.

New Business

A. Committee Reports

Heritage Foundation Report

Mike Torgerson introduced himself as the new Heritage Foundation Chair. Brenda Fletcher noted membership renewal is open and there are currently 87 on the waiting list. Deana Nelson reported the Paso Pavilion loan is down to \$1,406,000 and they have received the funds from the James Braebeck Youth Legacy Foundation (JBYLF) which will fund a project (yet to be determined) to support 4H and FFA programs.

Heritage Foundation Liaison Report

Director Wheeler-Nichols reported the Heritage Foundation is currently working on plans for the Hugh Pitts Memorial Fund project which includes meeting with CDFA and researching various compliance issues. She noted the JBYLF funds were received and a Heritage Foundation committee will be formed to formulate a plan for the funds.

Finance Committee Report

Director Darway reported on the Finance Committee meeting held prior to the Board Meeting. He said the Committee reviewed draft January financials. The beginning Net Resources amount was an estimated number due to finalizing year-end journal entries and closing entries. The 2019 Statement of Operations must be completed by April 6<sup>th</sup> and staff will present this report at the March 18<sup>th</sup> Board Meeting. He noted staff estimates a profit of at least \$250,000 for the 2019 year.

Director Darway said the Committee reviewed the December 2019 and January 2020 cost analysis as an informational item.

Director Darway said the Committee, per State accounting guidelines, approved writing off the 2018 stale dated checks from the General, Horse Show, and Payroll accounts, and the 2017 checks from the Premium accounts totaling \$2,490.79. He noted the Committee approved establishing \$4,821.00 in doubtful accounts and writing off \$2,470.00 of doubtful receivables which are 10 years old.

It was moved by Director Lacey, seconded by Director Sabin, and unanimously carried to approve the write-off of stale dated checks totaling \$2,490.79, establishing \$4,821.00 in doubtful accounts, and writing off \$2,470.00 of doubtful receivables which are over 10 years old.

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

It was moved by Director Lacey, seconded by Lilley, 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	X		
Woodruff	X		

Executive Committee Report

Director Baldwin reported on the Executive Committee meeting held February 18<sup>th</sup>. The Committee reviewed the 2020 Association goals and were updated on the SB 5/Deferred Maintenance grant monies.

Director Baldwin said he would like to pursue as President the opportunity for Big Brothers Big Sisters to become involved in the operations of the Fair. He believes a mentor program with exhibitors in Ag Programs, 4H and FFA, and Jr. Fairboard would be very beneficial to the community. Director Baldwin noted the Executive Committee met in Closed Session to discuss personnel. No action was taken.

It was moved by Director Lilley, seconded by Director Woodruff, and unanimously carried to approve the Executive Committee report as presented.

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

Agriculture Committee Report

Director Sabin reported the Agriculture Committee meeting that met February 10<sup>th</sup>. Director Sabin reported staff along with Directors Baldwin and Lacey met with Wood-Claeysens (WC) Foundation regarding the Junior Livestock Auction and Add-ons. CEO Bradley said the Association will be providing analysis of each species regarding purchase prices, cost to raise the animal and prepare it to show, and a net profit for the exhibitor as requested by WC. Director Boneso expressed his concern with the public's perception that the Association is setting the floor price. Director Lacey said WC requested information and staff has been instructed to present the data.

Director Sabin reported CEO Bradley provided a 2020 Junior Livestock Auction budget for information.

Director Sabin said the Ag Committee recommends Pete Clark as the 2020 Country Rodeo Honoree.

It was moved by Director Lacey, seconded by Director Wheeler-Nichols, and unanimously carried to approve the Agriculture Committee report as presented, and to select Pete Clark as the 2020 Country Rodeo Honoree.

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

### Operations Committee Report

Director Baldwin reported on the Operations Committee meeting held after the Board Meeting, January 15<sup>th</sup>. He said the Association received word from the State that the SB 5 funds for the Estrella Hall project was approved at \$1.4 million and is classified as a "Deferred Maintenance" project, which is less restrictive and allows for more funding options. CEO Bradley noted the Association is awaiting an agreement from CDFA and once it is signed the RFP process can begin.

Director Baldwin said the Operations Committee reviewed the 2020 capital improvement and deferred maintenance projects as informational items. He noted the Committee asked staff to prioritize the projects and bring them back to the Committee. Director Baldwin said the Committee discussed the Marketplace RFP and toured the grounds.

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
Baldwin	X		
Boneso	X		
Borjon	X		
Darway	X		
Lacey	X		
Lilley	X		
Sabin	X		
Wheeler	X		
Woodruff	X		

### Fair Programs Committee Report

There was no Fair Programs Committee Report.

### Marketing Committee Report

Director Woodruff reported on the Marketing Committee meeting held Tuesday, February 18<sup>th</sup>. She reported the Committee received an update from staff regarding the 75<sup>th</sup> Anniversary celebration elements and discussed Fairtime and Non-Fair Marketing plans. Tisha Tucker said she met with the Wine History Group who is interested in being involved and the State Parks who would like to include Hearst Castle in some exhibit programming as they are celebrating it's 100<sup>th</sup> anniversary this year. Director Woodruff said the Committee recommends approval of the Paso Robles Event Center Marketing Plan and the Ca. Mid-State Fair Marketing Plan as presented noting the only change from the last meeting was moving the Estrella Hall project to a top priority due to the receipt of funds from the State. Tom Keffury noted the CMSF Marketing plan include four major items, additional to the entertainment, that will be marketed (Carnival hours, 75<sup>th</sup> Anniversary, Cattle Drive, and new "Marketplace") using marketing budget dollars and then 52 items that will be provided to the media throughout the Fair to gain coverage of events that do not normally get covered (livestock shows, horse shows, and various programmatic activities).

It was moved by Director Boneso, seconded by Director Darway, and unanimously carried to approve the Paso Robles Event Center Marketing Plan and the Ca. Mid-State Fair Marketing Plan as presented.

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

Director Woodruff said the Committee discussed future entertainment announcements and on sale dates with the consideration of announcing and selling as soon as an act is book rather than wait until Annual Dinner to announce. Tom Keffury noted the discussion included the amount of staff time needed to prepare for earlier on sales.

It was moved by Director Wheeler, seconded by Director Boneso, and unanimously carried to approve the Marketing Committee report as presented.

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

### Scholarship Committee Report

Director Baldwin said the Scholarship Committee will now be a Task Force (Directors Darway and Lacey). Brent Burchett said the Foundation for Ag Awareness met last week and suggested a new MOU with the Association. Director Lacey said the Task Force will met with the Foundation and clarify what funds are available, how the funds are generated, how the funds can be used, and then discuss a plan for use of the funds moving forward.

### C. Task Force Committee Reports

#### “The Marketplace” Task Force Report

Director Borjon reported the Task Force (Directors Borjon and Woodruff) along with staff reviewed two (2) bids for “The Marketplace” and yesterday was the end of the protest period. He reported the Heritage Foundation received the bid and the area will be “The Silo” with a “Tin City” feel. CEO Bradley said the conceptual drawings presented in the RFP will be provided at the next Board Meeting. Director Borjon noted the second bidder, 15C, also had some great ideas that can be implemented in the current Mission Square area. The Task Force recommends the Association allocate monies to improving the Mission Square area and partner with 15C to get more customers.

It was moved by Director Sabin, seconded by Director Lilley, and unanimously carried to approve "The Marketplace" Task Force Report as presented.

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

D. Annual Dinner Review

Director Baldwin postponed the Annual Dinner Review to the March 18<sup>th</sup> Board Meeting.

E. Committee and Task Force Assignments

Director Baldwin presented the 2020 Committee Assignments, copy of which is attached hereto.

F. Check Signing Authorization

This is annual policy to review and update, when there is change in Presidency, or when necessary. Authorizing check signers (Lacey, Baldwin, and Bradley) by adoption of a resolution. Check signing authorization is on behalf of the 16<sup>th</sup> District Agricultural Association with any check written over the amount of \$15,000 shall require two (2) signatures. Historically, check signers are the CEO, Board President, and at least one (1) other Board member who lives in close proximity to the Paso Robles Event Center. Colleen Bojorquez would remain as an authorized check signer with a limit of \$500.00.

It was moved by Director Darway, seconded by Director Wheeler-Nichols, and unanimously carried to approve Directors Lacey, Baldwin, and Bradley to be authorized to sign checks on behalf of the Association. Any check written over the amount of \$15,000 shall require two (2) of the signatures.

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

Matters of Information

A. Staff Reports

Colleen Bojorquez presented a leather lanyard that created and will be presented to all living Hall of Fame inductees.

### B. Manager's Report

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

1. Form 700 – Due April 1<sup>st</sup>. Please have the completed form to Colleen by the next Board meeting, **March 28<sup>th</sup>**.
2. Upcoming Interim Events:
  - a. Simply Clear Marketing Home and Garden Show, February 22<sup>nd</sup> and 23<sup>rd</sup>
  - b. Cattlemen's Spring Meeting, February 20<sup>th</sup>
  - c. Voting, March 3<sup>rd</sup>
  - d. Friends of the NRA Dinner, March 7<sup>th</sup>
  - e. Pacific Coast Cutting Horse, March 10<sup>th</sup> through March 15<sup>th</sup>
  - f. Deleon Private Party, March 14<sup>th</sup>
  - g. Salinas Genetics Pig Sale, March 14<sup>th</sup>
  - h. Charmayne Jones Clinic, March 20<sup>th</sup> through March 22<sup>nd</sup>
  - i. WiVi, March 24<sup>th</sup> and 25<sup>th</sup>
  - j. Early Bird Swap Meet, Every Saturday
3. DNA packets are now available for purchase. Cost to exhibitors is \$7 per packet and every market animal must be DNA cataloged.
4. Entries are now open for the Home Wine Making Competition and the Central Coast Olive Oil Competition.
5. Staff had very productive meetings at the WFA Conference with our Carnival partners, Roger Sharp, Brad Tilman, CFSA, Flying U Rodeo, CDFFA and the Division of Fairs and Expositions.
6. Staff met with Fire Chief Stornetta to establish a three-year agreement for EMT services during the Fair. We will be extending the two CHP agreements for three years, as well.
7. Staff has secured a five-year agreement with WiVi which includes some investment in the facility over the term of the contract.
8. We are resubmitting our proposal to the NRCHA Derby show in June which will include a \$30,000 sponsorship commitment to be used at their discretion for three-years (2021-2023). The sponsorship was a result of the efforts of Sandy Collier.
9. CEO Bradley and Director Lilley and their spouses will attend the 100<sup>th</sup> Paso Robles Chamber of Commerce Gala on February 29<sup>th</sup>.
10. CEO Bradley and President Baldwin, along with staff members, Chico Cerda, Mike Esser, and Colleen Bojorquez, participated in a conference call with members of CDFFA, CCA, and F&E staff



to review general and specific requirements for the grand funding awarded to the Association for the Estrella Hall project. Paperwork will begin in early March for the \$1.4 million project grant.

11. CEO Bradley will be in Sacramento at the WFA Board meeting on February 26<sup>th</sup> and 27<sup>th</sup>. He has scheduled to meet with CCA and the State Fire Marshall's office.
12. IAFE released the top 100 Fairs in North America and ranked the Ca. Mid-State Fair 47<sup>th</sup> for 2019.
13. Parking Revenue: \$350 (2019 -- \$0)
14. RV Revenue: \$250 (2019 -- \$45)
15. Next Board Meeting, Wednesday, March 18<sup>th</sup>, 2020 at 9:30 a.m. (Finance will meet before at 8:30 a.m.)
16. Entertainment Update
17. Future Agenda Items: Strategic Plan

CEO Bradley reported the community has come together, with the help of Sandy Collier, Director Lacey, and Director Borjon, to sponsor the National Reined Cow Horse Association Derby.

#### C. Items to be Added to the Next Agenda

The Annual Dinner will be added to the next agenda.

D. The next Board Meeting is Wednesday, March 18<sup>th</sup> at 9:30 am.

#### E. Director's Discussion

There was no discussion

Recess at 11:36 am

#### Closed Session

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

#### Reconvene

Closed session was informational only.

#### Adjournment

With there being no further business, the meeting was adjourned at 12:30 pm.

Respectfully submitted:

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Michael H. Bradley, CEO

Approved by:

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David Baldwin, President

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