

MINUTES OF THE BOARD OF DIRECTORS MEETING OF THE 16<sup>TH</sup> DISTRICT AGRICULTURAL ASSOCIATION, CALIFORNIA MID-STATE FAIR, HELD WEDNESDAY MARCH 18, 2020 IN THE SKYBOX AND VIA CONFERENCE CALL AT THE CALIFORNIA MID-STATE FAIR IN PASO ROBLES, CA. DUE COVID-19 STATE MANDATED MEETING LIMITATIONS.

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

Guests: Michael Torgerson, Heritage Foundation Chair  
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 9:40 am by President Baldwin. President Baldwin noted all staff and Board members at the Paso Robles Event Center are keeping the appropriate amount of distance from each other in accordance to the State of California COVID-19 social distancing guidelines.

Director Baldwin asked CEO Bradley to lead the flag salute.

Introduction of Guests:

Director Baldwin introduced fair staff Tisha Tucker, Tom Keffury, and Kim Daily. Michael Torgerson entered the call after introductions.

Approval of Absences:

There were no absences.

Approval of Minutes

It was moved by Director Borjon, seconded by Director Lacey, and unanimously approved to approve the minutes from the February 19<sup>th</sup> Board Meeting.

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:

There was no public comment.

Consent Agenda:

It was moved by Director Darway, seconded by Director Sabin, 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

There was no Heritage Foundation Report.

Heritage Foundation Liaison Report

Director Wheeler-Nichols reported Dave Belmont will be overseeing the Heritage Foundation concessions, Debbie Dusi will be taking over elections for the rest of the year, and Susan Beebe will be updating the website. She noted the Foundation is looking at replacing the balcony seat covers and there are currently 98 on the membership waitlist. She reported the Heritage Foundation is looking for \$1,000 sponsors for food in the Heritage Foundation Suite during Fair.

It was moved by Director Boneso, seconded by Director Sabin, and unanimously carried to approve the Heritage Foundation Liaison 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		

Finance Committee Report

Director Sabin reported on the Finance Committee meeting held prior to the Board Meeting. She said the Committee reviewed the final draft of the January financials.

It was moved by Director Wheeler-Nichols, seconded by Director Borjon, and unanimously carried to approve the January 2020 Financials 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		

Director Sabin said the Committee reviewed the February 2020 Financials. She said the Finance Committee will review the 2020 budget as COVID-19 restrictions have greatly impacted the Non-Fair revenue. Tisha Tucker presented a report of the events that have been cancelled or postponed including the Santa Lucia Rockhounds, AIDS Cycle, Firestone Walker Beer Fest, and Great Western Bonanza. Director Sabin noted the Committee suggested holding off on purchasing the property at this time.

It was moved by Director Boneso, seconded by Director Woodruff, and unanimously carried to approve the February Financials 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		

CEO Bradley provided the 2019 Statement of Operations year-end report explaining the reports is a draft as it will be reviewed and approved by the Division of Fairs and Expositions. Colleen Bojorquez noted the Association had a great Fair resulting in a positive net effect; however, per State accounting requirements the entire PERS loan liability had to be recorded as a liability and greatly reduced the amount recorded to the net reserve. Director Sabin reminded the Board of a motion to approve up to 50% of the year-end net effect be allocated to fund deferred maintenance projects. She said in light of the COVID-19 and the effect on interim events, the Finance Committee will review the budget and bring considerations back to the

Board. She noted the Pension Liability was also discussed and Director Baldwin suggested a call from the Division of Fairs to help explain the overall effect. Director Sabin said the February Event Cost Analysis were reviewed as informational items.

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	X		
Woodruff	X		

Executive Committee Report

There was no Executive Committee Report.

Agriculture Committee Report

There was no Agriculture Committee Report.

Operations Committee Report

Director Lilley reported on the Operations Committee meeting held after the Board Meeting, February 19<sup>th</sup>. He said CEO Bradley reviewed the deferred maintenance and strategic plan projects as informational items.

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 Monday, March 16<sup>th</sup>. She reported the Committee received an update from staff regarding the 75<sup>th</sup> Anniversary celebration elements and discussed COVID-19 protocols. Tom Keffury said statements regarding the Association's response to COVID-19 are on the website and have been sent to all exhibitors and interim partners. CEO Bradley said the COVID-19 protocols change daily and the Association is working with WFA, CDFA, and Office of Emergency Services to keep up to date. Director Woodruff reported the maintenance staff have upgraded the restrooms with hot water heaters, signage about washing hands, and sanitizers have been added to all building entrance and exits.

It was moved by Director Sabin, seconded by Director Borjon, 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		

C. Task Force Committee Reports

Ag Awareness Funds Task Force Report

Director Darway said a new MOU between the Association and SLO Ag Awareness was signed and is attached. He noted it was agreed the funds raised by the Association during the Annual Dinner would be combined with the existing funds generated by the SLO County Ag Awareness and CMSF Heritage Foundation Crab Feed. The funds are used for scholarships awarded to SLO County exhibitors who have participated in Ca. Mid-State Fair activities.

D. Annual Dinner Review

Director Baldwin postponed the Annual Dinner Review to the April 15<sup>th</sup> Board Meeting.

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. Form 700 – Due April 1<sup>st</sup>. Please get the completed form to Colleen today, March 18<sup>th</sup>.

2. Two statements regarding the novel Coronavirus pandemic have been posted. One is for the 2020 Fair and the other is dedicated to interim events. Both will be updated as conditions change and modify as we deal with this global issue. Both documents have been distributed to staff and Board Members. Our priority is for the safety and health of all staff, guests, volunteers, partners, and community. Each statement can and will be utilized for ongoing communication. WE have been in communication with the City of Paso Robles, PRWCA, Travel Paso, The Downtown Merchants Association, The Paso Robles Chamber offices, the County Board of Supervisors via John Peschong, CDFA, the San Luis Obispo County Office of Public Health, and our Fair industry representatives with WFA, IAFE, and CFSA.
3. Notification of our 2020 Fair Statement has gone to all Livestock and Still Exhibit entrants as well as 4-H and FFA leaders.
4. Although the Coronavirus pandemic has resulted in several events at the PREC (and many other locations) either cancelling, postponing, or rescheduling, some are continuing to proceed under the guidelines as required by Public Health Organizations. Staff is working diligently with each event organizer to ensure they have every opportunity to produce the event, cancel, or reschedule for a future date.
5. Work on "The Silo" is progressing nicely at the venue (previously known and the Marketplace) as Brett Butterfield and the Heritage Foundation continue to make improvements for this important site at our facility and for the Fair.
6. Staff members Chico Cerda, Mike Esser, and Brian Roberts participated in a statewide maintenance training program for Fairs in February called "Maintenance Mania". The event was held at the OC Fairgrounds in Costa Mesa.
7. The Wood-Claeysens Foundation has received our data outline as discussed for Jr. Livestock projects. The Foundation is scheduled to have their Spring Annual Meeting on March 19, 2020 at their offices in Santa Barbara.
8. The Pacific Coast Cutting Horse Association just completed their show Sunday. The event was very successful, and entries were up from the prior two years.
9. On Friday, March 13 a very productive meeting was held with all staff and Steve Guarino, the Division Chief of the State Fire Marshalls office. Steve and CEO Bradley met in Sacramento in February to plan for the meeting. Steve included our local Fire Marshall staff as well during our gathering on Friday. The results were very good with all layouts of the fair being reviewed and many of the variances allowed for in 2019 being continued for 2020 as well as other considerations that are necessary. This ongoing positive relationship promises to be very fruitful as we move into the 2020 fair and beyond. As a side note, CEO Bradley has been asked to serve on a statewide Fair Task Force that includes Steve Guarino to resolve the 20' set back requirements and other ongoing solutions for fairs. CEO Bradley and Terry O'Farrell have also met with Assembly Member Cunningham to provide solutions for legislative options within the Fire Code. The Assemblyman is very encouraged and will be working closely with leadership of the California Joint Fairs Committee of the Assembly and Senate.
10. The 2020 Showcase of Cities solicitation for entries has begun with announcement to the cities of the 75<sup>th</sup> Anniversary Celebration.

11. Livestock Handbooks went live on our web site last month and the Still exhibit books will be live on Friday March 20. Following that on March 23 will be our Central Coast Wine Competition and other beverage handbooks. The Olive Oil Competition is set for judging next month.
12. Staff has had meetings with our larger Food and beverage partners to discuss the upcoming fair and will be continuing those through the Spring.
13. The RV expansion project will begin this week.
14. We have received documents for the Estrella Hall improvement project from CDFA and will be completing those for next steps in the process.
15. Upcoming Interim Events:
  - a. Charmayne James Clinic, March 20<sup>th</sup> through March 22<sup>nd</sup>
  - b. Sheriff Posse Practice, April 8<sup>th</sup>
  - c. Extreme Backyards, April 17<sup>th</sup> through April 19<sup>th</sup>
  - d. Bird Mart, April 19<sup>th</sup>

16. Interim RV Revenue: \$6,450.00 (\$6,105.00 = 2019)

17. Interim Parking Revenue: \$1,650.00 (\$3,095.00 = 2019)

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, April 15<sup>th</sup> at 9:30 am.

E. Director's Discussion

Director Sabin thanked the Board members for calling in and following the social distance practices.

Director Baldwin thanked staff for setting up the meeting via conference call and working diligently in a difficult situation.

Director Darway expressed his concern regarding the Association's liabilities and contracts if the 2020 Fair has to be cancelled.

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

After reconvening at 12:52 pm, President Baldwin said the Board of Directors of the 16<sup>th</sup> District Agricultural Association voted unanimously to terminate CEO Bradley effective immediately. The roll call vote was as follows:

Director Baldwin	Aye
Director Boneso	Aye
Director Borjon	Aye
Director Darway	Aye
Director Lacey	Aye
Director Lilley	Aye
Director Sabin	Aye
Director Wheeler-Nichols	Aye
Director Woodruff	Aye

Effective today, Colleen Bojorquez was asked and accepted the Interim CEO position.

Adjournment

With there being no further business, the meeting was adjourned at 12:53 pm.

Respectfully submitted and approved by:

\_\_\_\_\_  
David Baldwin, President

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