

MINUTES OF THE BOARD OF DIRECTORS MEETING OF THE 16TH DISTRICT AGRICULTURAL ASSOCIATION, CALIFORNIA MID-STATE FAIR, HELD WEDNESDAY APRIL 15, 2020 VIA CONFERENCE CALL/ZOOM MEETING IN PASO ROBLES, CA. DUE 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 Manger
Ricky Brown, Fair Staff
Tom Keffury, Fair Staff
Chico Cerda, Fair Staff
Courtney Lucas, Fair Staff
Mike Esser, Fair Staff
Tisha Tucker, Fair Staff
Sabrina Sakaguchi, Fair Staff
Caitlin Stanton, Fair Staff
Savannah Ettestad, Fair Staff
Brenda Fletcher, Heritage Foundation
Mike Torgerson, Heritage Foundation
Deana Nelson, Heritage Foundation
Denise Stornetta, Heritage Foundation
Corey Oakley, Helm and Sons Amusements

The meeting was called to order at 9:31 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.

The flag salute was acknowledged, with no objection to forgo due to the zoom meeting format.

Introduction of Guests:

Director Baldwin introduced Mike Torgerson, Heritage Foundation Chair; Brenda Fletcher, Heritage Foundation Board Member; Deana Nelson, Heritage Foundation Board Member; Denise Stornetta, Heritage Foundation Board Member; and Fair staff Kim Daily, Ricky Brown, Tom Keffury, Chico Cerda, Mike Esser, Tisha Tucker, Sabrina Sakaguchi, Caitlin Stanton, and Savannah Ettestad. Corey Oakley, Helm and Sons Amusements, arrived after introductions.

Approval of Absences:

There were no absences.

Approval of Minutes

It was moved by Director Sabin, seconded by Director Boneso, and unanimously approved to approve the minutes from the March 20th Board Meeting.

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 Lacey, seconded by Director Darway, 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

There was no report.

New Business

A. Committee Reports

Heritage Foundation Report

Mike Torgerson stated that the membership committee met on March 19 and will recommend an extension of the membership deadline to June 1st to the Heritage Foundation Board. Brenda Fletcher noted a some returning members have not paid their membership due to the uncertainty surrounding COVID-19 restrictions and the Fair.

Heritage Foundation Liaison Report

Director Wheeler-Nichols said there was no Heritage Foundation Board Meeting this month, but she has been in contact with Brenda Fletcher for updates.

Finance Committee Report

Director Sabin reported the Finance Committee meeting met prior to the Board Meeting. She said the Committee reviewed the March financials and the 2020 budget. She noted the Committee will meet at the beginning of May to revise the budget based on the state restrictions surrounding events and COVID. Kim Daily reported she is currently working on refund processes and procedures as well as refund estimates.

It was moved by Director Boneso, seconded by Director Wheeler-Nichols, and unanimously carried to approve the March 2020 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 said the Finance Committee reviewed the Event Cost Analysis which included updates to previous event revenues and a report of the events that have been cancelled or postponed due to COVID - 19 as an informational item.

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

Director Baldwin reported the Executive Committee met April 8. He said the Committee reviewed the financial impact COVID-19 restrictions had on the Association's interim event program and the events that have canceled or rescheduled. Director Baldwin stated that the Association is temporarily postponing current promotional programming and new contracts.

Director Baldwin noted the Executive Committee received updates from the Committee Chairs as information. Director Lacey (Agriculture Committee Chair) reported staff submitted an RFP to the NRCHA for a three-year contract beginning 2021. She was pleased with the result and thanked Tisha Tucker and Caitlin Stanton for their hard work on the proposal. She noted the Agriculture Committee will meet before the next Board meeting. Director Lilley (Operations Committee Chair) said the current list of deferred maintenance items are on hold with the exception of Health and Safety items. Director Boneso (Fair Programs Committee Chair) said the Entertainment Task Force bi-weekly calls are on hold as the entertainment industry has no updates until certain restrictions are lifted. Director Sabin (Finance Committee Chair) said the Finance Committee will meet to review the 2020 Budget. Director Woodruff (Marketing Committee Chair) said marketing messages should focus on encouraging the community to proactive and the Association should remain forthcoming and as transparent as possible.

Director Baldwin said a Task Force of Director Lacey and he will be reviewing and discussing current organizational charts and civil service job classifications.

It was moved by Director Darway, seconded by Director Boneso, 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-Nichols	X		
Woodruff	X		

Agriculture Committee Report

Director Lacey reported the Association received a letter from The Wood-Claeyssens Foundation stating they would not be participating in the Junior Livestock Auction this year. Director Lacey added that they will be sorely missed, and our Junior Livestock exhibitors will need our assistance more than ever.

Interim CEO Bojorquez said staff is currently creating a Livestock Show Newsletter with the intent to provide leaders and exhibitors information and “tips and tools” when writing buyers letters.

Director Darway stated he has had discussions with various community groups and businesses who would like to form support groups specifically for the Association's livestock exhibitors. The Heritage Foundation stated they would like to brainstorm that for supporting the livestock exhibitors at the auction. Director Baldwin asked Directors Lacey and Darway and Interim CEO Bojorquez to meet with the Heritage Foundation to continue the discussion.

It was moved by Director Lacey, seconded by Director Darway, 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 said the Operations Committee has not met and the Association is continuing to work on health and safety projects at this time.

It was moved by Director Boneso, seconded by Director Lacey, 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

There was no Fair Programs Committee Report.

Marketing Committee Report

Director Woodruff reported the Marketing Committee has not met; however, the committee recognizes a change of focus and direction in the Association's marketing programming is imminent due to current Association changes and state-wide conditions.

It was moved by Director Boneso, seconded by Director Lacey, 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-Nichols	X		
Woodruff	X		

D. Task Force Committee Reports

Entertainment Task Force Report

Director Lilley reported the Entertainment Task Force met with Interim CEO Bojorquez and Deputy Manager Daily and discussed the financial responsibility and processes of the Association if entertainment contracts were canceled. Discussion regarding timing of 2-4-Tuesday Season Pass promotions was also discussed. It was agreed that the Box Office Manager should be included in discussions moving forward.

It was moved by Director Darway, seconded by Director Boneso, and unanimously carried to approve the Entertainment 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-Nichols	X		
Woodruff	X		

D. Annual Dinner Review

Interim CEO Bojorquez presented the Board with the budget and expense report as informational items. She stated that changes in the evening's programming and guest list should be discussed prior to next year's planning. Director Baldwin commented that the Board will plan to meet later this year to continue the discussion.

Resolution Regarding Delegation of Authority for 2020

Interim CEO Bojorquez said the Resolution Regarding Delegation of Authority should there be a change in CEO position.

It was moved by Director Darway, and seconded by Director Lacey, and unanimously carried to approve the following Resolution for Delegation of Authority for 2020:

Consider resolution of Delegation of Authority authorizing the CEO to execute Rental Agreements up to \$75,000 and Standard 2 Agreements for service up to \$75,000. Standard 2 Agreements for Main Grandstand entertainment would require a majority rule of the Board of the Directors of the 16th District Agricultural Association. The CEO is authorized to execute Standard 2 Agreements for Main Grandstand opening entertainment for service up to \$75,000. Any and all such executed agreements, however, would be submitted to the Board of Directors for review at

the subsequent Board meeting. The duration of the delegation would be authorized for one (1) year period of time, or upon a change in the CEO position.

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

Check Signing Authorization

Interim CEO Bojorquez said the Check Signing Authority should be reviewed upon a change in the CEO.

It was moved by Director Boneso, seconded by Director Sabin, and unanimously carried to approve authorizing check signers (Lacey, Baldwin, and Bojorquez) by adoption of a resolution. Check signing authorization is on behalf of the 16th District Agricultural Association with any check written over the amount of \$15,000 shall require two (2) signatures.

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

Matters of Information

Director Baldwin introduced Corey Oakley of Helm and Sons Amusements.

A. Staff Reports

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

1. Kim Daily – Box Office and Administration Office Report –
 Working on financial summary report for Box Office refunds to be prepared should the Fair cancel. Administration office is quiet at this time with employees partially working from home.
2. Chico Cerda – Maintenance Department Report-
 Continuing current maintenance of buildings and safety equipment.

3. Mike Esser – Carnival Lot/Electrical Report-
3rd and final phase of Carnival Lot upgrade completed.
4. Tisha Tucker – Interim Events and Exhibits Department Report-
Continuing to communicate with Interim promoters and assisting with current Livestock Department projects with the Livestock department.
5. Ricky Brown – Exhibits Report-
Department Competition handbooks are live or soon to be live. Various program deadlines are fluid and will be adjusted if needed.
6. Sabrina Sakaguchi – Commercial and Concessions Department Report-
Continuing to work and update vendors.
7. Courtney Lucas – Miss CMSF Pageant Report-
Held informational “Zoom” meeting for interested participants prior to application deadline.
8. Tom Keffury – Sponsorship Report-
Providing weekly email updates to sponsors.
9. Caitlin Stanton – Marketing Report-
Changes in marketing programming from “Fair” and “Fair activities” to promoting the Paso Robles Event Center. Responding with the Association’s official statement as inquiries increase due to additional Fairs announcing their cancelation. The Associations official statement will be updated as conditions change.

The following items were presented by Interim CEO Bojorquez as informational items:

1. Form 700 – June 1st deadline. Please get the completed form to me, if you haven’t already.
2. Received the Estrella Hall improvement project agreement from CDFA and payment will be due at the end of this month.
3. The two tower structures which flank the entrance of Fort Frontier Stage will be removed due to irreparable decay. A visual concept of the new entrance to Fort Frontier Stage was forwarded for review. Once engineering plans have been secured, the Carpenters Union have committed to provide the labor for construction. The Association’s financial obligation to the project would be to provide the necessary construction materials which could be funded through sponsorship dollars.
4. CDFA AB1499 sales tax dollars are available, with very specific restrictions. After reviewing, at this time I do not believe the Association will apply for the funding.
5. Differed maintenance projects are on hold at this time until further notice.
6. Community events at Fair to celebrate the Class of 2020 may be included in programming during Fair. Marketing outreach to the students, parents and the community will be prepared.

7. The Sheep Show, which is held the first three days of Fair, has been canceled and the Association has received no negative feedback at this time regarding the cancelation.
8. New CDFA requirement: A Release and Waiver of Liability Agreement must be completed and signed by anyone, who is not an employee of the Association, prior to entering the Associations property.
9. Pick-up of Livestock DNA test packets is scheduled for tomorrow in the Administrations Office. All safety, social distancing, and CDFA waiver requirements will be in place.
10. We need to reach out to family and friends, while families are home, to go on-line and enter in the Exhibits Department. Director Lacey commented that exhibitors, at other Fairs, who enter in the Livestock Department are also required to submit an entry into the Exhibits Department.
11. Lastly, I am scheduling individual meetings with staff to discuss professional growth and goals.

C. Items to be Added to the Next Agenda

No items to be added to the next agenda.

D. The next Board Meeting is Wednesday, May 20, 2020 at 9:30 am.

E. Director's Discussion

Director Boneso stated the first meeting with new leadership went well, we are moving forward thanks to the staff.

Directors Lilley, Sabin, Wheeler-Nichols, Borjon and Woodruff expressed their agreement and again thanked the staff .

Director Lacey commented she will be meeting with Interim CEO Bojorquez to review and discuss the Association's organizational chart and civil service classifications.

Director Darway expressed his appreciation to the staff and added that scholarship applications for the SLO County Foundation of Ag Awareness will be extended due to only receiving six applications thus far.

Director Baldwin thanked all staff and Interim CEO Bojorquez for doing a great job following the recent difficult situation. He expressed that he appreciated the confidentiality and the professionalism shown. Lastly, he commented that we need to remember to be diligent in following all social distancing and shelter-at-home guidelines.

Adjournment

With there being no further business, the meeting was adjourned at 11:53 pm.

Respectfully submitted and approved by:

David Baldwin, President

Colleen Bojorquez, Interim CEO

Dated: _____