

MINUTES OF THE BOARD OF DIRECTORS MEETING OF THE 16<sup>TH</sup> DISTRICT AGRICULTURAL ASSOCIATION, CALIFORNIA MID-STATE FAIR, HELD WEDNESDAY, JULY 15, 2020 VIA CONFERENCE CALL/ZOOM MEETING IN PASO ROBLES, CA. DUE COVID-19 STATE MANDATED MEETING LIMITATIONS.

Present: Vice-President Sabin, Boneso, Borjon, Lacey, Lilley, Wheeler-Nichols, Woodruff, and Interim CEO Bojorquez

Absent: Directors Baldwin and Darway

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

The meeting was called to order at 9:30 am by Vice President Sabin, due to President Baldwin's absence. Vice President Sabin 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 Sabin acknowledged and thanked all guests who were attending on the Zoom meeting format.

Approval of Absences:

It was moved by Director Woodruff, seconded by Director Lilley, and unanimously carried to approve the absences of Director Baldwin and Director Darway who were out of town.

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

Approval of Minutes

It was moved by Director Lacey, seconded by Director Wheeler-Nichols, and unanimously carried to approve the minutes from the May 28<sup>th</sup> and June 17<sup>th</sup> Board Meetings.

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

Public Comment:

There was no public comment.

Consent Agenda

Interim CEO Bojorquez presented the Heritage Foundation Agreement and noted the contract historically has been 10 years, but this contract is an additional 6 months due to June 30<sup>th</sup> being an inopportune time for both organizations to negotiate due to Fair. The new contract will end December 31<sup>st</sup>, 2030.

Director Boneso stated the contract does not give the Association has the authority to prioritize capital projects or future projects. Interim CEO Bojorquez stated that it was written to be general and not bind the Association to certain projects. Director Sabin added that provisions are in place that both parties can meet as needed, to amend the agreement. She suggests the Association and Heritage Foundation meet once a year to discuss project listings.

It was moved by Director Lacey, seconded by Director Woodruff, and carried to approve the Consent Agenda according to the following votes:

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

Old Business

A. Strategic Plan/Master Plan

There was no report.

New Business

Heritage Foundation Report

Mike Torgerson thanked the Board for approving the Heritage Foundation agreement.

Brenda Fletcher stated that the Heritage Foundation membership is now closed. She was pleased the membership renewals are close to normal renewal averages as the Heritage Foundation supports the Association year-round regardless of the status of the annual California Mid-State Fair event. She said members who chose not to renew their 2020 membership will be placed on a waiting list for 2021. Mike Torgerson stated the Heritage Foundation Board is currently working on this communication.

Heritage Foundation Liaison Report

Director Wheeler-Nichols stated that there was no report at this time.

Finance Committee Report

Director Sabin reported on the Finance Committee meeting was held on the Monday, July 13<sup>th</sup>. She said the Committee reviewed the June financials including the balance sheet, income and expense statement, and supporting documents. Interim CEO Bojorquez stated the chargebacks were forwarded to credit card merchant services and will be reversed as the monies have been returned.

It was moved by Director Lacey, seconded by Director Wheeler-Nicholas, and unanimously carried to approve the May 2020 Financials as presented.

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

Director Sabin reported the Finance Task Force (Directors Sabin and Borjon) have not met but are receiving updates from staff regarding possible sponsorship opportunities. She noted two (2) donations have been received by the Association: 1) by Randy and Nancy Flamm to help the Association through the COVID-19 crisis, and 2) by the Wheeler Foundation, a donation to the Heritage Foundation for Health and Safety projects.

Director Sabin stated the interim event schedule was provided to the Finance committee as an informational item. Interim CEO Bojorquez will forward the schedule to the entire Board for review.

It was moved by Director Lacey, seconded by Director Borjon, and unanimously carried to approve the Finance Task Force report as presented.

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

Executive Committee Report

There was no Executive Committee Report presented.

Agriculture Committee Report

Director Lacey reported the Livestock Department has held several meetings and on Monday, June 15<sup>th</sup> met with the Agriculture Committee to discuss the Junior Livestock Show and Sale. The decision was made to move forward with a virtual livestock show and sale. The Committee has reached out to Hailey Rose Switzer to produce the show and sale for the Association, keeping within the previously set livestock dates and budget. A newsletter will be produced to assist livestock buyers with the new registration and buying process. Director Borjon commented the Association is offering disposition options unlike other Fairs and is providing support to the exhibitors in this unprecedented time. Director Lacey noted the Industrial Arts program will continue plans for a show and sale later in the fall.

Interim CEO Bojorquez added the Association is in the process of restructuring the Award Sponsorship program to move away from individual award sponsors and move towards award sponsorship levels. She added that the livestock commission rate will remain as stated in the Livestock Competition Handbook (7.25%).

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 (Absent)			
Boneso	X		
Borjon	X		
Darway (Absent)			
Lacey	X		
Lilley	X		
Sabin	X		
Wheeler-Nichols	X		

Woodruff	X		
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Operations Committee Report

There was no Operations Committee Report.

Fair Programs Committee Report

Director Boneso reported that the Committee has not met, but staff has been in contact with the Entertainment Task Force with regards developing Covid -19 language for entertainment contracts.

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

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

Marketing Committee Report

There was no Marketing Committee Report.

Staff Reports

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

1. Kim Daily – Box Office and Administration Office Report –  
 Finalized all chargebacks and reversals with Merchant Services.  
 Junior Livestock Virtual Buyers Pre-Registration link is ready. The link is available in the Virtual Buyers Guide.
2. Tisha Tucker – Interim Events and Exhibits Department Report-  
 Olive Oil Competition – 85 entries were submitted for the competition  
 Currently meeting with a group interested in booking a horse show at our facility. Tisha will reach out to the NRCHA on behalf of the Association for clarification on their revised RFP notification dates.
3. Ricky Brown – Exhibits Report-  
 Finalizing the virtual Exhibits show. Completing set up of virtual Livestock auction and show.
4. Sabrina Sakaguchi – Commercial and Concessions Department Report-

Vendors appreciated the opportunity to participate in the Fair Food Fix and Wheels and Reels events.

5. Tom Keffury – Sponsorship Report-  
Working to secure a large corporate sponsor.
6. Caitlin Stanton – Marketing Report-  
Social media for Fair Food Fix and Wheels and Reels events. Completing the Livestock Buyers Guide

#### B. Interim Manager's Report

Interim CEO Bojorquez presented the following informational items:

1. A \$45,000 donation was made to the Heritage Foundation for the Association's Health and Safety projects. These are "restricted funds" and the monies can only be used for the following projects:
  - Panic Hardware (CalFire (CF) requirement)
  - Gate for Frontier Stage (CF Requirement)
  - Alpha Fire Sprinkler Repair (CF Requirement)
  - Skybox Door (CF Requirement)
  - Rico's Door (CF Requirement)
  - Emergency Exit Signs (CF Requirement)
  - Frontier Sewer for Chill Zone (Guest Safety –Fairtime only)
  - Mule Repair (Deferred Equipment Maintenance)
  - Manitu Repair (Deferred Equipment Maintenance)
  - Knuckle Boom Repair (Deferred Equipment Maintenance)
  - Hyster Drive Steering Repair (Deferred Equipment Maintenance)

We are very fortunate to receive the donation as these items' completion is required to open in 2021.

2. Correspondence from CDFA is attached regarding: Legal Services for DAAs, Deferred Maintenance Grant Agreement update, and the budgeted augmentation for DAAs.
3. The Central Coast Wine Competition is finishing judging today. There were 85 entries up five from 2019.
4. Attached is the Junior Livestock Virtual Show and Sale schedule.
5. Our property insurance has been changed to Haas & Wilkerson.
6. "Fair Food Fix" will be July 17<sup>th</sup> through Sunday, July 19<sup>th</sup> and July 24<sup>th</sup> through July 26<sup>th</sup>. The curbside take-out food service will be available from 4:00 pm to 7:00 pm with your chance to get Jimmy's BBQ, Hot Dog on a Stick, Funnel Cakes, Kettle Corn, and more.
7. "Wheels and Reels", a Drive-In movie experience, will be the next two Saturdays, July 17<sup>th</sup> and July 25<sup>th</sup> and Sundays, July 19<sup>th</sup> and 26<sup>th</sup> in the Carnival Lot. The cost is \$20 per car with a limit

of 150 cars—first come first served. This Saturday's movie will be "Weird Science" and Sunday's movie will be "8 Seconds".

8. API has agreed to temporarily lower the cost of the Livestock Office trailer. Upon review of the layout of the area, it is likely we would not be able to place a building in the same location due to Fire Marshall requirements.
9. The 2021 Fair dates are July 21<sup>st</sup> through August 1<sup>st</sup>.
10. Future Agenda Items: CFSA Board of Directors Elector Resolution,

C. Items to be Added to the Next Agenda

Current Covid-19 requirements and restrictions from the State of California

D. The next Board Meeting is Wednesday, August 19, 2020 at 9:30 am.

E. Director's Discussion

There were no Director comments at this time

Recess at 10:57 am to Closed Session

Reconvene into Open Session

Closed Session was informational only. No action was taken.

Adjournment

With there being no further business, the meeting was adjourned at 11:43 am

Respectfully submitted and approved by:

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David Baldwin, President

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Colleen Bojorquez, Interim CEO

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