

MINUTES OF BOARD MEETING

20th DISTRICT AGRICULTURAL ASSOCIATION
Gold Country Fairgrounds and Event Center
1273 High Street, Auburn, California 95603
(530) 823-4533

MEETING DATE & LOCATION

Thursday, December 16, 2021 @ 1:00 PM
Clubhouse
1273 High Street, Auburn, CA 95603
Notice and Agenda available on the internet at www.goldcountryfair.com

TELECONFERENCE MEETING

Boards may meet by teleconference. (§11123) For the purposes of the Act, 'teleconference' means a meeting of a state body, the members of which are at different locations, connected by electronic means, through either audio or both audio and video. (§11123(b) (2)) This would include telephone conference calls, webinars, webcasts, and Skype.

Teleconference location: Auburn Host Lions Building – 1273 High Street, Auburn, CA 95603

Phone number: 530-214-9244

PUBLIC COMMENT

Any member of the public wishing to address the Board on any matter listed on this agenda has a right to do so and will be afforded such opportunity when the Board is considering that agenda item. In addition, if a member of the public wishes to address the Board on a matter not listed on the agenda, you will be given such opportunity during the Public Comment item on the agenda. The Board President has the right to limit the time for public comment to a maximum of three (3) minutes or less to proceed with the agenda of the day and/or to place the item on the agenda (as an action item) of a subsequent meeting. The total time allotted for public comment is fifteen (15) minutes maximum.

AMERICANS WITH DISABILITIES ACT

All Board meetings must be accessible to the physically disabled. Any person needing a disability-related accommodation or modification in order to attend or participate in any Board or Committee meetings or other Gold Country Fair activities may request assistance by contacting Karlee Long at Gold Country Fair Office.

AGENDA

I. CALL TO ORDER:

- A. All matters noticed on this agenda, in any category, may be considered for action as listed. Any item not so noticed may not be considered. Items listed on this agenda may be considered in any order at the discretion of the President.

II. PLEDGE OF ALLEGIANCE Director Smith

III. ROLL CALL OF BOARD MEMBERS

Director Present: Director Bedwell, Director Carson, Director Macon, President Parnell, Director Sands, Director Smith
 Directors Absent: Director Durand, Director Ebbert, and Director Johnson,
 Staff Present: Don Ales – CEO, Karlee Long – Events & Exhibits Coordinator, and Sonia Del Toro – Events & Entries Coordinator

IV. PUBLIC COMMENT:

- A. Since items under Public Comment are not listed and publicly noticed on the agenda, please be advised that the Board cannot discuss or take any action at this meeting.
- B. None to consider

V. CONSENT CALENDAR:

- A. Approval of Meeting Minutes as written:
 - 1. Board Meeting Minutes dated November 18, 2021
- B. Approval of Expenditures, Home Depot, Cal Card
 - 1. See Checks and Payments Report
- C. Approval of Monthly Financials
- D. Approval of the following Agreements
 - 1. F-31 Interim Rental Agreements: 21-114, 22-30, 22-34, 22-35, 22-36, 22-37, 22-38
 - 2. Standard Contracts: None to Consider
 - 3. Fairtime Commercial Vendor Contracts: None to Consider
 - 4. Fairtime Concession Vendor Contracts: None to consider
- E. Refunds: None to consider
- F. Excusal of Director Absences: None to consider

President Parnell asked CEO Ales if rentals are starting to increase?
 CEO Ales responded yes, but we still have some slow months.

Director Sands made a motion to accept the Consent Calendar; Director Macon seconded the motion.

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Debby Bedwell	X		
Mike Carson	X		

Julia Durand (absent)			
Dave Ebbert (absent)			
Peg Johnson (absent)			
Samia Z. Macon, DVM	X		
Luke Parnell	X		
Tim Sands	X		
Ray Smith	X		

VI. HERITAGE FOUNDATION:

A. Update: None to consider

VII. COMMITTEE AND STAFF REPORTS:

A. CEO Report:

1. Gold Country Fair Heritage Foundation MOU

a. President Parnell moved item #1 to New Business Item C. There was no objection from the board.

2. WFA Convention Update

a. CEO Ales explained that the Board was booked as a group to receive a discount. CEO Ales explained that some Heritage Foundation Members will be joining us as well.

3. Cash Reserve Status

a. CEO Ales directed the Board to page 53 of the Board Packet. CEO Ales said that the LAIF report is \$703,415.04. This is above the Board requested and approved \$350,000 cash reserve.

b. Director Bedwell asked to have a footnote of Cash Reserve for the LAIF.

c. CEO Ales explained he will note it as the Cash Reserve in the next meeting's financials.

d. Director Macon asked if the LAIF earns interest.

e. CEO Ales responded yes it does. He explained it used to be higher.

f. President Parnell asked if this is subject to the State Creditor.

g. CEO Ales said we are a signor.

h. President Parnell said that if it is subject to State Creditors then it should be a lot higher. He also expressed that the manager fees are very large. He is not sure we can do any better, but is curious.

- i. CEO Ales explained that he will look into it if this is possible.
- j. Director Sands explained we are limited to where we can invest money because it is public money.
- k. Director Bedwell asked Don to look into other investment accounts.
- l. CEO Ales said he would look into it.

B. Committee Assignments:

1. Buildings & Grounds

a. Auburn Host Lions Building

i. None to consider

2. Nomination Committee

a. President Parnell explained that Director Bedwell and Director Smith will nominate a President and Vice President for the upcoming year based on the Board Policy Manual.

b. Director Bedwell explained that the Nomination Committee first considered the Vice President and asked if she would be interested. Director Bedwell explained that the nomination committee would like to nominate Director Sands for the role of President. Director Bedwell explained that Director Sands has had years of experience. Director Bedwell noted that Director Johnson felt more comfortable staying as Vice President for another year as she recovers from her recent surgery.

c. President Parnell asked for any nominations from the floor. No nominations were made.

d. Director Sands declined to state anything.

e. There were no questions for Director Sands.

Director Bedwell made a motion to nominate Director Sands for President of the Board in the 2022 calendar year.

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Debby Bedwell	X		
Mike Carson	X		
Julia Durand (absent)			
Dave Ebbert (absent)			
Peg Johnson (absent)			
Samia Z. Macon, DVM	X		

Luke Parnell	X		
Tim Sands	X		
Ray Smith	X		

f. Director Johnson was absent to make any statements or be asked any questions.

Director Bedwell made a motion to nominate Director Johnson for Vice President of the Board in the 2022 calendar year.

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Debby Bedwell	X		
Mike Carson	X		
Julia Durand (absent)			
Dave Ebbert (absent)			
Peg Johnson (absent)			
Samia Z. Macon, DVM	X		
Luke Parnell	X		
Tim Sands	X		
Ray Smith	X		

1. Other Committee Assignments

a. CEO Ales mentioned he would like to meet with the Strategic Planning Committee after January 1st.

VIII. CORRESPONDENCE:

- A. Items provided via email to Directors with copies available at the meeting.
 - 1. PMIA/LAIF Performance Report

2. CDFA – Updated Restricted Travel List
3. CFSA has Public Entity Fairs Covered
4. CFSA Annual Meeting

IX. FINANCIALS:

- A. Finance Committee to discuss monthly finance report
 1. CEO Ales reported that the Finance Committee has met to discuss the reports.
 2. CEO Ales explained that the Balance Sheet is tracking normally. He noted that he would add the footnote of Cash Reserve to this document as well.
 3. CEO Ales drew attention to the fact that Fixed Assets/Construction In Progress is remaining high. Mallory and himself are working to make sure that line item is closed out.
 4. Director Smith asked who updates those numbers.
 5. CEO Ales explained that he updates it with the accountant, Mallory. Mallory may not know that an invoice has to do with construction, so CEO Ales works to correct those items as construction projects. Closing out the line item allows it to become an asset.
 6. CEO Ales said that the Profit and Loss are still very high because we did not have a fair to compare to in 2020. The interim rentals are starting to show a higher percentage and are tracking in upward progress.
 7. CEO Ales referred to the expenses for personnel. This is due to the staff growing and new personnel joining us. The staff level is still within the budget.
 - a. Director Bedwell asked how we are doing with staffing.
 - b. CEO Ales explained that the office is staffed and now he is working on hiring a Senior Maintenance Worker. He plans to leave the Maintenance Mechanic as a promotion option.
 - c. Director Smith asked if the Maintenance Conference will be held at the fairgrounds.
 - d. CEO Ales said that it will be held at the fairgrounds in February and the state will use the grant program to pay for the facilities. They will also be doing projects on site. CEO Ales mentioned he will ask the Board President to come in and say a few words.
 - e. CEO Ales complimented NCCT (Northern California Construction Training) for adding the new fence to replace the old fence that was falling.
 8. CEO Ales said it was hard to compare because 2020 was shut down. The overall income was around \$150,000 to \$160,000.

X. OLD BUSINESS:

- A. None to Consider

XI. NEW BUSINESS:

- A. Non-Profit Rental Application: California Interior Area of Alcoholics Anonymous – April 9-10, 2022
 1. CEO Ales explained that this request is from Alcoholics Anonymous. He said that this group is changing their location from @ the Grounds because of cost. The staff recommendation is to not give a discount.

Director Smith made a motion to deny a discount for the California Interior Area of Alcoholics Anonymous' Event on April 9-10, 2022; Director Bedwell seconded the motion.

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Debby Bedwell	X		
Mike Carson	X		
Julia Durand (absent)			
Dave Ebbert (absent)			
Peg Johnson (absent)			
Samia Z. Macon, DVM	X		
Luke Parnell	X		
Tim Sands	X		
Ray Smith	X		

B. Policy Manual Update

1. Director Bedwell directed the Board Members to page 32 of the policy manual. She explained that the manual is always under review and is revised each year. Director Bedwell suggests the following changes for the Calendar of Key Activities.

January

- Approval of Annual Resolutions
- Annual Committee Assignments
- Installation of Officers
- Identify Funding Projects to present to Heritage Board

September

- CEO Annual Performance and Salary Review (Closed Session)
- Formulation & presentation of annual plan and goals by CEO

October

- Submission of CEO Salary & Review to CDFA
- Budget prepared
- Board Review of Heritage Foundation MOU

November

Budget Approval
Presentation of Officer Nominees by Nomination Committee

December

Election of officers
MOU updated by Heritage Foundation and presented for approval to Board every 2 years

Ongoing and at least once every 3 years

Review of Policy

Board Training

Ethics Training as required every two years Q1 2023
Sexual Harassment training as required every 4 years Q1 2025
Completion and submission of Conflict-of-Interest Form 700 Q 1 annually
Completion of all other board training within required timelines as outlined by CDFA

Director Bedwell made a motion to approve the change to the Policy Manual, as listed above;
Director Sands seconded the motion.

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Debby Bedwell	X		
Mike Carson	X		
Julia Durand (absent)			
Dave Ebbert (absent)			
Peg Johnson (absent)			
Samia Z. Macon, DVM	X		
Luke Parnell	X		
Tim Sands	X		
Ray Smith	X		

C. MOU with Gold Country Fair Heritage Foundation (GCFHF)

1. CEO Ales presented to the Board an MOU for the Gold Country Fair Heritage Foundation (GCFHF). The changes requested by the GCFHF are about allowing to help them comply with the MOU as written.

This includes the following changes:

- a. They requested to change the requirement for an open meeting to approve the MOU. This is because they do not have the same rules the Fair Board does.
- b. They asked to eliminate the need for disbursement of funds immediately. They do not believe it will be done immediately and do not want to be set up for failure.
- c. They asked to allow the Board to submit a written request of financial documents within 30 days of the request.
- d. They also would like to replace the audit report for the most recent tax return.
- e. They requested that the word Priority be taken out of Priority Funding to Funding.
 - i. President Parnell explained that the year associated with monthly meetings should be removed.
 - ii. Director Bedwell expressed that other spots in the MOU say Priority Funding and need to be changed.
- f. They would like to call the Fund Development Plan the Budget instead. They also believe that the items listed will be included in the budget and do not need to be repeated in a secondary report.
- g. CEO Ales noted that changes to this document have been approved for a two-year contract.
- h. They would like to disperse funds to the Association after a written request for project closeout.
- i. President Parnell asked to change the review to two months before the expiration on December 31, 2023.
- j. Director Smith asked a question regarding the fundraising requiring a written contract.
- k. CEO Ales explained that the statement is being removed.
- l. Director Smith asked if we should be involved in the fundraising because they are using our facilities, should there be a written contract.
- m. Director Sands explained that it is about not having as much control.
- n. President Parnell added that the MOU is acting as a contract.
- o. Director Macon explained that this also helps to allow them to utilize last-minute fundraising requests. She also expressed that they are very open in their meetings on what money is being raised.
- p. CEO Ales also noted that if they rent a building that would be a separate agreement.

Director Sands made a motion to approve the Gold Country Fair Heritage Foundation MOU and the changes listed above; Director Macon seconded the motion.

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Debby Bedwell	X		

Mike Carson	X		
Julia Durand (absent)			
Dave Ebbert (absent)			
Peg Johnson (absent)			
Samia Z. Macon, DVM	X		
Luke Parnell	X		
Tim Sands	X		
Ray Smith	X		

XII. RECOGNITION OR CELEBRATION: None to consider

XIII. MATTERS OF INFORMATION:

A. CEO Comments: Ceo Ales explained he has three comments to make.

1. He met with George Peterson Insurance. They have given him a time frame of 30-45 days for a written proposal. He is going to try and put it on the agenda for review. This will include general liability and workers' compensation. CEO Ales also explained that the current Workers' Compensation and Benefits package is included in the packet to Boards' review. He believes they will be able to help with Workers' Compensation due to the few numbers of employees, but he is not sure about general liability.

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2. CEO Ales commented that he met with Reese Browning about the OTP Pavilion. Reese has said that he had to cancel an event for low temperature. He has asked to be able to use the indoor area when the weather drops below 40 degrees. He has requested that charges be waived. He is covering the utilities through his current contract. His staff will do cleaning and maintain the building. CEO Ales proposes to try for 30 days. Old Town Pizza would like the right of first refusal for events renting the building, but CEO Ales finds it important that we are still able to rent the building during the year. This also gives the fairgrounds will have right of first refusal if it does not go as planned. There will be a charge of \$200 for each two-hour party that is booked during the use period. Reese did note

that the bar is on wheels and will allow him to move inside the building. There are no events in the building until January 29th.

- a. Director Smith mentioned as a sponsor of a movie night there it was cold outside and would have been better suited with an indoor atmosphere.
- b. President Parnell explained there is no vote required.
- c. CEO Ales explained that this is to inform the board of the decisions being made.
- d. Director Bedwell said that the business needs continuity with their hours and anything we can do to support them is beneficial.
- e. Director Carson asked if there is a way to put up a sound barrier and allow access at another point.
- f. CEO Ales said yes a sound barrier can be put up and they would get access through the back door.

3. CEO Ales announced that we will be moving forward with the Crab Feed. We are waiting to see if the GCFHF will be involved in the planning. CEO Ales said he has a team that is willing to plan and an open date. He is waiting to find out the final price for crab, as it has increased dramatically since 2020. The soon we commit he will lock in the price. CEO Ales explained that the fairgrounds will be selling tickets for \$60. CEO Ales explained that he is going to increase the number of VIP tables and include an experience. Further details will be discussed with the team and GCFHF.

- a. Director Macon asked if the GCFHF organized the Crab Feed in 2020.
- b. CEO Ales said no they did the whiskey bar. He hopes to have their help in planning.

4. CEO Ales announced that the fair received grant money to put a transfer switch on the buildings. The board approved to use of the State Allocation of \$42,000 to get all the buildings done. The number has increased dramatically and has been since brought to a number still larger than the original approval. To complete all the buildings it will be \$56,000.

- a. President Parnell explained that it was approved to spend about \$45,000. The State then said it will cost \$80,000. CEO Ales then negotiated it to \$56,000.
- b. Director Carson asked what the project will be?
- c. CEO Ales responded that the company will be placing generator switches, so when the power goes out you just plug in the generator. This does not include the generator because the technology changes so much. CEO Ales also mentioned that Cal Fire will move us up the list as a Cal Fire Camp because they will not need to worry about a power outage.
- d. President Parnell clarifies that the State will be doing the Placer and Admin Buildings with the grant. The question is does the board want to spend \$56,000 to have the Sierra, Tahoe, and Auburn Lions Building complete.
- e. Director Sands asked how useful the Auburn Host Lions Building will be.
- f. CEO Ales said that it was command central during the last fire camp.
- g. Director Carson asked what is the likely hood the fairgrounds would rent all those generators?

- h. Director Sands said that is an opportunity to update our electrical in the buildings.
- i. Director Macon commented that the board should consider the opportunity to upgrade the electrical and use the recent support from the state to complete the project.
- j. Director Bedwell explained that we should finish all the building and not only finish some.
- k. President Parnell considered it implied consent.
- 5. Director Smith asked for an update on the gates.
 - a. CEO Ales has received three (3) prices on the gates. They are ranging from \$39,000 to \$65,000. He is waiting for two more quotes. All quotes are being approved through California Construction Authority because of the safety factor. They will be automatic gates with a pad and a sensor on the inside to get out.
- 6. Director Smith asked if we are making a map of shutoff values throughout the fairgrounds.
 - a. Ceo Ales responded that they are creating a map and using a color-coding system.

B. Director/Staff Comments:

- 1. Director Carson: No Comment
- 2. Director Sands: Where no fair has gone before!
- 3. Director Bedwell: Merry Christmas everyone.
- 4. Director Smith: No Comment
- 5. President Parnell: No Comment
- 6. Director Macon: No Comment

C. Board Meeting Dates:

- 1. Thursday, January 27, 2022
- 2. Thursday, February 24, 2022

XIV. ADJOURNMENT

Don Ales, CEO

Date

Luke Parnell, President

Date