



NOTICE OF MEETING
Solano County Fair Association

Monthly Meeting of the Board of Directors

to be held

Wednesday, May 15, 2019 at 6:30 pm

in the

Directors' Room
Solano County Fairgrounds
Vallejo, California

Directors

Dennis Yen, President

Carole Paterson, Vice-President

Kathy Marianno, Treasurer

Lee Williams, Immediate Past President

Manuel Angel, Director

Kari Birdseye, Director

Norma Placido, Director

Staff & Counsel

Mike Ioakimedes, Executive Director & Chief Executive Officer

Stephen Hales, Chief Operating Officer

Kim Alexander Yarbor, Deputy County Counsel

Kelly Fletcher, Competitive Exhibits Lead & Livestock Superintendent

Jill Kant, SCFA Office Manager

43 days until the **2019 Solano County Fair** (Thursday, June 27 – Sunday, June 30)

Or 3,715,200 seconds if that helps ☺



Our Mission

To ensure a positive experience for the public by providing a year-round multi-purpose venue that showcases and celebrates the wide variety of resources and activities to our diverse communities.

Matters of Information

The Solano County Fair Association does not discriminate against persons with disabilities. If you wish to attend this meeting and you will require assistance to participate, please call the Fair Association's Administration Office at (707) 551-2000 at least 24 hours in advance of the meeting to make reasonable arrangements to ensure accessibility to this meeting.

Non-confidential materials related to an item on this Agenda submitted to the Board after distribution of the agenda packet are available for public inspection at the Solano County Fair Association's Administration Office, 900 Fairgrounds Drive, Vallejo, California or at the Solano County Government Center, 675 Texas Street, Fairfield, California. These materials may also be viewed on the Solano County Fair Association's website at www.scfair.org.

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AGENDA

Board Meeting

Wednesday, May 15, 2019, 6:30 pm

1. CALL TO ORDER – (Presenter- President Yen – Items 1-7) – 10 minutes

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

2. PLEDGE OF ALLEGIANCE

3. ROLL CALL

4. CHANGES TO OR DELETIONS FROM THE AGENDA

5. APPROVAL OF THE AGENDA

6. PUBLIC COMMENT

This is your opportunity to address the Board on a matter not listed on the Agenda, but it must be within the subject matter jurisdiction of the Board. Comments are limited to 3 minutes per speaker.



7. REVIEW OF MINUTES OF BOARD MEETINGS

- a. Regular Meeting of Wednesday, April 17, 2019.
- b. Special Meeting of Saturday, March 30, 2019. *(Materials may be distributed at the meeting).*

ACTION: Discussion and possible approval of submitted minutes

8. CORRESPONDENCE

- a. Form 990 Extension Request
- b. Fair Appreciation Month & Fair Funding
- c. Implementation of Assembly Bill 1499
- d. Copy of Quarterly Payroll Tax Deposit
- e. Copy of Quarterly Sales Tax Worksheet
- f. Copy of 2018 STOP Report
- g. SB 5 Bond Measure Grant Update
- h. Solano County Annual Report
- i. Budget Narrative Submitted for County of Solano annual budget process

ACTION: Information Only unless Board directs staff to take action. *(Materials to be distributed at the meeting).*

9. FINANCIAL UPDATE – (Presenter-Staff – ED Mike) – 15 minutes

- a. Receive update on new financial reporting format *(Materials may be distributed at the meeting).*

ACTION: Discussion and action on the March 2019 Financial Statements.

ACTION: Discussion and action on the April 2019 Financial Statements.

10. GENERAL CALENDAR– (Presenter-Staff – ED Mike) – 5 minutes

- a. Continue discussion on ongoing Board level SCFA organizational changes and organizational direction. *(Additional materials may be distributed at the meeting).*

ACTION: Discussion only unless Board gives specific direction to staff.

11. CONSIDER SCFA BYLAWS REVISION – (Presenter-Staff-ED Mike) - 15 minutes



In the Summer of 2018, SCFA amended and adopted its bylaws in response to County members of the Goivernance sub-committee feedback and concerns. With the amended bylaws have come additional concerns from County staff and elected officials.

In response, SCFA Board of Directors is considering futher changes to its bylaws to address the concerns of County officials.

a. Vacancies – SCFA Bylaws Section 4.5 (g)

The Board is considering amending the existing language so that the authority to appoint Directors to the SCFA Board remains solely with the Solano County Board of Supervisors (BOS).

b. Committees – SCFA Bylaws Section 5.1

The Board is considering altering the existing language so that SCFA committee chairs do not have to be SCFA Board members. Each SCFA committee would have a SCFA Board member as a committee member who would act as a liaison to the SCFA Board.

- b. **ACTION:** The Board may choose to adopt or reject either of these SCFA bylaw revisions.
(Additional materials may be distributed at the meeting).

12. STRATEGIC PLANNING UPDATE – (Presenter- President Yen & Vice President Paterson) – 15 minutes

- a. Continue discussion on Board efforts to:
- a. Amend or revise either or both the SCFA Mission Statement and Vision Statement
 - b. Increase SCFA fundraising activity
 - c. Strengthen SCFA’s volunteer base – Explore organizational partnership opportunities
 - d. Expand SCFA’s committee structure to include non-SCFA Board members

ACTION: The Board may choose to take action on any, or none of these items.

13. 2019 SOLANO COUNTY FAIR – (Presenter-Staff-ED Mike) - 30 minutes

- a. Receive and update on preparations for the 2019 Solano County Fair
- a. Competitive Exhibits
 - b. Horse Show
 - c. Poultry Show/Newcastle Disease
 - d. BBQ Competition
 - e. Local vendors possibilities
 - f. Possible Board participation – Pista Sa Nayon and Visit Vallejo’s Spinning Wheel



ACTION: Information only.

14. BUSINESS DEVELOPMENT – (Presenter-Staff-ED Mike) - 5 minutes

- a. Receive an update on business development activities

ACTION: Information only.

15. EXECUTIVE DIRECTOR REPORT – (Presenter-Staff-ED Mike) - 5 minutes

- a. Receive an update from Executive Director on staff level organizational changes and challenges.

ACTION: Information only.

16. CLOSED SESSION – (Presenter-Staff-ED Mike-Deputy County Counsel Alexander-Yarbor) – 30 minutes

a. CONFERENCE WITH REAL PROPERTY NEGOTIATORS

(California Government Code Section 54956.8)

Property Address: 900 Fairgrounds Drive, Vallejo, CA
Agency Negotiator: Michael Ioakimedes
Negotiating Parties: SCFA and County of Solano
Under Negotiation: Price and Terms

b. EMPLOYMENT OF CHIEF EXECUTIVE OFFICER *(California Government Code Section 54957(b)).*

- a. Continue with Six Month Update

c. CONFER WITH OR RECEIVE ADVICE FROM LEGAL COUNSEL ANTICIPATED LITIGATION

(California Government Code Section 54956.9(b)) -- 1 case.

15. DIRECTORS COMMENTS ON NON-AGENDIZED ITEMS – (Presenter- President Yen) – 5 minutes

16. ADJOURNMENT – (Presenter- President Yen) – 1 minute

Adjourn the meeting until the Regular Meeting of the SCFA Board of Directors on Wednesday, June 19, 2019 at 6:30 pm.

Date of Notice: Saturday, May 11, 2019



**SOLANO COUNTY FAIR ASSOCIATION
MINUTES FOR MEETING OF BOARD OF DIRECTORS
Wednesday, April 17, 2019**

1. Minutes of the regular meeting of the Solano County Fair Association's Board of Directors held on April 17, 2019 at 6:30 pm in the Directors' Room with President Dennis Yen presiding.

2. **DIRECTORS PRESENT:**

Dennis Yen, President Carol Paterson, Vice-President Kathleen Marianno, Treasurer
Manuel Angel, Norma Placido, Kari Birdseye

DIRECTORS ABSENT: Lee Williams (excused)

OTHERS PRESENT: Mike Ioakimedes, ED / CEO, Stephen Hales, Operations Manager; Kim Alexander Yarbor, Deputy County Counsel, Kelly Fletcher, Competitive Exhibits Lead & Livestock Superintendent,

3. **PLEDGE OF ALLEGIANCE:** The Pledge of Allegiance was led by Director Paterson.

4. **CHANGES OR DELETIONS FROM THE AGENDA:** None

5. **APPROVAL OF THE AGENDA:** It was moved by Director Marianno and seconded by Director Placido to approve the agenda. The motion carried unanimously.

6. **APPROVAL OF MINUTES OF BOARD MEETING:** The minutes from prior meetings were not presented so no action was taken.

7. **PUBLIC COMMENTS:** None.

8. **FINANCIAL REPORTS**

- a. January 2019 Financial Reports Presented
- b. February 2019 Financial Reports Presented

ED Ioakimedes presented the January and February Financial Statements. Ioakimedes noted that because of the new cost allocation applications that it will be difficult to do true "apples to apples" expense comparisons to previous years.

Revenue was down in January 2019 compared to January 2018 due primarily to the one-time FEMA income that came in January of last year. Perhaps, more important to note that the Balance Sheet for January 2019 shows more money in the bank than January of 2018, a reflection of SCFA's improved financial position.

ED Ioakimedes also briefed the Board on upcoming changes to the accounts receivable accounts. The changes will be moving some activity from within one of the three accounts receivable accounts to another to obtain better clarity as to the activity within the accounts.

ED Ioakimedes presented to the Board a brief labor analysis as SCFA's labor is by far the SCFA's single biggest controllable expense. Deputy County Counsel Alexander Yarbor reminded the Board that some of the more senior SCFA employees are listed under a civil service type classification (as opposed to all other SCFA employees who are classified as at-will) and that consideration would have to be factored into any workforce changes.

Vice-President Paterson suggested that it might be productive to seek out CPA level help as SCFA staff navigates the changes to the financial reporting format. ED Ioakimedes agreed, reporting that SCFA staff had already been in conversations with a recommended CPA with both fair industry and government accounting experience. Those talks had been suspended until after the tax season (April 15th). Ioakimedes reported that there was a phone call scheduled with the recommended CPA next Friday (April 19th).

Action: It was moved by Director Placido and seconded by Director Angel to accept the January 31, 2019 and February 28, 2019 financials as presented. The motion was carried unanimously.

9. GENERAL CALENDAR

- a. This item will be discussed under Item 16

Action: None taken. Information only.

10. CONSIDER SCFA BYLAWS REVISION

- a. ED Ioakimedes presented two proposed revisions to SCFA's bylaws. SCFA bylaws Section 4.5 (g) – Vacancies, and Section 5.1 Committees were discussed. Vice-President Paterson expressed concern that there was too much information included in the agenda as the agenda text had been quoted in a local newspaper. Director Birdseye expressed concern that it was not clear that this was an informational only item and that no action would be taken at this meeting. Deputy County Counsel Alexander Yarbor reminded the Board that the Brown Act requires enough information on an agenda item to allow for the public to determine if they should attend the meeting.

President Yen spoke to the fact that these proposed revisions had been presented previously to the Solano County Board of Supervisors for their review on three previous occasions. Staff was directed to bring the item back at the next scheduled SCFA Board meeting as an action item.

Action: None taken. Information only.

11. 2019 YOUTH AG DAY

- a. ED Ioakimedes reported that there were more classes, more schools, and more 3rd graders at the 2019 Youth Ag Day. Ioakimedes reported that there had already been a 2019 Ag Day wrap up meeting with notes taken to make the 2020 Ag Day an even better event.

Director Placido noted that the PA system in the concert arena where the sheep herding took place needed to be upgraded. The announcer couldn't always be heard.

Vice-President Paterson suggested that alternative dates be considered. SCFA's Ag Day date had been moved within the last few years to accommodate the Board of Supervisors' (BOS) meeting schedule. Unfortunately, the only Tuesday open to BOS members is the third Tuesday of the month. The third Tuesday of March presents scheduling conflicts for many of the larger Ag Day presenters. Other factors such as Spring Break, school testing, other SCFA events, and Race Place hours will need to be considered when considering a date change for Ag Day.

Action: None taken. Information only.

12. UPDATE ON PROP 68 (SB5) BOND FUNDS

- a. ED Ioakimedes reported that SCFA's Prop 68 / SB 5 grant proposal was submitted in a timely manner and receipt confirmation was received. Vice-President Paterson inquired when we might hear if SCFA's proposal was accepted. The first round of funding is anticipated to be announced in early summer (June or July) of 2019.

Action: None taken. Information only.

13. STRATEGIC PLANNING UPDATE

- a. President Yen thanked Craig and Carole Paterson for their efforts in securing the venue and facilitating the strategic planning session. Yen recapped the discussion surrounding:
 - i. SCFA's Mission Statement
 - ii. Fund Raising Efforts
 - iii. Partnering with other organizations / community outreach
 - iv. Enhancing the financial infrastructure that generates revenue for SCFA
 - v. The Management Agreement and the need to update existing agreement.
- b. Vice-President Paterson recapped the discussion surrounding:
 - i. SCFA's Vision Statement
 - ii. Expanding the committee structure
 - iii. Recruiting volunteers with financial expertise
 - iv. The Relationship with the BOS
 - v. The Relationship with our community / the people we serve
 - vi. Expanding the general volunteer base

- vii. Partnering with other organizations / committee structure critical

Action: None taken. Information only.

14. 2019 SOLANO COUNTY FAIR UPDATE

- a. ED Ioakimedes gave a brief update on on-going activities in preparation for the 2019 Solano County Fair. Items discussed included:
 - i. The perception that persists that the annual county fair is no longer “alive”.
 - ii. Pre-fair distribution of the Fair’s Guidebooks, perhaps expanding the number of locations where the Guidebook is currently offered.
 - iii. Pre-event publicity – how to maximize local opportunities including perhaps partnering with KUIC radio.
 - iv. Competitive Exhibits Lead & Livestock Superintendent Kelly Fletcher gave an update on the recently concluded Horse Show. The new format has not increased participation as there were only 13 participants. The decline in participation is attributed to the expense of raising a horse, especially for young people.
 - v. Fletcher noted that the first entry deadline was May 5th.
 - vi. Fletcher also spoke to the Newcastle disease situation and steps that she and SCFA staff have taken or were considering taking. The live Poultry Show would be replaced by a showmanship show that will utilize anatomically correct “stuffed animals”. Other options like market eggs, and photo shows are being considered.

Action: None taken. Information only.

15. BUSINESS DEVELOPMENT

- a. ED Ioakimedes reported that the following Economic Development issues were ongoing:
 - i. Talks continue with the producers of the Lantern Festival about the possible return of their show in the 4th Quarter of 2019.
 - ii. Talks with a out of state promoter of a Woodworking consumer trade show continue
 - iii. Talks with Film Mare Island are ongoing
 - iv. The possible move of one of the winter dog shows to summer dates
 - v. The status of gun shows and how the recent Cow Palace decision to no longer host shows after 2019 might impact SCFA
 - vi. The expanding of SCFA employee Michelle Gutierrez duties to include acting as SCFA’s quinceanera consultant.

Action: None taken. Information only.

16. EXECUTIVE DIRECTOR REPORT

- a. ED Ioakimedes reported that he had attended the New Fair CEO Orientation hosted by the California Department of Food & Agriculture Fairs and Expositions Branch, California Fair Services Authority, Western Fairs Association, and California Construction Authority. It was a

very informative two-day session. Many fair associations are facing the same challenges that SCFA faces, with some having even more difficult circumstances.

Action: None taken. Information only.

17. CLOSED SESSION –

- a. The SCFA Board met in closed session to discuss:
 - i. Conference with Real Property Negotiators
 - ii. Employment of Chief Executive Officer
 - iii. Confer with or Receive advice from legal counsel anticipated litigation

Action: Nothing to report following closed session.

18. DIRECTORS COMMENTS ON NON-AGENDIZED ITEMS - None

19. ADJOURN

- a. It was moved by Director Marianno and seconded by Director Paterson that the meeting be adjourned until the next regular Board Meeting on Wednesday, May 15, 2019 at 6:30 p.m.

Respectfully submitted,



Mike Ioakimedes
CEO / Executive Director