



NOTICE OF MEETING
Solano County Fair Association

Monthly Meeting of the Board of Directors

to be held

Wednesday, December 19, 2018 at 6:30 pm

in the

Directors' Room
Solano County Fairgrounds
Vallejo, California

Directors

Dennis Yen, President	Carole Paterson, Vice-President	Kathy Marianno, Treasurer
Kari Birdseye, Director	Norma Placido, Director*	Lee Williams, Director
Manuel Angel, Director		

** Granted Leave of Absence as of Wednesday, September 12, 2018.*

Staff & Counsel

Mike Ioakimedes, Executive Director & Chief Executive Officer
Stephen Hales, General Manager & Chief Operating Officer
Kim Alexander Yarbor, Deputy County Counsel
Sara Taverner, Special Projects Coordinator

90 days to the 2019 Youth Ag Day (Tuesday, March 19)
190 days to the 2019 Solano County Fair (Thursday, June 27 – Sunday, June 30)

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, December 19, 2018 14, 2018 6:30 pm

1. CALL TO ORDER

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. APPROVAL OF MINUTES OF BOARD MEETINGS

- a. Regular Meeting of Wednesday, November 14, 2018.
- b. Special Meeting of Wednesday, November 14, 2018



7. 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.)

8. DIRECTOR PLACIDO'S REQUEST TO TERMINATE LEAVE OF ABSENCE AND RESUME ACTIVE SERVICE

ACTION: Discussion and possible action on Director Placido's request to terminate her leave of absence and resume her active service on the SCFA Board of Directors.

9. FINANCIAL REPORTS

- a. October 31, 2018 Financial Reports Presented. *(Materials to be distributed at the meeting)*
- b. Discussion of new SCFA Financial Reporting Format. *(Materials may be distributed at the meeting)*

ACTION: Discussion and possible action regarding the October 31, 2018 Financial Reports.

10. GENERAL CALENDAR

- a. Receive an update on business development efforts to intensify usage of the Fairground's rental facilities and electronic sign.

ACTION: No Action Required. Informational only.

- b. Receive an update on the 2019 Youth Ag Day event and discuss the establishment of a Board driven Youth Ag Day Committee.

ACTION: Discussion and possible action regarding the creation of a SCFA Board driven Youth Ag Day committee.

- c. Report on the December 3, 2018 meeting of the Joint Governance Sub-Committee and review of the draft business plan.

ACTION: No Action Required. Informational only.

- d. Strategic Plan Implementation

ACTION: Discussion and possible action regarding the ongoing implementation of the Strategic Plan. Board requested that this item remain on upcoming agendas so that the Board may monitor progress on Strategic Planning goals.



- e. 2019 SCFA Budget Presentation to Solano County Board of Supervisors

ACTION: No Action Required. Informational only.

- f. Western Fairs Association Convention *(Materials to be distributed at the meeting)*

ACTION: Discussion and possible action regarding SCFA Directors and Staff attendance of and participation in the activities taking place at the 2019 Western Fairs Association Convention in Reno, NV. Convention activities commence on Sunday, January 20 and conclude on Wednesday, January 23, 2019.

11. PRESIDENT'S REPORT

ACTION: Discussion and possible action regarding the President's report/recommendation(s).

12. CLOSED SESSION

- a. EMPLOYMENT OF CHIEF EXECUTIVE OFFICER *(California Government Code Section 54957(b))*.
- b. CONFER WITH OR RECEIVE ADVICE FROM LEGAL COUNSEL – ANTICIPATED LITIGATION *(California Government Code Section 54956.9(b))* – 1 case.
- c. CONFERENCE WITH REAL PROPERTY NEGOTIATORS
(California Government Code Section 54956.8)
Property Address: 900 Fairgrounds Drive, Vallejo, CA
Agency Negotiators: Stephen Hales & Michael Ioakimedes
Negotiating Parties: SCFA and County of Solano
Under Negotiation: Price and Terms

13. DIRECTORS' COMMENTS

14. ADJOURNMENT

Adjourn the meeting until the next **Regular Meeting of the SCFA Board of Directors** on **Wednesday, January 16, 2019 at 6:30 pm.**

Date of Notice: Friday, December 14, 2018



**SOLANO COUNTY FAIR ASSOCIATION
MINUTES FOR MEETING OF BOARD OF DIRECTORS
Wednesday, November 14, 2018**

1. Minutes of the regular meeting of the Solano County Fair Association's Board of Directors held on November 14, 2018 at 6:30 pm in the Directors' Room with President Dennis Yen presiding.

2. **DIRECTORS PRESENT:**

Dennis Yen, President
Manuel Angel

Carol Paterson, Vice-President

Kathleen Marianno, Treasurer

DIRECTORS ABSENT:

Norma Placido (excused)
Kari Birdseye (excused)

Lee Williams (excused)

OTHERS PRESENT: Mike Ioakimedes, ED/CEO; Stephen Hales, GM/COO; Kim Alexander Yarbor, Deputy County Counsel; Kelly Fletcher, Competitive Exhibits Lead & Livestock Superintendent; Sara Taverner, Special Projects Coordinator; Steven Hallett, District Representative for Supervisor Brown

3. **PLEDGE OF ALLEGIANCE:** The Pledge of Allegiance was led by COO Stephen Hales.
4. **CHANGES OR DELETIONS FROM THE AGENDA:** Drop CLOSED SESSION item 9c as that item will be taken up under a separate agenda/closed session immediately following this meeting.
5. **APPROVAL OF THE AGENDA:** It was moved by Director Paterson and seconded by Director Marianno to approve the agenda. The motion carried unanimously.
6. **APPROVAL OF MINUTES OF BOARD MEETING:** It was noted that Kim Alexander Yarbor, Deputy County Counsel, attendance at the 10/17/18 meeting was not reflected in the minutes. It was moved by Director Marianno and seconded by Director Paterson to approve the minutes of the Wednesday, October 17, 2018 regular Board meeting, with the adjustment to reflect Ms. Alexander Yarbor's attendance. The Motion to approve the minutes was carried unanimously.
7. **PUBLIC COMMENTS:** None.
8. **SEATING OF NEW SCFA BOARD MEMBER**
 - a. Recognize the appointment of, and welcome Manuel (Manny) Angel to the Solano County Fair Board of Directors, representing District 1 (SCFA Seat D1-1) to fill an unexpired term ending

August 1, 2019; and Approve the reappointment of Manuel Angel to the Fair Board of Directors, representing District 1 (Seat D1-1), for a subsequent 4-year term to expire August 1, 2023

Manny gave a brief description of his background; he was born and raised in Vallejo and spent his summers at the Fair. He is currently the Digital Marketing Director for Visit Vallejo and hopes to use his background and knowledge to the betterment of a stronger SCFA.

Action: President Yen officially recognized Director Angel and he is officially seated. The quorum number has been appropriately adjusted.

9. FINANCIAL REPORTS

- a. September 2018 Financial Reports Presented
- b. Overview of SCFA's PER's Liability
- c. Discussion of new SCFA Financial Reporting Format

ED Ioakimedes and Volunteer Kelly Fletcher walked the Board through the existing financial reporting format with particular emphasis given to outstanding PERS liabilities.

The existing financial reporting format was structured so that financial analysis was done retrospectively; with some critical journal entries not being entered until a bi-annual audit was completed. This led to some critical SCFA financial numbers not being updated for sometimes as long as two years. The existing financial structure has proven to be problematic as particularly the PERS liabilities have grown significantly since they were last updated.

Kelly Fletcher reviewed the new system that reflected incremental increases to key accounts calculated by applying the growth ratios of previous years to existing amounts. This will allow the SCFA Board to have a clearer picture of its financial position and will be able to make better, more informed decisions. It is hoped that these approximations will help mitigate the large fluctuations now encountered by not updating numbers for long periods of time.

The other element of the new financial reporting format was the introduction of the new cost allocation system. Volunteer Fletcher presented the new system that took the costs of the non-revenue business departments, whose activities support the year-round fairgrounds operations, and applied them to the revenue producing departments proportionately based on existing labor costs. This is a trial system that will be presented to the County's Auditors office on Monday, November 19th for their review and feedback.

Action: It was moved by Director Marianno and seconded by Director Paterson to accept the September 30, 2018 financials as presented, and to give SCFA staff direction that the new financials reporting format was acceptable and for staff to continue to refine. The motion was carried unanimously.

10. GENERAL CALENDAR

- a. Receive an update on the 2019 Youth Ag Day event and discuss the establishment of a Board driven Youth Ag Day Committee.

Special Projects Coordinator Sara Taverner gave an update on the upcoming 2019 Youth Ag Day. Special emphasis was given on the need for direct SCFA Board involvement particularly in the area of fund raising and general community outreach.

Director Angel asked about current Youth Ag Day social media outreach efforts and commented that video is a very effective outreach tool. Director Angel will work with Taverner to help bolster SCFA efforts.

Director Paterson led a discussion that centered around the establishment of SCFA committees that expand their outreach beyond the SCFA Board and include non-Board members as committee members.

Deputy County Counsel Alexander Yarbor cautioned the Board to be mindful that the number of SCFA Board members participating in SCFA committee work is limited.

Action: None taken. Informational only

- b. Report on the upcoming meeting of the Joint Governance Sub-Committee on Thursday, November 15, 2018.

ED Ioakimedes reported that the Joint Governance Sub-Committee meeting had been postponed. A new meeting date has not been established. ED Ioakimedes noted that with the addition of a new SCFA Board member the number of SCFA Directors participating in this committee work can return to three. The Board discussed and decided to leave the number of SCFA Directors participating at the current levels.

Action: None taken. Information only.

- c. Strategic Planning Update
 - i. Presentation of the draft SCFA Quarterly Report
 - ii. Board Responsibilities and overall organizational goals
 - iii. Potential January Strategic Planning Session

Director Paterson led a discussion and provided an overview of the ongoing work towards meeting the goals as outlined in the latest Strategic Planning Session. Highlights included the new SCFA by-laws have been created and approved by the Board. The submitted Strategic Planning Report has been presented to the BOS and County staff. Other goals and responsibilities were reviewed and benchmarked against their levels of completion.

Kate Frankfurt, a nonprofit specialist that has been meeting with Solano's nonprofit community is available to SCFA for advice as SCFA moves its business model to a more traditional nonprofit structure. Rebecca Desmond from CFSA also remains available as a planning resource.

Staff was directed to keep the Strategic Planning Update as an agenda item so that the Board could continue to monitor completion process.

Action: None taken. Information only.

11. CLOSED SESSION

- a. EMPLOYMENT OF CHIEF EXECUTIVE OFFICER (California Government Code Section 54957(b)).
- b. CONFER WITH OR RECEIVE ADVICE FROM LEGAL COUNSEL – ANTICIPATED LITIGATION (California Government Code Section 54956.9(b)) – 2 cases.
- c. CONFERENCE WITH REAL PROPERTY NEGOTIATORS
(California Government Code Section 54956.8)
Property Address: 900 Fairgrounds Drive, Vallejo, CA
Agency Negotiators: Michael Ioakimedes & Stephen Hales
Under Negotiation: Price and Terms

Item C was transferred to the other meeting immediately convening after this meeting. There was nothing else to report from the Closed Session.

12. 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, December 19, 2018 at 6:30 p.m.

Respectfully submitted,



Mike Ioakimedes
Executive Director/Chief Executive Officer



**SOLANO COUNTY FAIR ASSOCIATION
MINUTES FOR SPECIAL MEETING OF BOARD OF DIRECTORS
Wednesday, November 14, 2018**

1. Minutes of the special meeting of the Solano County Fair Association's Board of Directors held on November 14, 2018 at 8:30 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

DIRECTORS ABSENT: Norma Placido (excused) Lee Williams (excused)
Kari Birdseye (excused)

OTHERS PRESENT: Mike Ioakimedes, ED/CEO; Stephen Hales, GM/COO; Kim Alexander
Yarbor, Deputy County Counsel.

3. **CHANGES OR DELETIONS FROM THE AGENDA:**

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

5. **PUBLIC COMMENTS:** None.

6. **CLOSED SESSION:**

- a. CONFERENCE WITH REAL PROPERTY NEGOTIATORS
(California Government Code Section 54956.8)
Property Address: 900 Fairgrounds Drive, Vallejo
Negotiating Parties: SCFA and the County of Solano
Under Negotiation: Price and Terms

The Board returned from Closed Session and stated that there was nothing to report.

7. **ADJOURNMENT**

- 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, December 19, 2018 at 6:30 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Mike', with a long, sweeping horizontal stroke extending to the right.

Mike Ioakimedes
Executive Director/Chief Executive Officer