

## MINUTES OF REGULAR 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 7, 2023 @ 6:00 pm  
Auburn Host Lions Building  
1273 High Street, Auburn, CA 95603  
Notice and Agenda available on the internet at [www.goldcountryfair.com](http://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.

### **Meeting Location:**

Auburn Host Lions Building– 1273 High Street Auburn, CA 95603

### **Teleconference Options:**

Phone number: 530-210-0148

## 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. 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 to attend or participate in any Board or Committee meetings, or other Gold Country Fair activities may request assistance by contacting Sonia Del Toro at Gold Country Fair Office.

## AGENDA

**I. CALL TO ORDER:** Acting President Johnson

- 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**

**III. ROLL CALL OF BOARD MEMBERS**

Directors Present: Director Bailey, Director Crowley, Director Crabtree, Director Parnell, Director Ebbert, Director Durand, Director Johnson

**IV. PUBLIC COMMENT:**

- A. None to Consider

**V. CONSENT CALENDAR:**

- A. Acting President Johnson asks Director Parnell if he resolved what ever need to be resolved regarding pulling the July 2023 Minutes from the previous meeting.

1. Director Parnell states that he did confirm that the minutes are produced as summary and not as transcripts but did not get the time to listen to the minutes.
2. Acting President Johnson asks if it is okay to move forward with approving the minutes, now.
3. Director Parnell replies that it is.

- B. Acting President Johnson entertains a motion to accept the Consent Calendar.

1. Director Crowley moves to approve the Consent Calendar. Director Bailey 2<sup>nd</sup> the motion.

- C. Acting President Johnson asks if there is any further discussion.

Acting President Johnson asks all who are in favor:

<b>Board Member</b>	<b>Approved (Yes Vote)</b>	<b>Not Approved (No Vote)</b>	<b>Abstain</b>
Peg Johnson	X		
Julia Durand	X		
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree	X		
Corinn Crowley	X		
Keri Askew Bailey	X		

- D. Motion passes.

**VI. HERITAGE FOUNDATION:**

- A. Steve Tuggle, President of the Gold Country Fair Heritage Foundation, states that he has been able to speak with a few board directors and is looking forward to their partnership. Steve adds that in a conversation with Acting President Johnson, Acting President Johnson felt as though the Gold Country Fair Heritage Foundation has not

done enough to demonstrate the value and the progress made thus far. Steve announces his pledge to communicate better. Steve presents financials and explains the plans that the GCFHF has, to accomplish more projects and what it will take to do so. Steve adds that the current MOU will expire at the end of December and is prepared to renew and negotiate in good faith. Steve says that GCFHF feels the current MOU is one-sided.

- B. Jack Haugen, Vice President of the Gold Country Fair Heritage Foundation, states that drawings have been generated for the desired layout of the 'Red Barn' and plans to schedule a meeting with fairgrounds' personnel to discuss the plans. Jack adds that he is also looking forward to negotiating the MOU and ensure that the roles of each party are clear.
- C. Director Crowley thanks Steve and Jack for their information and reminds GCFHF that they are valued.
- D. Director Durand states that her opinion of the purpose of the GCFHF differs, stating that the purpose of GCFHF supersedes the MOU and the 501c3 status. Director Durand adds that she believed that the Heritage Foundation's purpose was to help the fair when the funding dried up but was seeking further clarification.
- E. Haig Baghdassarian, California Department of Food and Agriculture Chief Counsel, states that foundations are typically set up to assist and support the associated fair. Haig restates the GCFHF mission statement. Haig says that the way he interprets the statement, the foundation is primary in existence to support the fairgrounds however the mission is a bit broader.
- F. Director Durand asks for clarification if the sole purpose of the GCFHF funds is to support the fairgrounds.
- G. Haig replies that the principal purpose of the GCFHF funds is to support the fairgrounds, based on the language.

## **VII. COMMITTEE REPORTS:**

### **A. CEO Report:**

- 1. Western Fairs Association - Convention
  - a. CEO Ales reports that the annual convention will be held in Anaheim from January 3<sup>rd</sup> through the 6<sup>th</sup>. CEO Ales adds that GCF Staff will not be attending but if any director would like more information, he'd be happy to discuss.
    - a. Director Durand and Director Crowley ask CEO Ales why he will not be attending.
      - i. CEO Ales replies that the educational component of the event has dropped significantly and is not finding the same value that used to be.
    - b. Director Crabtree states that he will be in attendance, representing California Construction Authority.
- 2. Motherlode Roof Update
  - a. CEO Ales announces that the roof project is complete. However, CEO Ales states that for transparency purposes, the project requires an additional expense of \$14,653.78. CEO Ales states that he is seeking board approval to cut a check and finalize the project.
    - a. Director Crowley moves to enable \$14,653 and change to the appropriate funds for the Motherlode roof addition. Director Durand 2<sup>nd</sup> the motion.
  - b. Acting President Johnson asks if there is any further discussion.

Acting President Johnson asks all who are in favor:

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Peg Johnson	X		
Julia Durand	X		
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree			X
Corinn Crowley	X		
Keri Askew Bailey	X		

c. Motion passes.

3. AGvocates of the 20<sup>th</sup> District

a. CEO Ales proposes a reimagination of the livestock department in order to improve efficiencies, generate economies to scale, and create an environment for our exhibitors and parents to have a better experience and better project results. CEO announces the purpose and states that implementing this idea would recommend a revision of the policy as the current policy contains the Junior Livestock Auction, as a sub-committee. CEO Ales adds that he recommends that the Exhibits Committee stay in their role and form the new task force and call it the Agvocates of the 20<sup>th</sup> District.

- a. Director Crowley states that she likes the name and that it is very clever.
- b. Director Parnell states that it would be a good idea to discuss this in more depth with the Exhibits Committee and the Policy Committee in order to iron out the details.
- c. Director Crabtree asks, based on the calendar, is a board decision required before implementation.

b. CEO Ales replies that if a decision was made tonight that the board was okay with the idea, then the January meeting can be scheduled otherwise two more months are lost.

- a. Director Ebbert states that discussion will need to take place before moving forward.
- b. Director Crabtree asks if Agvocates would be instead of the JLA sub-committee and what their timeline is.
  - i. Director Parnell replies monthly.
- c. Director Ebbert says that if the board accepted the proposal, it would completely dissolve the JLA.
- d. Director Crabtree says it is unlikely to happen in January and asks if there are policy actions that take place in January that would be impacted.
- e. Director Ebbert states that it would be appropriate to discuss this with the JLA first.

c. CEO Ales states that his intent was to bring it to the attention of the board, first.

- a. Director Bailey asks CEO Ales if he anticipates the folks from JLA are going to buy-in.
    - d. CEO Ales replies that he does not know but he hopes that they will be for it because they all participate for the children.
      - a. Director Durand asks how this matter gets deferred to the Policy and Exhibits Committee to get ironed out.
    - e. CEO Ales replies that he can meet with the Exhibits Committee and the Policy Committee to get the ball rolling.
      - a. Director Parnell says that he doesn't disagree with his original statement but if changes of the magnitude are going to be made, it is necessary to be open and transparent and not be in a hurry, and make sure Stakeholders have buy-in to it.
    - f. Director Crabtree states that he believes that if it can be deferred to the Exhibits Committee, can be discussed and a decision can be reported out.
    - g. Director Ebbert replies that the hope is that the same people that are a part of the JLA are a part of this and let them know what the purpose and intent is.
    - h. Director Crowley says that she would like to see the fair present this in the best foot forward kind of way.
    - i. Director Parnell states that he is not opposed to change and adds that he is opposed to change behind the scenes, dual path, talking to different groups outside of other Stakeholders and leaving others behind and is completely open to this idea if it is done slowly, transparently, and we get everyone involved.
    - j. Acting President Johnson defers the conversation to the Exhibits Committee to report back at the following meeting.
  - 4. 2024 Budget
    - a. Acting President Johnson defers this item to the Finance Committee Report.
  - 5. 2024/2025 Rental Rates
    - a. Acting President Johnson defers this item to the Finance Committee Report.
  - 6. Parking
    - a. CEO Ales directs the board's attention to an email received regarding parking. CEO Ales encourages the parking rate change in 2024.
- B. Committee Assignments
- 1. Executive Committee
    - a. Director Durand reports that the Executive Committee discussed first was the Ad Hoc Committee and the board's authority regarding Old Town Pizza and will be further discussed in Closed Session. Director Durand adds that the committee discussed All-Grounds Events and the complexities of Old Town Pizza operations during such events. Director Durand reports that the GCFHF MOU will expire at the end of the year and discussed contingency plans if the MOU is not finalized and that a meeting is set to discuss MOU resolutions, for the following day. Director Durand announces the importance of resolving rental rates two years into the future. Director Durand closes by stating that mostly the rest of the report is repetitive.
  - 2. Finance Committee
    - a. Director Parnell reports that the Finance Committee met twice to discuss the budget and items that impact on the budget. Director Parnell directs the board's attention to Schedule 7 on Page 76 of the board packet that reports

cash usage. Director Parnell states \$220,000 has been reinvested into the fairgrounds in the form of capital projects and the fairgrounds is expected to generate that amount in net cash flow and maintain the reserve. Director Parnell adds that the large project of the Placer Building is not represented in the budget, in which is a substantial number but not yet finalized therefore the budget presented represents known projects. Director Parnell says when and if the funding for the Placer Building project gets approved, CEO Ales will bring back an amended budget. Director Parnell reports that there is a line item that deals with unrestricted net resources and represents net worth as opposed to net cash and that is why analyses are conducted to determine the difference. Director Parnell states that where the Finance Committee disagrees is with the proposed rental rates which are alluded to in the budget. Director Parnell mentions that last year, the board approved the Finance Committee's recommendation to reduce rates and increase in a catch-up period. Director Parnell concludes by stating that he is generally in favor of the budget but is not in favor of the current rental rates increases and does think if rental rates are going to be listed, the entire rental rate sheet should be included such as chairs and tables.

- a. Director Ebbert asks to consider 2023 rental rates.
- b. CEO Ales distributes a handout to the board and explains the goal of the budget with the rental rates included. CEO Ales states the difficulty of not increasing rental rates results in a total operating cost gap that continues to grow year-after-year. CEO Ales mentions that, although a 3% increase may work as a catch-up method, it does not match inflation. CEO Ales says that besides the fair, the grounds are a venue rental center and if the grounds continue to rely just on fair revenue as the basis for profit, there won't be enough revenue to continue to invest in the infrastructure. CEO Ales concludes by stating that if his proposed rates are wrong, a loss of revenue will be apparent on the monthly financials and that is his responsibility to fill those gaps.
- c. Director Crowley mentions that at the last meeting, community members said they have been priced out. Director Crowley asks CEO Ales, how the grounds compare to like-like facilities in the sense of competitiveness.
- d. CEO Ales replies, the community members who expressed displeasure have all booked their events for the upcoming year and is hopeful that they may see the benefit and improvements made to the facility. CEO Ales adds that he compared to local facilities in Loomis, Grass Valley, and Yuba City with very similar rental rates and is confident that the proposed rates are in-line with the quality.
- e. Director Durand states her position on the matter and says CEO Ales offers first right of refusal to existing vendors and more than 40 events have already been booked and the need to secure these vendors is crucial and that is why she supports the rate increase.
- f. Director Parnell asks what the rate increase is.
- g. CEO Ales replies that the increases vary from 4.49%-6.12%, based on the original proposed 2023 rates to 2024.

- h. Director Parnell clarifies that there were 2023 proposed rates and 2023 adjusted rates. Director Parnell asks CEO Ales how much of an increase is there on the 2023 proposed rates from the downwards adjusted 2023 rates.
- i. CEO Ales replies to the various increases.
- j. Director Parnell states that it would benefit the board to see the increases.
- k. CEO Ales replies that they were presented in the previous board packet.
- l. Director Bailey asks if the previous discussion regarding the reduction of the increases, did the context of the conversation indicate that that was a special accommodation based on the pandemic.
- m. Director Parnell replies by saying that the committee and board felt that the increase from 2022 to 2023 was a little too significant and reduced the rates.
- n. Director Crabtree requests that the board stop discussing some notional numbers presented in 2022 and just talk about the 2023 rates, as they are and the proposed 2024 rates.
- o. CEO Ales recited the current 2023 rates.
- p. Director Bailey clarifies that the discussion regarding the adjustments, it is her interpretation that the discussion was tied to discomfort.
- q. Director Durand states that the percentage may sound like a lot but many of the increases are less than \$100, some even \$15.
- r. Director Parnell states that there are more rates than the base rent and a customer receives a sheet of additions that include security deposits and other things.
- s. Director Durand says that the committees have failed everyone else because these questions should be asked within the committees instead of spending time at meetings doing what committees are supposed to be doing. Director Durand adds that she still stands in favor of the rental rate increase.
- t. Director Crabtree mentions that perhaps a middle ground option may be to only max the rental rate increase by \$150, this year, therefore will not impact 3 of the proposed rental rates.
- u. Director Crabtree moves to maximize the 2024 rent increase at \$150.
- v. Director Crabtree requests that a rental rate explanation be added to the following months agenda under the staff report. Director Crabtree adds that he would like the 2022-2024 rental rate sheets added to the following packet. Director Crabtree says he is aware of different rate calculations for move-in because he himself has events at the fairgrounds and noticed the difference, amongst the addition of security.
- w. Director Crabtree repeats that he can support the budget resolution and move to maximize the 2024 rent increase at \$150. Director Crowley 2<sup>nd</sup> the motion.
- b. Acting President Johnson asks if there is any further discussion.
  - a. Director Crowley asks for assistance to understand the significant rate increases for the Golden State Cider Stage

and the Main Lawn.

- b. CEO replies that compared to other fairgrounds and venues, the other venues are priced from \$900-\$1,200 and those facilities have been undervalued and value has been added overtime. Acting President Johnson asks all who are in favor:

<b>Board Member</b>	<b>Approved (Yes Vote)</b>	<b>Not Approved (No Vote)</b>	<b>Abstain</b>
Peg Johnson	X		
Julia Durand	X		
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree	X		
Corinn Crowley	X		
Keri Askew Bailey	X		

c. Motion passes.

- a. CEO Ales states vendors are already interested in booking in 2025 and asks the board how they would prefer to proceed rental rates in 2025.
- b. Director Crowley asks that if a maximum of \$150 on rate increases not to exceed this year, is there a reason to believe that it would be acceptable for 2025 and allow CEO Ales to book for 2025 under the premise if not increasing rates over 2024, over \$150. Director Crabtree 2<sup>nd</sup> the motion.

d. Acting President Johnson asks if there is any further discussion.

Acting President Johnson asks all who are in favor:

<b>Board Member</b>	<b>Approved (Yes Vote)</b>	<b>Not Approved (No Vote)</b>	<b>Abstain</b>
Peg Johnson	X		
Julia Durand	X		
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree	X		
Corinn Crowley	X		
Keri Askew Bailey	X		

e. Motion passes.

- f. Director Crabtree asks the board if the budget is now ready to be approved.
- g. Director Parnell states that he believes the budget is workable and shows a reinvestment in the fairgrounds.



- h. Director Parnell moves to approve the proposed 2024 budget. Director Ebbert 2<sup>nd</sup> the motion.
- i. Acting President Johnson asks if there is any further discussion.

Acting President Johnson asks all who are in favor:

<b>Board Member</b>	<b>Approved (Yes Vote)</b>	<b>Not Approved (No Vote)</b>	<b>Abstain</b>
Peg Johnson	X		
Julia Durand	X		
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree	X		
Corinn Crowley	X		
Keri Askew Bailey	X		

j. Motion passes.

- 3. Buildings & Grounds Committee
  - a. Director Crabtree states there was an opportunity to tour the grounds and increase understanding of reinvestment opportunities for improvement. Director Crabtree adds that another opportunity for discussion is to begin prioritizing where investments make the most sense and create an interesting partnership with the Finance Committee and reviewing rates in context of how much reinvestment is included in the rate. Director Crabtree says that it important to understand that there is a portion of every dollar of the rental that is going to be reinvested in the facility. Director Crabtree mentions that he believes that in the future, it will help us to understand the costs to be open, in order to establish rate-setting.
- 4. Exhibits Committee
  - a. None to Consider
- 5. Nomination Committee
  - a. Director Crabtree states that most of the report can be discussed in the 'Elections' item of the agenda. Director Crabtree clarifies that one-way communication occurred to announce the opportunity to request consideration for nomination or to nominate from the floor. Director Crabtree adds that the Nominating Committee in the policy manual is contemplated as an annual activity starting in January and it is important to acknowledge that three directors have been present for only a couple of months and the idea of the long-drawn out nomination process has not necessarily happened and believes the actions taken around the nomination process following, may be less routine.

**VIII. CORRESPONDENCE:**

- A. Items provided via email to Directors with copies available at the meeting.
  - 1. PMIA/LAIF Performance Report
    - a. CEO Ales reports the current reserve total.
  - 2. Bagley Keene Online Training: Class Announcements

- a. CEO Ales directs the boards attention to the training dates.
- 3. SB 544 – Bagley Keene Open Meeting Act: teleconferencing
- 4. F2023-06 Proposition 12 Update for the 2024 Fair Season
  - a. CEO Ales announces compliance standards amongst Proposition 12.
- 5. Upcoming Interim Events

**IX. FINANCIALS:**

- A. Finance Committee to discuss monthly finance report.

**X. OLD BUSINESS:**

- A. Request for Recovery – Presented by Lani Johnston

1. Lani Johnston, promoter of Auburn Events dba Auburn Home Shows, explains that at the July 2023 board meeting, she requested some sort of recovery for the Fall 2022 show that was cancelled for the fire base camp. Lani recalls that a motion was made to accept her request for credit for two shows but did not move forward and she'd like to revisit the request. Lani adds that the loss of revenue was significant and incurred losses due to marketing, print, refunded tickets, and more. Lani states that she has contacted as many resources as possible to discover recovery funds and has been unsuccessful and insurance does not cover this sort of scenario. Lani goes on to explain the hardship she and her team have faced because of the emergency cancellation and expresses her necessity for recovery funds. Lani elaborates on the importance of long-term partnership and provides the board with a series of historical photos that depict the fairgrounds in an unsatisfactory condition.

a. Director Durand reports the Executive Committee's analysis of this matter. Director Durand states that the Executive Committee and CEO Ales met with Lani on December 1<sup>st</sup> to hear her concerns and request. Director Durand elaborates on Lani's request and the documents and facts provided regarding the request. Director Durand reports that CEO Ales did provide a refund for the full return of the cancelled show and offered a 20% discount on the next Home Show event. Director Durand adds, as members of this community, she wished there was more they could do for the Home Show, but states that the Gold Country Fairgrounds & Event Center is not in the position to guarantee a profit for the vendors and Stakeholders. Director Durand reports that it is the recommendation of the Executive Committee to acknowledge the loss and confirm the recovery that the fairgrounds have already provided the Auburn Home Shows in the form of refund and discount. Director Durand reports that there is no further remedy recommended by the Executive Committee.

b. Acting President Johnson asks if there is any further discussion.

c. Director Crowley asks CEO Ales what the reimbursement amount was.

d. CEO Ales replies approximately \$27,000.

e. Director Crabtree explains that the challenge in these situations is that they take place during a state of emergency and would not have wanted to get in the way of that. Director Crabtree says that he is surprised to hear that there is no insurance available for this type of event.

f. Director Durand asks the board to take into consideration their goal of guaranteeing a profit for the vendors.

g. Director Crowley suggests creating a fund together to manage 'act of God' situations versus guaranteeing profit.

h. Director Durand replies that she personally thinks that it is not a direction to consider but is the prerogative of the board.

- i. Brandi Gragg, CDFA legal counsel, reports that it is standard for most counties to not provide loss of tenant revenue or any recovery.
- j. Director Crabtree says that allowing the U.S. Forest Service to use the fairgrounds was the right thing to do for the community but is torn on the matter because the fairgrounds still received rental revenue and it is troubling at best.
- k. Director Ebbert moves to credit Auburn Events \$15,000 for every event for the next four events.
- l. Director Crabtree asks for clarification as to whose responsibility it is to review contracts.
- m. Director Parnell to 2<sup>nd</sup> the motion.
- n. Michael Flores, CDFA Deputy Secretary, clarifies that the amount of money that is reimbursed to the fairs in the event of an emergency often does not cover the cost of the actual usage of the fairgrounds and everyone should be aware.
- o. Acting President Johnson asks if there is any further discussion.
- p. Director Durand expresses her opposition to the motioned course of action. Director Durand states that every recommendation that the CEO and staff have put forward has been countered and totally decided against and recommends the board pay more attention to the CEO and staff's recommendations.
- q. Director Crowley asks CEO Ales for his opinion on the matter.
- r. CEO Ales replies that when reviewing options, he proposed a discount within CEO authority that would be an additional 20% discount based on the new contract and she denied. CEO Ales adds that Lani then requested to discuss the matter with the Executive Committee to discuss her request that he did not agree with and was above his authority. CEO Ales says that the Executive Committee reported their recommendation, and he stands by it and states that it is a very slippery slope and can expose a pathway of public giveaway. CEO Ales announces his strong opposition against the standing motion.
- s. Director Durand asks if this matter is something that GCFHF could fund.
- t. Director Crowley replies that she does not believe that this matter is aligned with their objectives or vision statement.

Acting President Johnson asks all who are in favor:

<b>Board Member</b>	<b>Approved (Yes Vote)</b>	<b>Not Approved (No Vote)</b>	<b>Abstain</b>
Peg Johnson		X	
Julia Durand		X	
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree		X	
Corinn Crowley			X

Keri Askew Bailey		X	
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- a. Motion fails.
  - a. Director Durand announces that abstentions must announce their reason to abstain.
  - b. Director Crowley announces her abstention due to lack of information on the matter.

B. Committee Assignments

- 1. Acting President Johnson reports the most current committee assignments.

**XI. NEW BUSINESS:**

A. Non-Profit Application: Auburn Jeep Club

- 1. CEO Ales recommends denying the request in spirit of fairness to the influx of crab feed events taking place at the fairgrounds in 2024.
- 2. Acting President Johnson asks if there is any further discussion.
  - a. Director Crabtree asks CEO Ales if the event is a one-day rental.
  - b. CEO Ales confirms that it is.
  - c. Director Bailey asks if there is a policy regarding this matter that indicates who qualifies for a discount.
  - d. CEO Ales replies that there is. CEO Ales adds that the renter must be a non-profit to fill and submit the request, the CEO/staff review the request and provide a recommendation, and the board can discuss and vote for or against the recommendation.
  - e. Director Crabtree moves to deny the Auburn Jeep Club’s request for a discount and charging the full rate. Director Crowley 2<sup>nd</sup> the motion.

Acting President Johnson asks all who are in favor:

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Peg Johnson	X		
Julia Durand	X		
Luke Parnell	X		
Dave Ebbert			X
Randy Crabtree	X		
Corinn Crowley	X		
Keri Askew Bailey	X		

- f. Motion passes.
- g. Director Crowley asks if there is value in creating criteria on this matter.
- h. CEO Ales replies that that would be of the board’s discretion otherwise being a non-profit is the criteria.

B. Gold Country Fair Heritage Foundation – MOU

- 1. CEO Ales reports that the Executive Committee and GCFHF will meet the following day to discuss expectations of the renewal of the MOU.

- a. Director Crabtree asks CEO Ales if the board must approve the MOU before the first of the year.
- b. CEO replies that the board does have to approve it and the President must sign it, but the MOU implementation can be extended.
- c. Director Parnell asks CEO Ales if he had approached other groups to replace the Heritage Foundation.
  - a. CEO Ales replied he did not.
- d. Steve Tuggle replied that the Jeep Club had been approached to run the bars at the fair in place of the Heritage Foundation.
  - a. CEO Ales indicated that he had spoken to the jeep club and there were a number of questions from the board members about the situation.
- e. Director Parnell moves to extend the GCFHF MOU by 6 months.
- f. CEO Ales replies that a month-to-month addendum can be generated.
- g. Steve asks if it is required for the Foundation and the Association to enter an MOU?
- h. Brandi replies that it is not a statutory requirement but is a policy at the Fairs and Expositions department and it is the practice for both parties to understand expectations.
- i. Director Crabtree states that he would second the motion to extend the current MOU by six months and speaks in favor of it.
- j. Director Durand states that the legal interpretation just authorized a second CEO at the fairgrounds.

Acting President Johnson asks all who are in favor:

<b>Board Member</b>	<b>Approved (Yes Vote)</b>	<b>Not Approved (No Vote)</b>	<b>Abstain</b>
Peg Johnson	X		
Julia Durand		X	
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree	X		
Corinn Crowley	X		
Keri Askew Bailey	X		

- a. Motion passes.

### C. Officer Elections

1. Director Crabtree reports that Director Bailey and he studied and understand the procedure for nominating officers and understand that the Vice President typically ascends to presidency.
2. Acting President Johnson clarifies that she has only been acting as President for a couple of months and would like to be considered for presidency in the current election.
3. Director Crabtree states at this time, those who would want to be considered for President, be identified.

4. Director Durand announces a withdrawal of her nomination for President of the board.

Vice President Durand asks all who are in favor of the President nomination:

<b>Board Member</b>	<b>Approved (Yes Vote)</b>	<b>Not Approved (No Vote)</b>	<b>Abstain</b>
Peg Johnson	X		
Julia Durand	X		
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree	X		
Corinn Crowley	X		
Keri Askew Bailey	X		

- a. Nomination is accepted.
- b. Director Crabtree nominates from the floor, Director Bailey as Vice President.

Acting President Johnson asks all who are in favor of the Vice President nomination:

<b>Board Member</b>	<b>Approved (Yes Vote)</b>	<b>Not Approved (No Vote)</b>	<b>Abstain</b>
Peg Johnson	X		
Julia Durand	X		
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree	X		
Corinn Crowley	X		
Keri Askew Bailey	X		

- c. Nomination is accepted.

**XII. RECOGNITION OR CELEBRATION:**

- A. None to Consider

**XIII. MATTERS OF INFORMATION:**

- A. CEO Comments
- B. Director/Staff Comments

1. Director Durand states that she is a strong supporter of the CEO and staff and wishes the board would be more aware of the challenges facing the CEO and staff.
2. Director Bailey thanks the board and wishes all a good holiday.
3. Director Crabtree thanks all.
4. President Johnson thanks all and wishes everyone a happy holiday.

a. Director Parnell moves to go into Closed Session. Director Crabtree 2<sup>nd</sup> motion.

President Johnson asks all who are in favor:

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Peg Johnson	X		
Julia Durand	X		
Luke Parnell	X		
Dave Ebbert	X		
Randy Crabtree	X		
Corinn Crowley	X		
Keri Askew Bailey	X		

a. Motion passes.

C. Board Meeting Dates:

1. Thursday, January 25, 2023
2. Thursday, February 22, 2023

D. Upcoming Key Activities

**XIV. CLOSED SESSION:**

A. Public Report from Closed Session:

1. Director Durand resigned from the 20<sup>th</sup> District Agricultural Association Board of Directors.
2. The board appointed Ad Hoc Committee was instructed to continue contract negotiations with Old Town Pizza and report back to President Johnson.

**XV. ADJOURNMENT**

Further information regarding this regularly scheduled meeting of the Board of Directors for the 20th District Agricultural Association may be obtained by contacting the Chief Executive Officer at 1273 High Street, Auburn, CA 95603, telephone 530-823-4533.

Date of Notice November 22, 2023

\_\_\_\_\_  
Don Ales, CEO                      Date

\_\_\_\_\_  
Peg Johnson, President                      Date