

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 January 28, 2021 @ 6:15PM
Via Teleconference
1273 High Street, Auburn, CA 95603
Notice and Agenda available on 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. 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:** President Parnell

- 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 The Pledge of Allegiance was deferred because it was done during Annual Meeting.

III. ROLL CALL OF BOARD MEMBERS

Directors Present: Director Bedwell, Director Carson, Director Durand, Director Johnson, Director Macon, President Parnell, Director Sands, and Director Smith

Directors Absent: Director Ebbert

Staff Present: Don Ales – CEO and Karlee Long – Events & Exhibits 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.
 - 1. None to consider

V. CONSENT CALENDAR:

- A. Approval of Meeting Minutes as written:
 - 1. Board Meeting Minutes dated December 17, 2020
- 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: 21-35, 21-36, 21-37, 21-38, 21-39, 21-40, 21-41
 - 2. Standard Contracts: None to consider
- E. Refunds: None to consider
- F. Excusal of Director Absences: None to consider

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

Board Member	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Debby Bedwell (teleconference)	X		
Mike Carson (teleconference)	X		
Julia Durand (teleconference)	X		
Dave Ebbert (absent)			
Peg Johnson (teleconference)	X		

Samia Z. Macon, DVM (teleconference)	X		
Luke Parnell (teleconference)	X		
Tim Sands (teleconference)	X		
Ray Smith (teleconference)	X		

VI. HERITAGE FOUNDATION:

- A. Update: Gold Country Fair Heritage Foundation (GCFHF) Director Jack Haugen announced that there are a couple events that GCFHF is planning for. GCFHF will be hosting the golf tournament in May. GCFHF is continuing to try and do various events. GCFHF has been participating in the drive-thru events with Auburn Jeep Club. GCFHF has also been helping wherever we can, with the Placer Building and Auburn Host Lions Building. Director Jack Haugen estimated that the cost of the work related to removing the ceiling tiles is \$10,000 to \$14,000, depending on if it is non-union and union rates, respectively. GCFHF still has to finalize the list of items that the Fair has given to GCFHF. Director Sands explained that is very good that the GCFHF is partnering with the Jeep Club. The past event was very successful.

VII. COMMITTEE AND STAFF REPORTS:

A. CEO Report:

1. Old Town Pizza Pavilion Update
 - a. CEO Ales explained that Old Town Pizza is targeting a soft opening on February 8th. There were some issues that Old Town Pizza ran into with receiving full approval. There is some extra work to be done on the flooring. After completion, the Sierra Kitchen will be a culinary kitchen. CEO Ales explained he is going to talk with GCFHF about the unexpected expenses that have occurred. Old Town Pizza wants to invite the Fair Board and GCFHF Directors to their soft opening.
2. Placer Building Construction Timeline
 - a. CEO Ales announced that the ceiling tiles will be torn out this coming weekend. The construction will be done within 90 days. The project will be completed because the State has to spend the money within the 90 day time period.
3. 2021 Gold Country Fair
 - a. CEO Ales explained that the office staff has been meeting to plan the fair. CEO Ales has also met with the graphics person and entertainment to begin planning. The online tickets and applications for vendors should be active and online in one to two weeks. There will be more spaces this year. All still exhibits will be located in the Armory Building. There will be more commercial exhibits in the Sierra Building. CEO Ales explained that Butler Amusements has been contacted and confirmed that they can provide a carnival. The entertainment is projected to be cut by 50%. CEO Ales announced

that Judy Boren will return in July for a couple days a week to begin planning for the fair. CEO Ales indicated that he will bring back fair themes to the next meeting for review. CEO Ales encouraged the Board to send ideas to him for consideration. CEO Ales announced he will be meeting with Flying U Rodeo to discuss having the rodeo at the Fair, since it was cancelled in April.

4. Crab Feed Status

a. CEO Ales said he has talked to the cook, crab source, and shrimp source about the possibility of having the event. CEO Ales explained that the Auburn Jeep Club pulled off a drive thru event, but they have close to 100 members. CEO Ales announced the Fair plans to have an all VIP event. This will meet the capacity requirements. There will be 8 people per table. All food will be served by a server. There will be the ability to socially distance from other tables. The drive thru done by the Jeep Club was excellent, but we will not have enough volunteers to accomplish that.

B. Committee Assignments:

1. Buildings & Grounds

a. Auburn Host Lions Building

i. Director Carson explained that there is progress being made on the Auburn Host Lions Building. The rough electric has been completed. The electrical covers will be put on at the end. The project should finish quickly. After completion, all we have to do is priming and painting.

VIII. CORRESPONDENCE:

A. Items provided via email to Directors with copies available at meeting.

1. PMIA/LAIF Performance Report
2. CDFA – Fiscal Year 2020/21 Fair Training Reimbursements
3. Stimulus Act Update 12-31-20
 - a. CEO Ales explained that none of the bills that were submitted for fairs to get money passed. They are working on alternatives.
4. Placer County COVID-19 Statistics to Date, 1/8/2021 at 8:00 AM
5. State of California – Examination Calendar 2021
 - a. CEO Ales said that during his CEO evaluation it was noted to make training and advancement opportunities available for the employees. The exam calendar for the State is listed. This gives them the opportunity to advance within the fairgrounds and seek other opportunities within the State.

IX. FINANCIALS:

A. Finance Committee to discuss monthly finance report

1. Director Bedwell explained in going through the financials the trends continue to be the same.

P & L Comparison

Director Bedwell clarified that on page 23 GL 52800, Light, Heat & Water is down. This continues to be a reflection of timing when the billing is received and paid. She will not reference the large changes in the future unless there is something highly unusual.

Director Bedwell noted that on page 23 Total Expenses is down by \$120,709.

Director Bedwell demonstrated that on page 24 Net Income is down by \$115,949.

Year-to-date

Director Bedwell explained that for the year 2020 Total Income was down by \$586,134. This is explained on page 26.

Director Bedwell pointed out that Net Ordinary Income is down by \$99,325 as expressed on page 28.

Director Bedwell explained that Overall Net Income for the year is down by \$56,849, as seen on page 29. This is reflected by the cancellation of interim event.

Cash Burn Analysis

Director Bedwell expressed that there is a downward cash trend continues in the Cash Burn Analysis. The first month with a negative balance would be in August. Director Bedwell noted that this balance is if we have no events.

Future Funding Resources:

Director Bedwell analyzed that the State did not include any funding in the new budget and AB1499 will not come until second quarter. CEO Ales has filed for the state allocation and is awaiting a check for \$42,009.00.

CEO Ales has asked to be on the Board of Supervisors Agenda for February 9 or February 16. He will be asking for three months of expenses or roughly \$129,000, plus an additional \$21,000 to produce a fair. He's also going to apply for the Shuttered Venue Operators Grant, once the SBA application is online.

CEO Ales explained that he has some new codes to try and apply for the PPP Loan.

Director Durand asked if it is loan or a grant.

CEO Ales responded that the Shuttered Operator is a grant while the PPP is a loan that can be forgivable.

President Parnell agreed that CEO Ales is correct. President Parnell mentioned to CEO Ales that we cannot receive both.

Director Durand asked if there is a difference.

President Parnell explained that it is not likely we would receive the PPP Loan. He believes the best option is the Shuttered Venue Operators Grant.

X. OLD BUSINESS:

A. Nominating Committee Policy Updated Recommendations

1. Director Bedwell illustrated that at the last meeting the Board discussed a recommendation for additional roles of the Nominating Committee. Director Bedwell referenced the policy updates in the Board Packet on page 58. Director Bedwell explained that the Policy Committee is responsible for updating the Policy Manual, which is not regularly updated. There is a policy committee, but Director Bedwell recommends that the Board combines it into one committee. There are no changes to the current role of the Nominating Committee, there is only additional roles related to policy changes and other policy type functions. Director Bedwell explained that the Board could take all, some, or none of the additions.

Director Durand asked for there to be a consideration to have succession plan. Director Durand explained that all Board Members should have a

place in the succession plan to serve on the Executive Committee. Director Durand expressed her interest to serve on the Executive Committee. Director Bedwell explained that this can be considered with the Nominating Committee.

Director Sands asked if there is option for Board Member to nominate outside of the Nominating Committee recommendations.

President Parnell explained that this can be a consideration of the Nominating Committee.

President Parnell asked to table this to the next meeting where the addition to the Nominating Committee can be clearly outlined and the Board may take a vote.

B. 2021 Committee Assignment for Directors

1. President Parnell explained that he would like all Board Members to send their top three preferences to him. President Parnell said he will try to give everyone the 1st and possibly their 2nd preference.

2. Director Bedwell explained that the Finance Committee should rotate through Board Members.

3. CEO Ales asked if an adhoc committee could be created to help brainstorm money sources. These sources include, but are not limited to loans, Small Business Association Loans, grants, etc.

XI. NEW BUSINESS:

A. None to consider

XII. RECOGNITION OR CELEBRATION: None to Consider

XIII. MATTERS OF INFORMATION:

A. CEO Comments: I am working on updates on grants and info for Board of Supervisors.

B. Director/Staff Comments:

1. Director Bedwell – None

2. Director Carson – Jack, I was not able to get the scaffolding up there. Swing by tomorrow and you can pick it up. Auburn Host Lions remodel is going great. I appreciate everyone's help.

3. Director Durand – My suggestion is to have something in the office for people from the community to access someone to process their chickens.

4. Director Ebbert – Absent

5. Director Johnson – I am sorry I was late. I was on another Zoom meeting and didn't realize the time.

6. Director Macon – Happy Birthday Tim!

7. President Parnell – None

8. Director Sands – Tomorrow is my birthday. Everyone celebrate.

9. Director Smith - None

C. Board Meeting Dates:

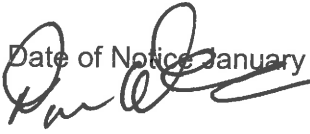
1. Thursday, February 25, 2021

2. Thursday, March 25, 2021

XIV. ADJOURNMENT

The Board of Directors may or may not act on all items appearing on this agenda. 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 January 15, 2021.

Date of Notice January 15, 2021



Don Ales, CEO

2/25/21

Date



Luke Parnell, President

2/25/21

Date