



## **NOTICE OF MEETING**

Solano County Fair Association

### **Meeting of the Board of Directors**

To Be Held

**Wednesday, December 14, 2016 at 6:00 pm**

**In the**

#### **SOLANO RACE PLACE**

Solano County Fairgrounds

Vallejo California

#### **Directors**

Lee Williams, President & Chair

Mike Coakley, Vice President

Dennis Yen, Treasurer

Denese Allen, Director

Rose Enriquez, Director

Norma Lisenko, Director

William Luiz, Director

Patricia Moreira, Director

Norma Placido, Director

Ray Bell, Director

Gary Falati, Director

Joe Lopez, Director

Kathleen Marianno, Director

Carole Paterson, Director

Ray Simonds, Director

#### **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 in order to participate, please call the Fair Association's main office at (707) 551-2000 at least 24 hours in advance of the meeting to make reasonable arrangements to ensure accessibility at 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 during normal business hours at the Solano County Fair Association main office, 900 Fairgrounds Drive, Vallejo, California.*

#### **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 in our diverse communities.*



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## AGENDA

### **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. ROLL CALL**

### **3. PLEDGE OF ALLEGIANCE**

### **4. APPROVAL OF MINUTES OF BOARD MEETINGS**

- a. Regular Meeting of November 16, 2016

### **5. CHANGES TO OR DELETIONS FROM THE AGENDA**

### **6. APPROVAL OF THE AGENDA**

### **7. PUBLIC COMMENT / PRESENTATIONS**

*(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.)*

- a. Presentation of a Western Fairs Association Blue Ribbon Award to former Director Marilyn Royse

### **8. GENERAL MANAGER'S REPORT**

- a. Update on Youth Ag Day (Tuesday, March 14, 2017)
- b. Update on Solano County Fair (Wednesday, August 2 thru Sunday, August 6, 2017)
- c. Other Matters

### **9. PRESIDENTS REPORT**

### **10. GENERAL CALENDAR**

- a. Discussion and action regarding nomination of Marilyn Royse as an Honorary Director of the Solano County Fair Association



**11. CLOSED SESSION**

- a. EMPLOYMENT OF GENERAL MANAGER (California Government Code Section 54957(b))

**12. DIRECTOR'S COMMENTS**

**13. ADJOURN**

Adjourn the meeting until the next regularly scheduled meeting of the Solano County Fair Association Board of Directors on Wednesday, January 11, 2017.

**Date of Notice: December 8, 2016**



**SOLANO COUNTY FAIR ASSOCIATION  
MINUTES FOR MEETING OF BOARD OF DIRECTORS  
NOVEMBER 16, 2016**

1. Minutes of the monthly meeting of the Solano County Fair Association’s Board of Directors held on November 16, 2016 at 6:00 pm in the Directors’ Room with President Lee Williams presiding.
2. **DIRECTORS PRESENT:**  
Lee Williams, President & Chair  

Ray Bell	Mike Coakley	Rosie Enriquez
Gary Falati	Joe Lopez	Bill Luiz
Carole Paterson	Norma Placido	Marilyn Royse
Dennis Yen		
- DIRECTORS ABSENT:** Denise Allen (excused), Norma Lisenko (excused), Patricia Moreira, Ray Simonds (excused)
- OTHERS PRESENT:** Stephen Pierce, General Manager; Stephen Hales, Assistant General Manager, Operations & Maintenance; Michael Passey, Assistant General Manager, Administration & Finance; Kirk Starkey, Solano County Deputy Auditor-Controller
3. **PLEDGE OF ALLEGIANCE:** The Pledge of Allegiance was led by Director Lopez.
4. **APPROVAL OF MINUTES OF THE BOARD MEETING OF OCTOBER 19, 2016:** It was moved by Director Placido and seconded by Director Paterson to approve the minutes of the October 19, 2016 Board meeting as presented. The motion carried unanimously.
5. **CHANGES OR DELETIONS FROM THE AGENDA:** Mr. Pierce recommended moving the report on the CY2015 audit (Item 11a) to follow the presentations. He also recommended moving Closed Session to immediately follow the audit report. Director Yen noted the date in the action item for the Finance Committee should be corrected to October 31, 2016.
6. **APPROVAL OF THE AGENDA:** It was moved by Director Falati and seconded by Director Placido to approve the agenda as amended. The motion carried unanimously.
7. **PUBLIC COMMENTS / PRESENTATIONS:** None.
8. **GENERAL CALENDAR:**
  - a. **Receive a report from the Solano County Auditor-Controller’s Office on the CY2015 Audit Report and Financial Statements.** Mr. Pierce introduced Solano County Deputy Auditor-Controller Kirk Starkey. Mr. Pierce noted that there is new language in this year’s audit report in order comply with changes in state law – “Deferred Outflows For Resources” and “Deferred Inflows For

Resources". He stated that the "Undesignated Net Position" is the number Directors should focus on to understand the operational financial position of the SCFA. Mr. Starkey explained that the Solano County Auditor-Controller's Office has issued an "unmodified opinion" for 2015, confirming that the financial statements are properly prepared and presented in accordance with Generally Accepted Accounting Principles. He anticipated that the audit would be submitted to the Solano County Board of Supervisors at its November 22, 2016 meeting. He thanked Mr. Pierce and Mr. Passey for their help during the audit. President Williams asked Mr. Starkey about available options to reduce the cost of future audits. Mr. Starkey stated "other options" were available, but did not elaborate.

**Action:** It was moved by Director Falati and seconded by Director Paterson to accept the audit as presented. The motion carried unanimously.

## **12. CLOSED SESSION:**

### **a. PERFORMANCE EVALUATION OF GENERAL MANAGER (California Government Code Section 54957(b)).**

Upon reconvening into open session, President Williams reported that the Board received notice from Mr. Pierce that he was resigning effective January 13, 2017 and information on strategies to fill the general manager vacancy. The Board provided direction to proceed with an organizational restructure that focused on filling the general manager vacancy with internal candidates to keep the momentum of the last two fairs. An ad hoc committee of the Board president, vice president and secretary was formed to finalize the selection process and a regular meeting was added on Wednesday, December 14, 2016 at 6 pm to complete the selection process. No Finance Committee meeting would be scheduled for December.

## **13. COMMITTEE REPORTS:**

### **a. Finance Committee – Report on Committee Meeting of November 16, 2016 –**

Committee Chair Yen reported that the Finance Committee met earlier in the day and recommended approval of the October 31, 2016 financial statements as presented.

**Action:** It was moved by Director Placido and seconded by Director Luiz to approve the October 2016 Financial Statements as presented. The motion carried unanimously.

## **14. GENERAL MANAGER'S REPORT:**

**a. Update on Youth Ag Day Matters** – Mr. Pierce reported that the most recent numbers show over \$10,000 in cash donations, and 27 schools, 87 classes and 2,135 third-graders signed up. Mr. Pierce reported 17 presenters are signed up in addition to the 4-H presenters, but only three volunteers are signed up and additional volunteers are needed.

**b. Update on Horse Racing Matters** – Mr. Pierce reminded the Board that the SCFA had chosen not to continue its membership in the California Authority of Racing Fairs (CARF) in 2016 due to the \$14,000 per year fee. The final act of suspending SCFA's membership was recently completed with CARF forwarding approximately \$9,000 to SCFA, which represented SCFA's share of CARF's Equipment Replacement Fund. These funds were not included in the 2016 year-end projections. Mr. Pierce reported the California Horse Racing Board had not yet resolved the 2017 Northern California Racing Calendar issues and as such dates for the 2017 Solano County Fair are not yet determined. It is still anticipated that the Fair will take place on either the last weekend of July or

the first weekend of August. When asked by Director Yen what the issues that were holding up the CHRБ’s decision, Mr. Pierce stated the parties involved had not yet resolved their respective issues.

- c. **Update on Solano County Fair Matters** – No report.
- d. **Update on Division of Fairs & Expositions / California Fair Alliance / Legislative Issues** – Mr. Pierce reported that the SCFA was not selected to receive any grant monies for infrastructure improvements in the latest State budget cycle.
- e. **Other Matters** – Mr. Pierce reported that transfer of the liquor license from Mangiata Catering was slated for November 21, 2016 for the balance due from Mangiata, approximately \$9,000. Mangiata would also be allowed to store some of its equipment in the grandstands for six months. In response to a question from Director Lopez on the logistics of the SCFA holding the liquor license, Mr. Pierce reported the master food and beverage concessionaire would have the ability to serve alcohol and SCFA will receive a commission on all sales as in the past.

**15. PRESIDENT’S REPORT** – No report.

**16. GENERAL CALENDAR**

- a. **Consider the 2017 meeting calendar for the SCFA Board of Directors, including the rescheduling of the January and August meetings and cancelling the December meeting** – President Williams reiterated the addition of the December 14, 2016 meeting and recommended setting the January meeting before the current General Manager leaves on January 13. Year-end financials would not be available for a January 10, 2017 meeting, so the Finance Committee and Board would be reviewing November 2016 financials. 2016 year-end and January 2017 financials would be reviewed in February. In regards to the August meeting, Mr. Pierce explained that August 23, 2017 was the optimal date regardless of whether the Fair takes place in late July or early August.

**Action:** It was moved by Director Paterson and seconded by Director Placido to accept the amended 2016 and 2017 meeting calendars for the SCFA Board of Directors. The motion carried unanimously.

- b. **Receive a report on adopting an updated Classification and Salaries Schedule** – Mr. Pierce noted that the updated Classification and Salaries Schedule as presented was no longer current in light of pending organizational changes.

**Action:** Director Falati moved and Director Paterson seconded to continue the item to the January Board Meeting and Director Paterson. The motion carried unanimously.

- c. **Consider a master food and beverage concessionaire agreement** – Mr. Pierce explained that the lessons learned over the last three years substantively informed the proposed agreement with Sandy’s Catering. Key provisions include ownership of the liquor license, the lack of exclusivity, the incorporation of a monthly “rent” to cover routine maintenance activities, inclusion of the Solano Race Place in Fair-time commissions, adjusted percentages and threshold levels for commissions, and a 5% referral fee for new events that concessionaire brings to the Fairgrounds. Director Falati asked if the referral fee percentage might be revisited at a later date to address the role of the concessionaire in sustaining recurring events. Mr. Pierce responded that it could. In response to a query from Director Lopez regarding event security, Mr. Pierce noted that the process would remain unchanged: SCFA would provide security staffing and the concessionaire would ensure that proper alcohol controls were in place. President Williams asked if the concessionaire was required

to comply with the alcohol awareness program currently being implanted in some parts of Solano County. He did not believe that the City of Vallejo was currently participating in that program, but stated that the City of Rio Vista required it of all alcohol servers. Mr. Pierce answered that he would research the matter and that the SCFA can impose at its discretion a higher standard on the concessionaire. Director Falati asked if Deputy County Counsel Kim Alexander Yarbor had reviewed the contract document. Mr. Pierce confirmed that she had.

**Action:** It was moved by Director Paterson and seconded by Director Placido to approve the selection of Sandy's Catering as the Fairgrounds' master food and beverage concessionaire, effective November 17, 2016. The motion carried unanimously.

Subsequent to the passage of the motion, a brief discussion ensued regarding the Board's desire to meet Ms. Sandy Vessel, the owner/operator of Sandy's Catering. Mr. Pierce suggested inviting her to provide food and beverage for the December Board meeting.

## **16. DIRECTOR'S COMMENTS**

Director Royse announced that this was her last meeting as she was resigning effective November 17, 2017 from the Board after 22 years of service. She said that she had greatly enjoyed her time on the Board and encouraged the Board to remember that the Fair is about "children, animals and agriculture" and to keep up the good work. The directors shared laudatory comments about Director Royse's tenure. Director Placido said she would miss her on the Hospitality Committee and thought of Director Royse as her mentor. Director Lopez commented on her service on behalf of both District 5 and District 4 (split between the cities of Vacaville and Dixon). Director Falati expressed how Director Royse served as a great role model, with her great energy and tenaciousness. He thanked her for her leadership and friendship. President Williams said he hoped Director Royse would be back for Youth Ag Day and reminisced about past Board Members' service over the years and their importance to him. The Directors expressed their shock at the announcement of Mr. Pierce's departure, commenting that he had done a superb job in refocusing the Fair and that he would be missed. Director Bell reminisced about being the "new guy" on the Board and the changes that have occurred over the years.

## **17. ADJOURNMENT:**

It was moved by Director Paterson and seconded by Director Placido that the meeting be adjourned until the regular Board Meeting on December 14, 2016 at 6:00 p.m.

Respectfully submitted,



Stephen L. Pierce  
General Manager