



NOTICE OF MEETING
Solano County Fair Association

Monthly Meeting of the Board of Directors

to be held

Wednesday, February 20, 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, General Manager & Chief Operating Officer

Kim Alexander Yarbor, Deputy County Counsel

Kelly Fletcher, Volunteer

Sara Taverner, Special Projects Coordinator

28 days until the 2019 Youth Ag Day (Tuesday, March 19)

129 days until 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, February 20, 2019, 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. 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. Minutes to be distributed at meeting.

ACTION: Discussion only. Board review only. Acceptance of minutes at a subsequent meeting.

8. FINANCIAL UPDATE

- a. Receive update on new financial reporting format

ACTION: Discussion only. Board to review and give direction to staff.

9. GENERAL CALENDAR

- a. Receive an update on and/or recommendations regarding the proceedings of the meeting of the Solano County Board of Supervisors on Tuesday, February 5, 2019. *(Additional materials may be distributed at the meeting).*
 - i. Next Steps
 - ii. New Management Agreement
 - i. What are SCFA requirements?
 - ii. New footprint defined
 - iii. Mission Statement – Clarifying or Redefining purpose of SCFA
 - iv. New Business Model
 - v. What Does it Mean to be an Independent 501(c)3 and why is it important?
 - i. Bylaw revisions – next steps
 - ii. Board vacancies
 - iii. New Committee structure
 - vi. Enterprise Account –
 - i. Separating SCFA operations from Enterprise Account activities
 - ii. Lease Revenue
 - vii. Gaming License and related revenue
 - viii. Alcohol License and related revenue
 - ix. Unique Relationship between fairgrounds and State of California
 - x. Realities of Facilities Improvements and Maintenance
 - i. Defining the Market
 - 1. Tied to Municipal Market/pricing
 - 2. Restrictions on Municipal pricing
 - ii. Maintenance vs. Capital Improvements
 - xi. Relationship between SCFA and County of Solano



ACTION: Discussion and possible action regarding the action taken by and direction given at the meeting of the Solano County Board of Supervisors on Tuesday, February 5, 2019 as related to the SCFA.

10. FACILITY ASSESSMENT PROPOSAL

- a. Receive an update on proposed facilities assessment study.

ACTION: Board to consider facilities assessment proposal and give staff direction.

11. STRATEGIC PLANNING UPDATE

- a. Receive an update on ongoing Strategic Planning Efforts
 - a. Creation of an annual Capital Campaign
 - b. Creation of a committee to support the annual Capital Campaign
 - c. Single day Strategic Planning Session focused on Capital Campaign
 - i. Possible dates – March 23 or March 30
 - ii. Possible location – Green Valley Country Club

ACTION: Board discussion and possible acceptance of annual Capital Campaign, the supporting committee, and possible strategic planning session dates.

12. 2019 YOUTH AG DAY

- a. Receive an update on preparations for the 2019 Youth Ag Day

ACTION: Information only.

13. 2019 SOLANO COUNTY FAIR

- 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. Fireman's Muster
 - f. Logo review

ACTION: Information only.



14. CLOSED SESSION

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

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

15. DIRECTORS & STAFF COMMENTS

16. ADJOURNMENT

Adjourn the meeting until the **Regular Meeting of the SCFA Board of Directors on Wednesday, March 20, 2019 at 6:30 pm.**

Date of Notice: Saturday, February 16, 2019

**INDIVIDUAL PROJECT AGREEMENT
BETWEEN CALIFORNIA CONSTRUCTION AUTHORITY (CCA)
And
SOLANO COUNTY FAIR
For the
FACILITY CONDITION ASSESSMENT**

CCA PROJECT# SOL-19-013

This Individual Project Agreement (“IPA”) is entered into this 15th day of February 2019, by and between the California Fairs Financing Authority, dba California Construction Authority (CCA) a joint powers authority, and the Solano County Fair in Vallejo, California (“Fair”). CCA and Fair are referred to as the “parties” and individually referred to as a “party.”

Whereas, CCA and Fair desire to enter into this IPA to specify how CCA will perform certain project services for Fair.

Now, therefore, the parties agree as follows:

1. Master Project Agreement Incorporated. All terms and conditions of the Master Project Agreement between the parties dated August 17, 2016, are incorporated herein by this reference.
2. Project Scope. The Project Scope is attached hereto as Exhibit “A”.
3. Amount. Payment by Fair under this IPA shall be the amount of **TWENTY THREE THOUSAND, THREE HUNDRED FORTY TWO and 41/100 DOLLARS (\$23,342.41)** or as later modified in writing between the parties.
4. Project Budget; CCA Fees. The Project Budget Outline, including CCA fees, is attached hereto as Exhibit “B” and incorporated herein. Fair agrees to pay CCA for the Services in accordance with the Project Budget Outline.
5. Project Budget Funds. Fair shall place the Project Budget funds into the Project Fund Account held by CCA. CCA shall administer the Project Fund Account in accordance with the terms of this IPA and CCA policy.

Fair shall forward the following funds to CCA for the Project Fund Account:

**TWENTY THREE THOUSAND, THREE HUNDRED FORTY TWO and
41/100 DOLLARS (\$23,342.41)**

CCA shall provide Fair with accounting reports of Project funds, at completion of project following reconciliation, or upon request of the Fair, if required.

6. Termination. Either party may terminate this IPA by giving the other party 30 days prior written notice of termination and completing any non-revocable obligations. Upon termination of this IPA, Fair shall compensate Authority, in accordance with the Project Budget, for all Services performed prior to termination including compensation for all non-revocable obligations. Notice of such termination shall be given in accordance with Section 11 (Notice) of the Master Services Agreement.

This IPA is executed as of the date first above written.

CALIFORNIA CONSTRUCTION AUTHORITY

Name: Becky Baily-Findley
Title: Managing Director

SOLANO COUNTY FAIR

Name: Stephen Hales
Title: COO / General Manager

EXHIBIT “A”

**SOLANO COUNTY FAIR
FACILITY CONDITION ASSESSMENT
PROJECT SOL-19-013**

SCOPE OF SERVICES

1. The Fair’s Project is the **Facility Condition Assessment**. The site of the Project is at the Solano County Fair at 900 Fairgrounds Drive, Vallejo, CA 94589 (Fair).
2. Upon receipt of signed IPA, CCA will perform the following services and work:
 - a) Provide coordination, oversight and project management and administration services associated with Facility Condition Assessment (FCA) services at the Fair. The services will include the following:
 - Include a comprehensive assessment of all sites, buildings, building systems, and infrastructure.
 - The FCA will follow the ASTM E2018-15 Standard Guide for Property Condition Assessments as applicable.
 - Determine the present condition and estimated life expectancy of various building systems and components.
 - Identify and document present condition of all physical assets including grounds, facilities, and infrastructure.
 - Recommend corrections for all deficiencies and provide cost estimates for corrections.
 - Prioritize and categorize deficient conditions, associated corrective actions, and information concerning building systems and deficiency categories.
 - Establish anticipated renewal and replacement costs for the various systems and components.
 - Result in strategic plan for capital repairs, lifecycle component replacement, and building modernization.
 - Calculate the Current Replacement Value (CRV) and Facility Condition Index (FCI) for each facility.
 - b) CCA will retain the Consultant from CCA approved master list to conduct the study,
 - c) The project scope is limited and restricted to work direct associated with the services indemnified above associated with the following Fair structures, presented below.
 - Main Gate Entrance and Other Gate Entries
 - Main Gate Picnic Area (Admin Lawn South, Expo Lawn West)
 - Main Gate Parking (overall parking is 5600 spots)

- Administration Office / Security / Directors Parking Lot / RR
- Storage Warehouse / Storage Yard
- County Building and Lawns
- Bay Stage
- Solano Race Place
- Solano Race Place Parking Lots
- McCormack Hall and Lawns
- Stand Alone Restroom (McCormack Lawn West)
- Gems and Minerals Building(s) / Pre-School / Storage
- Maintenance Sheds and Yard
- Livestock Building and Restroom
- Mick Freese Memorial Sheep Barn
- Concert Arena Lawn, Bleachers
- Exposition Hall
- Expo Plaza / Stage
- Expos Plaza Lawn Picnic Area
- Carnival Midway - Permanent Concessions
- Misc. - Permanent Concessions
- RV Parking and Hookups

d) Items not included in the proposal are any costs for permits or fees for services associated with review procedures required by other governmental agencies or public or private entities. This includes any CEQA, Fire Dept., DSA, highway, or city/county permit or plan review requirements.

The performance of CCA's scope of services inures to the benefit of the Fair. To accomplish these services, CCA may engage third parties. Additionally, known and unknown third parties may be affected by the performance of this IPA. Therefore, the Fair agrees to reimburse CCA for all costs and expenses incurred in connection with the Project or arising out of the performance of this IPA, including, but not limited to, all costs and expenses arising out of claims asserted by third parties against CCA. The Fair shall not reimburse CCA for costs and expenses incurred as a result of CCA's sole, active negligence or willful misconduct.

Should a dispute arise and either party is required to institute any action or proceeding to enforce any provision of this IPA or for damages by reason of an alleged breach of any provision hereof, the prevailing party shall be entitled to receive all costs and expenses (including reasonable attorneys' fees and disbursements) incurred by such prevailing party in connection with such action or proceeding. CCA will take no further action until the Fair accepts the terms and conditions of this IPA. CCA represents and warrants that it has the statutory and/or legal authority to enter into contracts with general contractors for the express and specific purpose of performing the work identified in the IPA. CCA further represents and warrants that it has the statutory and/or legal authority to enter into this IPA with the Fair.

EXHIBIT “B”

CCA PROJECT# SOL-19-013

PROJECT BUDGET OUTLINE

**Solano County Fair
Facility Condition Assessment
Cost Breakdown**

<u>PROFESSIONAL SERVICES/CONSULTANTS (Estimate)</u>		
Consultant Services (EMG)	\$ 20,713.50	
Professional Services Sub-Total		\$ 20,713.50
<u>REIMBURSABLES (Estimate)</u>		
Misc.	\$ 250.00	
Reimbursable Sub-Total		\$ 250.00
<u>MANAGEMENT/ADMINISTRATION FEES</u>		
Project Management Services (T&M Estimate)	\$ 1,750.00	
Direct Costs Handling Fee (3%)	\$ 628.91	\$ 2,378.91
Total Costs, with Fees and Estimated Costs		\$ 23,342.41

All consultant costs and direct costs, i.e. reproduction, mail, etc., associated with the project are subject to CCA's Handling fees.

CCA Project Management and Technical Support is billed on a T&M basis, in accordance with CCA approved Fee Schedule.

Costs identified as estimates are just that, actual costs will be accounted and reconciled at close of project.



**California
CONSTRUCTION
AUTHORITY**

1776 Tribute Road, Suite 220
Sacramento, CA 95815

Reception (916) 263-6100
Fax (916) 263-6116

Solano County Fair
900 Fairgrounds Dr.
Vallejo, CA 94589

Invoice

Invoice Number: 2641
Invoice Date: 2/15/2019
Customer Code: SOL
Project: SOL19013
Solano Facility Assess

**-Please make checks payable to California Construction Authority
-Please process payment via ACH/WIRE or send check via certified mail,
contact CCA for more details**

Description	Amount
Consultant Funds	20,713.50
Estimated Direct Costs	250.00
Project Management Services	1,750.00
Project Handling Fee	628.91
	<hr/>
	\$23,342.41

Thank you for your business!

Questions: mlee@ccaauthority.org

Net Invoice: \$23,342.41
Sales Tax: 0.00
Invoice Total: \$23,342.41