



NOTICE OF MEETING

Solano County Fair Association

Meeting of the Board of Directors

To Be Held

Wednesday, September 21, 2016 at 6:00 p.m.

In the Directors Room
Solano County Fairgrounds
Vallejo, California

Directors

Lee Williams, President & Chair

Mike Coakley, Vice President

Dennis Yen, Treasurer

Denese Allen, Director

Rosie Enriquez, Director

Norma Lisenko, Director

William Luiz, Director

Carole Paterson, Director

Marilyn Royse, Director

Ray Bell, Director

Gary Falati, Director

Joe Lopez, Director

Patricia Moreira, Director

Norma Placido, Director

Raymond 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 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 during normal business hours at the Solano County Fair Association main office, 900 Fairgrounds Drive, Vallejo, CA.

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.



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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 August 24, 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.)

8. COMMITTEE REPORTS

- a. Finance Committee – Report on Committee meeting of September 21, 2016

ACTION: Discussion and action regarding the Committee's recommendation on the August 31, 2016 Financial Statements

9. GENERAL MANAGER'S REPORT

- a. Update on Youth Ag Day (March 14, 2017)
- b. Update on Solano County Fair
- c. Update on Horse Racing Matters
- d. Update on Division of Fairs & Expositions / California Fair Alliance / Legislative Issues
- e. Other Matters

10. PRESIDENT'S REPORT

- a. Committee Assignments



11. GENERAL CALENDAR

- a. Consider approving a Master Project Agreement between the California Fairs Financing Authority (CFFA), and consider designating the CFFA as the Public Construction Management Entity for the State-funded project to upgrade the doors on McCormack Hall

ACTION: Discussion and possible approval of Master Project Agreement and designation of CFFA as the Public Construction Management Entity for McCormack Hall improvement project.

12. CLOSED SESSION

- a. CONFER WITH OR RECEIVE ADVICE FROM LEGAL COUNSEL – POTENTIAL LITIGATION (California Government Code Section 54956.9(b)) – 1 case

13. DIRECTORS' COMMENTS

14. ADJOURN

Adjourn the meeting until the next regularly scheduled meeting of the Solano County Fair Association Board of Directors on October 19, 2016 at 6 p.m.

Date of Notice: September 15, 2016



**SOLANO COUNTY FAIR ASSOCIATION
MINUTES FOR MEETING OF THE BOARD OF DIRECTORS
AUGUST 24, 2016**

1. Minutes of the monthly meeting of the Solano County Fair Association’s Board of Directors held on August 24, 2016 at 6:00 p.m. in the Directors’ Room with President Marilyn Royse presiding.

2. **DIRECTORS PRESENT:** Marilyn Royse, President & Chair

Denese Allen	Ray Bell	Mike Coakley
Gary Falati	Joe Lopez	Patricia Moreira
Carole Paterson	Norma Placido	Ray Simonds
Lee Williams	Dennis Yen	

DIRECTORS ABSENT: Norma Lisenko (excused), Bill Luiz (excused), Rosie Enriquez.

OTHERS PRESENT: Stephen Pierce, General Manager; Michael Passey, Assistant General Manager for Finance; Kim Alexander Yarbor, Solano County Deputy County Counsel; James Bezek, Senior Management Analyst with County Administrator’s Office; and Harold Levy, Solano Community Development, LLC

3. **PLEDGE OF ALLEGIANCE:** The Pledge of Allegiance was led by Director Williams.

4. **APPROVAL OF MINUTES OF THE BOARD MEETING OF JUNE 15, 2016:** It was moved by Director Falati and seconded by Director Placido to approve the minutes of the July 26, 2016 Board meeting as presented. The motion carried unanimously.

5. **CHANGES TO OR DELETIONS FROM THE AGENDA:** None.

6. **APPROVAL OF THE AGENDA:** It was moved by Director Allen and seconded by Director Paterson that the agenda be approved as presented. The motion carried unanimously.

7. **PUBLIC COMMENT:** None.

8. **PRESENTATION: Presentation on a proposed concept by Solano Community Development, LLC to redevelop the Solano County Fairgrounds as part of the Solano360 process**

Mr. Pierce introduced Mr. Levy from Solano Community Development, LLC (SCD) and reminded the Directors that this proposed redevelopment project is still at the stage where details are being worked out, and has not been presented to the Board of Supervisors for any approval actions. Mr. Levy reviewed the proposed concepts for SCD to redevelop the Solano County Fairgrounds, noting that the objective was to create the highest and best use of the property. The proposed land use centered on a tournament sports complex with 12 baseball fields, eight soccer fields and an athletic village/dormitory area. The proposed project concept identified retail areas, an amphitheater that may not materialize, a hotel, a central water feature, a transit station and an area designated as the Fair of the Future. The proposal included razing all of the existing buildings on the Fairgrounds over the project phases. The Fair of the Future area would include a new convention center style “Expo Hall” and a multi-purpose building that would double as a livestock facility during the Fair. As of yet, the location of the Race Place satellite

wagering facility has not been clearly defined. The concept at this point proposes to change the business model of the SCFA to focus on the Fair, other ag-related events such as Youth Ag Day, Solano Race Place and the electronic sign. The SCFA would not be the manager of the overall Fairgrounds property and would not be responsible for facility rentals throughout the year. The robust discussion about the project focused on three key issues that the Directors felt the project needed to address as it moves forward: 1) Ensuring the SCFA has enough flexibility in its revenue options that it can react dynamically to shifts in the Fair industry; 2) Assurances that the income streams for the SCFA are reliable and a priority in both good and bad times; and 3) Ensuring the SCFA retains/enhances its capacity to explore and develop new ways of fulfilling its agricultural education mission.

9a. FINANCE COMMITTEE: Report on Finance Committee meeting of August 24, 2016.

Committee Chair Coakley reported that the Finance Committee met earlier in the day and recommends approval of July 31, 2016 financial statements as presented.

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

9b. LIVESTOCK & EXHIBITS COMMITTEE: Report on Committee meeting of August 24, 2016.

The committee attempted to meet but did not have a quorum. The available Directors discussed a concept to explore the concept of consolidating the Solano County Fair annual horse show with the Dixon May Fair. Discussion among the full Board concurred that the concept was worth exploring to provide a cost-effective opportunity for Solano County youth to compete and be eligible for the California State Fair.

10. GENERAL MANAGER'S REPORT:

- a. Update on Horse Racing Matters. California Horse Racing Board met on August 22 with an agenda item to discuss the 2017 racing dates. No specific decision appears to have been made due to lack of consensus among Northern California racing facilities. It is anticipated that the racing schedule will be similar to last year. The California State Fair has not yet announced its dates, which means the SCFA can't settle on its dates either.
- b. Update on Division of Fairs and Expositions / California Fair Alliance / Legislative Issues. Mr. Pierce reported that the project to improve the doors on McCormack is moving forward. The Directors will be considering at its next meeting an item to replace the existing MOU with the California Fairs Finance Authority with a Master Project Agreement. Mr. Pierce announced that 2017 Western Fairs Association convention will be held at the Grand Sierra Resort in Reno, Nevada from January 15, 2017 to January 18, 2017. Directors interested in attending were asked to inform Mr. Pierce.
- c. Update on Other Matters. Mr. Pierce congratulated to Ray Simonds on his reappointment to the Board, for a term to expire on August 1, 2020. He noted three directors whose appointments have recently expired Director Royse (August 1, 2016), Director Yen (August 1, 2016) and Director Paterson (July 31, 2016). He reminded directors that they serve until replaced. Mr. Pierce reported that he had received word earlier today that former SCFA Director Genieva Brownridge passed away over the weekend. Plans are under way for a memorial service on the Fairgrounds patio on September 2. Mr. Pierce informed the Board that he would be out of state September 2 through September 7 visiting his newest grandchild.

11. **PRESIDENT'S REPORT:** President Royse thanked Directors for a great year as president. She also stressed the importance of and sought ideas on how to show appreciation to staff for a job well done during the Fair and throughout the year.

12. GENERAL CALENDAR:

- a. Receive a report on the 2016 Solano County Fair. Mr. Pierce reported that the overall attendance for the Fair was up 2.3% over 2015, with day-over-day increases on all days except Thursday. This was in part due to a drop in participation by Special Friends due to the heat. Initial revenue estimates show the Fair was up at least 2% over 2015, with only sponsorship down from last year due to the loss of three major sponsors. Looking forward to the 2017 Fair, Mr. Pierce said enhanced revenue options need to be explored, which include admission prices, parking fees, carnival rides and vendor rentals. Fee increases would have to be weighed against the potential for temporary and/or permanent loss in vendors and patron attendance. The 2017 budget will also be strained by increasing expenses outside the Fair's control, including minimum wage growth, utilities, health care and other benefits, and the cascading effect of these on goods and services.

Mr. Pierce discussed the various programming changes implemented in 2017, and made the following recommendations:

- 1) Working with the Entertainment and Programs Committee, pursue a concert strategy in 2017 of a Gospel Event on Wednesday, headliner acts on Thursday and Saturday, a Music Festival on Friday, and a Fiesta Celebration on Sunday.
- 2) Working with the Entertainment and Programs Committee, develop solutions to "success problems" associated with the increased participation by community groups in the Cultural Pavilion.
- 3) Continue the variety of uses for McCormack Hall and refine Solano Living entry categories to reflect current trends in participation.
- 4) Continue to develop the Family Fun Zone to have a diverse array of entertainment and explore options with Vallejo Together to continue the event during the Fair and minimize noise conflicts with other entertainment.
- 5) Maintain the new location of the County & Cities Expo and seek out a new center attraction in Expo Hall to generate foot traffic for vendors.
- 6) Continue to develop the parade as a unique feature of the Fair by considering parade participation as a factor in selecting strolling entertainment and stage entertainment.
- 7) Continue to maintain a diverse array of attractions in and around the County Building. In particular, developing a unique attraction for the area on par with the Urban Garden in 2015 and Solano Movies in 2016, continue to grow the Artists Row to include more artists on more days, continue developing the beer and wine garden, find a destination display on par with the classic cars, and relocated the first aid station from beside Expo Hall to be part of the Healthy Solano! Health Fair.
- 8) Working with the Hospitality Committee and Silent Auction Committee, develop solutions to the challenge areas for the Celebrate Solano BBQ.

Director Paterson shared a written report that praised staff and directors for their help in making the Silent Auction and points for consideration for next year, including table tents on the picnic tables describing the Fair Hands program and Silent Auction, "roamers" going out to the picnic tables to encourage participation in the Silent Auction, and donation sites for people

to donate without bidding. Director Placido noted that two people on the sign-in table was not enough, and recommended two tables with four people. She also recommended having a person collect the tickets as people enter the food lines. She commented that the time between performances on the Cultural Stage was more than in the past. Mr. Pierce reported that the activities on the Cultural Stage were coordinated with the Great American Pig Races and Farm'tastic Adventure Show in the Family Fun Zone, and only one "stage" was active at a time to avoid sound conflicts. Director Placido also noted that the Filipino exhibits in the Cultural Pavilion was very expansive this year, and thanked staff for their hard work supporting the Cultural Pavilion.

- b. Election of the SCFA Board of Directors for 2016-2017. Director Allen reported that the Nomination Committee met on July 29 and made the following recommendations of Director Williams for President, Director Coakley for Vice President and Director Yen for Treasurer.
- It was moved by Director Lopez and second by Director Placido that Director Williams serve as President. The motion carried unanimously.
 - It was moved by Director Placido and second by Director Paterson that Director Coakley serve as Vice President. The motion carried unanimously.
 - It was moved by Director Lopez and second by Director Placido that Director Yen serve as Treasurer. The motion carried unanimously.

President Royce distributed the list of committees and asked Directors to mark which committees they were interested in serving on in the coming year.

13. DIRECTOR'S COMMENTS:

Director Allen praised President Royce for a job well done and congratulated the new slate of officers. She echoed the need to do something for staff, and praised staff for an excellent job during the 2016 Fair. In response to a question by Director Moreira, Mr. Pierce said the planned staff party was postponed at the request of staff who was frankly too tired to party. There was a luncheon for staff provided during the Fair by KUIC. Director Bell commented that in past he had supervised people and when they brought him a problem he expected them to also bring a solution. He said he was impressed with Mr. Pierce's overview of the Fair because all of the areas identified for improvement also included potential solutions. Director Coakley said he had a good time at the Fair, and really loved the entertainment, and had only heard positive comments on the Fair. He also expressed appreciation for the support of staff over the year in his role as treasurer. Director Williams praised the commitment of staff and the direction the Fair has gone over the last couple years. He apologized that he could not make the Directors BBQ during the Fair, and promised to make up for it by providing a BBQ dinner for directors and staff at the September meeting. Directors suggested they gather at 5 pm to eat and socialize before the meeting. Director Williams thanked his colleagues for putting their confidence and faith in him to serve as president next year. He also praised Director Paterson for her role in putting together the Silent Auction. Director Placido enjoyed the Fair and was proud of how the Filipino showcased its culture at the Fair. Director Lopez congratulated President Royce on a job well done and wished Director Williams good luck in the new year as president. He praised staff for a good job on the Fair, making a special note on the performance of the grounds maintenance team for keeping the Fair clean. He commented on the success of the Hispanic concert on Sunday, noting that he could not find a seat. Director Simonds reported that he had bid on animals during the Junior Livestock Auction, but kept getting outbid. It was noted that this was a good problem to have. Director Simonds reminded directors that they can still

donate now to build funds for the 2017 auction. He also echoed comments praising staff and President Royce. Director Moreira said she had only heard positive comments about the Fair, and she attributed the success to her colleagues and staff who made it great experience for everyone.

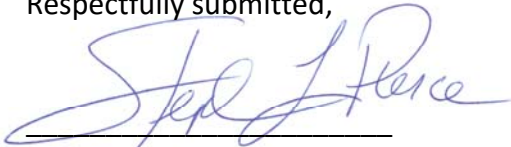
14. CLOSED SESSION:

After reconvening in open session, President Royce reported out that the Board had received information on potential litigation and no action was taken.

15. ADJOURNMENT:

It was moved by Director Placido and seconded by Director Yen that the meeting be adjourned until the regular Board Meeting on September 21, 2016 at 6:00 p.m.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Stephen L. Pierce", written over a horizontal line.

Stephen L. Pierce
General Manager

Item 11a. Consider approving a Master Project Agreement between the California Fairs Financing Authority (CFFA), and consider designating the CFFA as the Public Construction Management Entity for the State-funded project to upgrade the doors on McCormack Hall.

The Solano County Fair was awarded \$29,240 in State funds to upgrade the doors on McCormack Hall as part of the \$7 million in infrastructure improvement funds included in the 2015-2016 California Budget. The ramp up time to distribute these funds has taken longer than anticipated, but the California Department of Food and Agriculture has established procedures to access these grant funds, and ensure all project activities are complete by June 2018. Two of the steps in this procedure are being addressed in this item.

Master Project Agreement

For more than 20 years, the Solano County Fair, along with the network of California fairs, have conducted business under a Memorandum of Understanding and engaged on individual projects with a Letter of Understanding. These agreements are being replaced with updated agreements. The Master Project Agreement outlines how CFFA will provide services for the Fair. An Individual Project Agreement will outline specific project scope, responsibilities and limitations, project costs and budget.

Attached is the Master Project Agreement, which includes a sample Individual Project Agreement. The Individual Project Agreement for the McCormack Hall project will be completed after a Public Construction Management Entity is selected to manage the project and work with staff to develop a scope of work.

Public Construction Management Entity

A requirement of the grant funds is to designate a Public Construction Management Entity, which can be the State of California Department of General Services (DGS) or California Fair Financing Authority.

It is recommended that the SCFA select the California Fair Financing Authority as its Public Construction Management Entity (PCME) to ensure the project complies with all grant requirements and federal, state and local codes.

ACTION: Discuss and consider approving a Master Project Agreement between the California Fairs Financing Authority (CFFA) and designating the CFFA as the Public Construction Management Entity for the State-funded project to upgrade the doors on McCormack Hall.



1776 Tribute Road, Suite 100
Sacramento, CA 95815

Phone: (916) 263-6100
Fax: (916) 263-6616

MASTER PROJECT AGREEMENT BETWEEN CFFA AND FAIR

This Master Project Agreement (“Master Agreement”) is entered into this 21st day of September 2016, by and between the California Fairs Financing Authority, a joint powers authority (“Authority” or “CFFA”), and the **Solano County Fair** (“Fair”). Authority and Fair are collectively referred to as the “parties” and individually referred to as a “party.”

Whereas, Authority and Fair desire to enter into this Master Agreement to specify how Authority will perform certain services for Fair.

Now, therefore, the parties agree as follows:

1. Designation of Projects. Fair will request and Authority may provide written Individual Project Agreements designating (1) the specific scope of services for the individual project (“Project”), (2) the time for completion of the Project services, (3) the amount to be paid by Fair to Authority for the Project, including the amount of the deposit to be paid to Authority; and (4) any interim approvals determined appropriate by Fair for the performances of the services. The Individual Project Agreements (“IPA”) shall be in substantially the form attached hereto as Attachment “I”. If Authority is willing to perform the requested services set forth in the Individual Project Agreement within terms specified in the Individual Project Agreement, the parties shall sign the Individual Project Agreement.
2. Scope of Services. Authority shall perform the services set forth in the signed Individual Project Agreement. All consultants, professional services and general contractors necessary shall be retained by the Authority and selected in accordance with the California Public Contract Code and other applicable laws. Services provided by the Authority may include project management, and contract management, project administration and bidding services, along with all inspection services on the construction portion of the Project. The Authority will conduct and/or interface with other applicable agencies for all required construction inspections in accordance with the California Building Codes.

3. Access to Documents. Authority agrees that all contract documents, notes, designs, drawings, plans, specifications and other technical data produced pursuant to an Individual Project Agreement shall be made available to Fair, upon request.
4. Audit. Fair shall have the right, at its own expense, to audit the books and records of Authority relating to any Services performed pursuant to this Master Agreement. Said audits shall be conducted, if at all, within two years following the date of completion of the subject Services.
5. Alteration. No alterations or variation of the terms of this Master Agreement shall be valid unless made in writing and signed by the parties hereto and no oral understanding or agreement not incorporated herein shall be binding upon the parties.
6. Authority's Representative. Authority's representative shall be the Managing Director of Authority.
7. Fair's Representative. Fair's representative shall be the Chief Executive Officer of Fair.
8. Compensation and Payment. Payment for Services and Project Costs will be made by Fair to Authority as set forth specifically in the Individual Project Agreement, which shall include the amount placed on deposit with Authority for the Project. "Total Project Costs" will include but are not limited to project management and administration, design and bidding services, construction and contingencies, fees, third party charges such as legal fees, and Authority staff time, travel, and overhead.
9. Indemnity.

Authority shall defend, indemnify, and hold harmless Fair, its officers, directors, employees, representatives and agents, from and against any and all liability, loss, expense (including reasonable attorneys' fees and litigation expenses), or claims for injury or damages arising out of the performance of this Master Agreement or any Individual Project Agreement between Authority and Fair, but only in proportion to and to the extent such liability, loss, expense, or claims for injury or damages are caused by, or result from, the negligent or intentional acts or omissions of Authority, or its officers, directors, employees, representatives or agents.

Fair shall defend, indemnify, and hold harmless Authority, and its officers, directors, employees, representatives and agents, from and against any and all liability, loss, expense (including reasonable attorneys' fees and litigation expenses), or claims for injury or damages arising out of the performance of this Master Agreement or any Individual Project Agreement between Fair and Authority, but only in proportion to and to the extent such liability, loss, expense, or claims for injury or damages are caused by, or result from, the negligent or intentional acts or omissions of Fair, or its officers, directors, employees, representatives or agents.

The provisions of this Section shall survive the expiration, termination or assignment of this Master Agreement or any Individual Project Agreement between the parties.

10. Termination. Either party may terminate this Master Agreement by giving the other party not less than thirty (30) days prior written notice of termination and by completing any non-revocable obligations. This Master Agreement shall remain in force until terminated. Any Services to be provided under an Individual Project Agreement which remains in force and extends past the thirty (30) day notice of termination period shall extend the termination date of this Master Agreement until the completion and approval of the Individual Project Agreement Services. Upon termination of this Master Agreement, Fair shall compensate Authority for all Individual Project Agreement Services performed prior to termination.
11. Notice. All notices required or provided for under this Master Agreement or an Individual Project Agreement shall be in writing and delivered in person, by reputable overnight delivery service, or sent by first class U.S. mail, postage prepaid.

Notices to be given to Fair shall be addressed as follows:

Solano County Fair
Attn: Chief Executive Officer
900 Fairgrounds Dr.
Vallejo, CA 94589

Notices to be given to Authority shall be addressed as follows:

California Fairs Financing Authority
Attn: Managing Director
1776 Tribute Road, Suite 220
Sacramento, CA 95815

12. Waiver. The waiver by either party of the performance of any term, condition, or agreement shall not invalidate this Master Agreement or any Individual Project Agreement. No such waiver shall be deemed or shall constitute a waiver of the time for performing any other act or an identical act to be performed at a later time. No waiver shall be binding unless executed in writing by the party making the waiver.
13. Severability. If any term or provision of this Master Agreement or any Individual Project Agreement, or the application thereof to any person or circumstance, shall be invalid or unenforceable, the remainder of the Agreement, or the application of such term or provision to persons or circumstances other than those to which it is invalid or unenforceable, shall not be affected thereby, and each term and provision of the Agreement shall be valid and shall be enforced to the fullest extent permitted by law, unless the exclusion of such term or provision, or the application of such term or provision, would result in such a material change so as to cause completion of the obligations contemplated to be unreasonable.
14. Binding Agreement. This Master Agreement and any Individual Project Agreement shall be binding on the parties and their assigns, successors, administrators, executors, and other representatives.

15. Authority. Each person signing this Master Agreement or an Individual Project Agreement on behalf of a party hereby certifies, represents, and warrants that he or she has the authority to bind that party to the terms and conditions of the Agreement.
16. Counterparts. This Master Agreement or any Individual Project Agreement may be executed in multiple counterparts, each of which shall constitute an original, and all of which taken together shall constitute one and the same instrument.

This Master Project Agreement is executed as of the date first above written.

SOLANO COUNTY FAIR

Name: Stephen Pierce
Title: Chief Executive Officer

**SOLANO COUNTY FAIR ASSOCIATION
BOARD CHAIR (OR OTHER DIRECTOR)**

Name: Lee Williams
Title: Solano County Fair Association President

CALIFORNIA FAIRS FINANCING AUTHORITY

Becky Bailey-Findley
Managing Director

**CALIFORNIA FAIRS FINANCING AUTHORITY
BOARD CHAIR**

John Vasquez
Chair of the Board

INDIVIDUAL PROJECT AGREEMENT
BETWEEN CALIFORNIA FAIRS FINANCING AUTHORITY AND
[insert name of Fair] FOR [insert name of specific project]
PROJECT# [XXXXXX]

This Individual Project Agreement (“IPA”) is entered into this _____ day of _____ 2016, by and between the California Fairs Financing Authority (“CFFA”), a joint powers authority, and [the _____ District Agricultural Association], [the _____ County Fair], or [the _____ Fair Association, a non-profit corporation] (“Fair”). CFFA and Fair are referred to as the “parties” and individually referred to as a “party.”

Whereas, CFFA and Fair desire to enter into this IPA to specify how CFFA 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 _____, 2016, are incorporated herein by this reference.
2. Scope of Services. CFFA shall perform the services and work set forth in the Scope of Services (“Services”), attached hereto as Exhibit “A” and incorporated herein, for the identified project (“Project”).
3. Not to Exceed Amount. Payment by Fair under this IPA shall not exceed the amount of _____ Dollars (\$_____) or as later modified in writing between the parties.
4. Project Budget; CFFA Fees. The Project Budget Outline, including CFFA fees, is attached hereto as Exhibit “B” and incorporated herein. Fair agrees to pay CFFA 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 CFFA. CFFA shall administer the Project Fund Account in accordance with the terms of this IPA and CFFA policy.

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

[] \$_____

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

6. Approvals by Fair.

CFFA will request Fair approval of the Project at the following milestones:

- a. Fair to approve the award of the construction contract following the CFFA procurement process, and prior to construction commencing.
 - b. Fair to approve payments to the Project contractor(s), prior to CFFA making payments.
7. 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 FAIRS FINANCING AUTHORITY

Name:
Title:

“FAIR”

Name:
Title:

EXHIBIT “A”

SCOPE OF SERVICES

1. The Fair’s designated Project is [*insert description of Project.*] The site of the Project is at the _____ Fairgrounds, located at [*insert address*].
2. Upon receipt of signed IPA, CFFA will perform the following services and work:
 - a) Incorporate the findings of the Project Scoping services to develop a Project Scope of Work, including a projected timeline, and an engineers’ estimated project budget. Once approved by the Fair, these items, if applicable, will be incorporated into this Scope of Services as follows: Project Work Plan (Exhibit A-1) and Project Budget (Exhibit A-2).
 - b) Prepare design, plans, and specifications, as deemed necessary.
 - c) Prepare bid and other procurement documents, and administer bidding and contract as necessary or as project scope demands.
 - d) Provide Construction and Contract Management.
 - e) Project management and general project administration.
 - f) Construction inspection.

EXHIBIT “B”

PROJECT BUDGET OUTLINE

[Insert Outline of Project Budget]

SAMPLE



NOTICE OF MEETING

Solano County Fair Association

Meeting of the Finance Committee

To Be Held

Wednesday, September 21, 2016 at 5:45 p.m.

In the Directors Room
Solano County Fairgrounds
Vallejo, California

Mike Coakley, Chair

Gary Falati

Carole Paterson

Lee Williams

Joe Lopez, Vice Chair

Bill Luiz

Ray Simonds

Matters of Information

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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.



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. CHANGES TO OR DELETIONS FROM THE AGENDA

4. APPROVAL OF THE AGENDA

5. APPROVAL OF THE MINUTES OF AUGUST 24, 2016

6. PRESENTATION / PUBLIC COMMENT:

7. NEW BUSINESS

- a. Review of and action regarding recommendation to the Board regarding the August 31, 2016 Financial Statements.

8. COMMITTEE MEMBERS COMMENTS

9. ADJOURNMENT

Date of Notice: September 15, 2016



**THE SOLANO COUNTY FAIR ASSOCIATION
FINANCE COMMITTEE MEETING MINUTES
August 24, 2016**

1. Minutes of the Finance Committee meeting held on Wednesday, August 24, 2016 at 5:45 p.m. in the Directors Room with Chair Mike Coakley presiding.
2. **COMMITTEE MEMBERS PRESENT:** Chair Mike Coakley, Joe Lopez, Gary Falati, Ray Simonds
MEMBERS ABSENT: Bill Luiz, Carole Paterson, Lee Williams
OTHERS PRESENT: Stephen Pierce, General Manager; Mike Passey, Finance Manager
3. **CHANGES TO OR DELETIONS FROM THE AGENDA:** None
4. **APPROVAL OF THE AGENDA:**
ACTION: Director Falati moved and Director Lopez seconded that the agenda of the Finance Committee meeting be approved. The motion carried unanimously.
5. **APPROVAL OF THE MINUTES OF JULY 20, 2016:**
ACTION: Director Falati moved and Director Lopez seconded that the minutes of July 20, 2016 be approved. The motion carried unanimously.
6. **PRESENTATION/ PUBLIC COMMENT:** None
7. **NEW BUSINESS**
 - a. **Review of and action regarding recommendation to the Board regarding the July 31, 2016 Financial Statements.**
Committee Chair Coakley led a page by page discussion of the financial statements.
ACTION: Director Lopez moved and Director Falati seconded that the July 31, 2016 financial statements be approved. The motion carried unanimously.
8. **COMMITTEE MEMBERS COMMENTS:** None
9. **ADJOURNMENT:**
ACTION: Director Falati moved and Director Lopez seconded that the meeting be adjourned. The motion carried unanimously.

Respectfully submitted,

Mike Passey
Assistant GM- Administration & Finance

Solano County Fair Association
Statement of Financial Position
As of August 31, 2016
Unaudited

ASSETS

Assets	August 31, 2016
Current assets	
Cash and cash equivalents	362,841
Accounts receivable- general	65,827
Accounts receivable- leases	(15,476)
Accounts receivable- handle%, racing	55,591
Accounts receivable- other	56,112
Inventory	6,633
Allowance for doubtful accounts	(16,745)
Deposits and prepaid	2,125
Total current assets	516,909
Noncurrent assets	
Land	167,085
Buildings & grounds	9,857,905
Less accumulated depreciation- buildings & grounds	(8,908,437)
Equipment, furniture and fixture	444,971
Less accumulated depreciation- equipment & fixtures	(423,722)
Capital assets, net	1,137,803
Net pension asset (Solano County allocaton)	697,516
Total noncurrent assets	1,835,319
Total assets	2,352,227

Solano County Fair Association

Statement of Financial Position

As of August 31, 2016

Unaudited

LIABILITIES AND NET ASSETS

Liabilities	August 31, 2016
Current liabilities	
Accounts payable	88,800
Payroll payable	19,815
Guaranteed deposits	88,530
Deferred revenue	5,838
Other liabilities	2,830
<i>Current portion of long term obligations</i>	
Compensated absences	10,729
Pension obligation bonds (Solano County allocation)	101,300
Current debt associated with fixed assets	9,725
Total current liabilities	<u>327,567</u>
Noncurrent liabilities	
Compensated absences	46,733
Pension obligation bonds (Solano County allocation)	633,654
Long term debt associated with fixed assets	487,142
Net OPEB liability (Solano County allocation)	64,862
Total noncurrent liabilities	<u>1,232,391</u>
Total liabilities	<u>1,559,958</u>
Net Assets	
Invested in capital assets (less related debt)	640,935
Temporary restricted- capital project/ maintenance	42,621
Temporary restricted- parking lot improvements	13,960
Temporary restricted- Fair Hands	43,222
Temporary restricted- racing facilities improvements	8,421
Jr livestock auction reserve	7,783
Unrestricted resources	35,327
Total net assets	<u>792,269</u>
Total liabilities and net assets	<u>2,352,227</u>
<i>Total temporary restricted reserve</i>	<u>116,007</u>
<i>Total unrestricted reserve</i>	<u>35,327</u>
<i>Total reserve</i>	<u>151,334</u>
<i>FYI Undesignated net position</i>	137,626

Solano County Fair Association

Statement of Earnings

For the Period Ending 8/31/2016

Unaudited

Revenues	Current Month	2016 Year-to-Date	2015 Year-to-Date	2016 Annual Budget	% of Annual Budget
Operating revenues					
Admissions to grounds	\$ -	\$ 204,212	\$ 180,993	\$ 193,430	106%
Commercial space	-	48,295	41,900	41,900	115%
Concessions (Fair)	2,249	167,095	158,877	160,789	104%
Exhibits	3,149	23,347	13,503	15,200	154%
Satellite wagering	43,827	402,394	435,005	596,500	67%
Fair parking, misc	140	98,080	91,340	93,700	105%
Sponsorship	5,000	105,678	86,450	91,480	116%
Sign Revenue	10,077	89,593	72,085	110,000	81%
Interim revenue	53,865	641,316	575,101	743,700	86%
Golf course revenue	-	-	-	-	
Lease revenue	97,359	493,508	474,596	737,744	67%
Total operating revenues	<u>\$ 215,666</u>	<u>\$ 2,273,518</u>	<u>\$ 2,129,850</u>	<u>\$ 2,784,443</u>	82%
Other revenues					
Interest revenue	\$ 80	\$ 1,947	\$ 371	\$ 100	1947%
State apportionment	-	32,487	-	32,487	
Other non-operating revenue	-	-	2,116	-	
Gain on disposal of asset	-	3,000	1,200	-	
.33 funds	-	32,928	81,207	46,000	72%
Total other revenues	<u>\$ 80</u>	<u>\$ 70,361</u>	<u>\$ 84,894</u>	<u>\$ 78,587</u>	90%
Total Revenues	<u>\$ 215,746</u>	<u>\$ 2,343,879</u>	<u>\$ 2,214,744</u>	<u>\$ 2,863,030</u>	82%
Expenses					
Wages/ payroll tax	\$ 66,074	\$ 734,834	\$ 697,007	\$ 991,393	74%
Workers' comp/ health/ pers/ union	24,681	226,251	232,983	346,896	65%
Professional services	16,181	308,762	321,499	391,640	79%
Supplies and expenses	12,111	150,109	157,565	217,915	69%
Landscape maintenance assessment	-	27,111	26,442	55,000	49%
Travel and meetings	142	27,378	23,638	25,800	106%
Utilities, water, and garbage	23,481	194,510	144,064	285,790	68%
Equipment maintenance	2,507	22,294	23,691	34,100	65%
Equipment rental	371	161,081	124,032	137,250	117%
Buildings and grounds	790	45,032	21,066	32,750	138%
Directors' expense	258	16,495	17,460	21,300	77%
Advertising and promotion expense	600	68,594	91,834	92,000	75%
Entertainment- stages and ground	-	103,629	101,750	105,025	99%
Premiums	2,551	32,601	28,864	30,350	107%
Donated services	6	16,999	2,500	2,500	680%
Bank charges, credit card fees	3,735	9,204	6,379	9,900	93%
Cash short/ (over), bad debt	84	83	529	-	
Equipment (non capitalized)	188	12,294	9,710	3,450	356%
Special projects	8,148	18,271	10,016	16,000	
Interest expense	1,735	13,883	15,325	20,825	
Total Expenses	<u>\$ 163,643</u>	<u>\$ 2,189,416</u>	<u>\$ 2,056,354</u>	<u>\$ 2,819,884</u>	78%
Net Profit/(Loss) prior to depreciation	<u>\$ 52,103</u>	<u>\$ 154,463</u>	<u>\$ 158,390</u>	<u>\$ 43,146</u>	
Less depreciation	23,053	186,135	135,374	261,702	71%
Net income/ (loss) after depreciation	<u>\$ 29,050</u>	<u>\$ (31,672)</u>	<u>\$ 23,016</u>	<u>\$ (218,556)</u>	

Solano County Fair Association

Statement of Earnings by Department

For the Period Ending 8/31/2016

Unaudited

	Fair			Ag Day			Facility Rentals			Solano Race Place			Electronic Sign		
	YTD- 2016	YTD- 2015	Budget	YTD- 2016	YTD- 2015	Budget	YTD- 2016	YTD- 2015	Budget	YTD- 2016	YTD- 2015	Budget	YTD- 2016	YTD- 2015	Budget
Revenues															
Admissions to grounds	\$ 204,212	\$ 180,993	\$ 193,430												
Commercial space	48,295	41,900	41,900												
Concessions (Fair)	167,095	158,877	160,789												
Exhibits	23,347	13,503	15,200												
Solano Race Place										402,394	435,005	596,500			
Fair parking, misc	98,080	91,340	93,700												
Sponsorship	49,178	56,261	65,100	31,150	27,203	\$ 26,380									
Sign revenue													89,593	72,085	110,000
Interim revenue							641,316	575,101	743,700						
Lease revenue															
Interest revenue															
State apportionment															
Project funds															
Equipment replacement funds															
Gain on disposal of assets															
.33 funds															
Total Revenues	\$ 590,206	\$ 542,874	\$ 570,119	\$ 31,150	\$ 27,203	\$ 26,380	\$ 641,316	\$ 575,101	\$ 743,700	\$ 402,394	\$ 435,005	\$ 596,500	\$ 89,593	\$ 72,085	\$ 110,000
Expenses															
Wages/ payroll tax	\$ 149,020	\$ 137,959	\$ 153,941	\$ 4,059	\$ 4,848	\$ 6,244	\$ 60,186	\$ 47,594	\$ 66,328	\$ 100,554	\$ 109,915	\$ 148,823	\$ 301	\$ -	\$ 538
Workers' comp/ benefits	14,837	10,429	13,150	190	229	290	12,422	11,304	16,981	41,599	42,238	59,012	14	-	25
Accrued payroll															
Professional services	157,277	142,465	167,650	-	-	-	43,757	40,744	68,970	56,033	52,736	85,000	1,736	1,613	1,400
Supplies and expenses	32,759	36,078	40,620	6,270	4,724	4,825	15,062	16,831	20,775	11,980	12,968	16,000	959	816	1,500
Landscape maint assessment															
Travel and meetings	13,997	10,299	11,800	11,770	11,668	12,000	48	37	-	467	360	500	89	99	-
Utilities, water, and garbage	19,576	19,493	23,719	-	-	-	53,974	35,857	59,297	31,344	21,858	59,298	24,193	31,295	48,600
Equipment maintenance	151	-	750	-	-	-	239	-	-	-	2,196	1,000	-	-	-
Equipment rental	140,819	108,976	110,225	1,188	1,268	1,170	12,517	5,237	13,000	321	-	-	750	-	2,500
Buildings and grounds	15,236	8,073	12,900	385	244	250	2,485	100	500	3,601	952	2,000	1,218	2,154	4,000
Directors' expense	9,131	9,779	10,800												
Advertising/ promotions	60,254	81,666	78,000	520	-	-	1,053	1,447	1,500	6,767	8,721	12,500	-	-	-
Entertainment	103,629	101,750	105,025												
Premiums	32,601	28,864	30,350												
Donated services	1,049	-	-				15,950	2,500	2,500						
Bank charges, credit card fees	4,243	2,406	2,500				1,520	881	1,500		50	-			
Cash short/ (over), bad debt	101	334	-				8	96	-	(26)	49	-			
Equipment (non capitalized)	3,320	4,981	200	-	-	-	4,901	2,481	1,000	1,370	-	1,000	844	-	-
Special projects															8,000
Projects from Restricted Reserve															
Interest															
Total Expenses	\$ 757,999	\$ 703,551	\$ 761,630	\$ 24,382	\$ 22,980	\$ 24,779	\$ 224,122	\$ 165,109	\$ 252,351	\$ 254,012	\$ 252,044	\$ 385,133	\$ 30,103	\$ 35,977	\$ 66,563

Net Profit/(Loss) before depreciatio \$ (167,793) \$ (160,677) \$ (191,511) \$ 6,768 \$ 4,223 \$ 1,601 \$ 417,194 \$ 409,993 \$ 491,349 \$ 148,382 \$ 182,961 \$ 211,367 \$ 59,490 \$ 36,107 \$ 43,437

Solano County Fair Association

Statement of Earnings by Department

For the Period Ending 8/31/2016

Unaudited

	Admin			Maint			Guest Safety			Other			Total		
	YTD- 2016	YTD- 2015	Budget	YTD- 2016	YTD- 2015	Budget	YTD- 2016	YTD- 2015	Budget	YTD- 2016	YTD- 2015	Budget	YTD- 2016	YTD- 2015	Budget
Revenues															
Admissions to grounds													\$ 204,212	\$ 180,993	\$ 193,430
Commercial space													48,295	41,900	41,900
Concessions (Fair)													167,095	158,877	160,789
Exhibits													23,347	13,503	15,200
Solano Race Place													402,394	435,005	596,500
Fair parking, misc													98,080	91,340	93,700
Sponsorship													105,678	86,450	91,480
Sign revenue													89,593	72,085	110,000
Interim revenue													641,316	575,101	743,700
Lease revenue										493,508	474,596	737,744	493,508	474,596	737,744
Interest revenue										1,947	371	100	1,947	371	100
State apportionment										32,487	-	32,487	32,487	-	32,487
Project funds										-	2,116	-	-	2,116	-
Equipment replacement funds										-	-	-	-	-	-
Gain on disposal of assets										3,000	1,200	-	3,000	1,200	-
.33 funds	32,928	81,207	46,000										32,928	81,207	46,000
Total Revenues	\$ 32,928	\$ 81,207	\$ 46,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 530,942	\$ 478,283	\$ 770,331	\$ 2,343,879	\$ 2,214,744	\$ 2,863,030
Expenses															
Wages/ payroll tax	\$ 183,414	\$ 176,076	\$ 264,594	\$ 224,709	\$ 208,684	\$ 299,267	\$ 35,025	\$ 32,500	\$ 48,658	\$ 326	\$ -	\$ -	\$ 757,595	\$ 717,577	\$ 988,393
Workers' comp/ benefits	66,520	83,414	127,278	84,612	80,756	121,900	6,042	4,615	8,260	15	-	-	\$ 226,251	\$ 232,983	\$ 346,896
Accrued payroll	\$ (22,762)	\$ (20,570)	\$ 3,000										\$ (22,762)	\$ (20,570)	\$ 3,000
Professional services	34,469	63,231	45,000	-	5,867	9,500	13,491	14,843	14,120	2,000	-	-	\$ 308,762	\$ 321,499	\$ 391,640
Supplies and expenses	63,441	67,215	107,020	17,027	16,627	23,775	2,611	2,307	3,400	-	-	-	\$ 150,109	\$ 157,565	\$ 217,915
Landscape maint assessment										27,111	26,442	55,000	\$ 27,111	\$ 26,442	\$ 55,000
Travel and meetings	264	775	1,500	454	400	-	291	-	-				\$ 27,378	\$ 23,638	\$ 25,800
Utilities, water, and garbage				26,219	18,752	47,438				39,205	16,809	47,438	\$ 194,510	\$ 144,064	\$ 285,790
Equipment maintenance	302	406	850	20,258	19,951	30,000	1,344	1,138	1,500	-	-	-	\$ 22,294	\$ 23,691	\$ 34,100
Equipment rental	524	363	605	2,985	6,386	7,000	-	-	-	1,977	1,802	2,750	\$ 161,081	\$ 124,032	\$ 137,250
Buildings and grounds				21,028	9,405	13,000	-	-	-	1,079	138	100	\$ 45,032	\$ 21,066	\$ 32,750
Directors' expense	7,364	7,681	10,500										\$ 16,495	\$ 17,460	\$ 21,300
Advertising/ promotions	-	-	-										\$ 68,594	\$ 91,834	\$ 92,000
Entertainment													\$ 103,629	\$ 101,750	\$ 105,025
Premiums													\$ 32,601	\$ 28,864	\$ 30,350
Donated services													\$ 16,999	\$ 2,500	\$ 2,500
Bank charges, credit card fees	3,440	3,092	5,900										\$ 9,204	\$ 6,429	\$ 9,900
Cash short/ (over), bad debt	-	-	-										\$ 83	\$ 479	\$ -
Equipment (non capitalized)	54	1,868	1,000	1,286	380	-	518	-	250				\$ 12,294	\$ 9,710	\$ 3,450
Special projects						8,000				18,271	10,016		\$ 18,271	\$ 10,016	\$ 16,000
Projects from Restricted Reserve													\$ -	\$ -	\$ -
Interest										13,883	15,325	20,825	\$ 13,883	\$ 15,325	\$ 20,825
Total Expenses	\$ 337,031	\$ 383,551	\$ 567,247	\$ 398,578	\$ 367,208	\$ 559,880	\$ 59,321	\$ 55,403	\$ 76,188	\$ 103,867	\$ 70,531	\$ 126,113	\$ 2,189,416	\$ 2,056,354	\$ 2,819,884

Net Profit/(Loss) before depreciatio \$ (304,104) \$ (302,345) \$ (521,247) \$ (398,578) \$ (367,208) \$ (559,880) \$ (59,321) \$ (55,403) \$ (76,188) \$ 427,075 \$ 407,752 \$ 644,218 \$ 154,463 \$ 158,390 \$ 43,146

Jr Livestock Auction- Solano County Fair

Statement of Financial Position

As of August 31, 2016

Unaudited

ASSETS

Assets	August 31, 2016
Assets	
Cash and cash equivalents	(14,709)
Accounts receivable	<u>24,805</u>
Total assets	<u><u>10,096</u></u>

LIABILITIES AND AUCTION RESERVES

Liabilities	August 31, 2016
Liabilities	
Accounts payable	0
Deferred revenue	<u>2,313</u>
Total liabilities	<u><u>2,313</u></u>
Jr livestock auction reserve	
Profit (loss) jr livestock auction	(272)
Jr livestock auction reserve as of Jan 1, 2016	<u>8,055</u>
Jr livestock auction reserve	<u>7,783</u>
Total liabilities and auction reserve	<u><u>10,096</u></u>

Jr Livestock Auction- Solano County Fair

Statement of Earnings For the Period Ending 8/31/2016 Unaudited

	Current Month	2016 Year-to-Date	2015 Year-to-Date
Revenues			
JLA- receipts from buyers	-	113,134	120,724
JLA- auction fund contributions	480	1,230	2,915
JLA- prior year revenue	-	778	-
Total Revenues	\$ 480	\$ 115,142	\$ 123,639
Expenses			
JLA- payment to sellers	\$ -	\$ 107,125	\$ 112,116
JLA- lunch/dinner	-	1,586	1,193
JLA- labor costs	-	400	400
JLA- supplies & expenses	1,007	6,303	5,940
JLA- leases & rentals	-	-	224
Total Expenses	\$ 1,007	\$ 115,414	\$ 119,873
Net Profit/(Loss)	\$ (527)	\$ (272)	\$ 3,766

JLA Reserve as of Jan 1, 2016	\$ 8,055
Add net profit/ (loss)	\$ (272)
JLA Reserve	\$ 7,783