

Board of Directors Meeting Minutes

Ventura County Fairgrounds
31st District Agricultural Association - 10 W. Harbor Blvd. - Ventura, CA 93001 - (805) 648-3376
Website: venturacountyfair.org Contact: Stacy Rianda, CEO

Tuesday, April 25th, 2023 at 9:00 a.m.

Join Zoom Meeting

<https://us06web.zoom.us/j/4834214737?pwd=d0FrRzVFQUIUNG9OeUxFM0FuUG5qQT09>

Join Via the phone:

1-720-707-2699

Meeting ID: 483 421 4737

Passcode: 575554

I. Call to Order

Roll Call

Declaration of Recusal or Conflict of Interest

The meeting convened at 9:01 a.m. and called to order by President Lacayo.

Directors present: President, Leah Lacayo, Vice President, Daniel Long, Michael Bradbury, M. Cecilia Cuevas and Shanté Morgan-Carter.

Absent: Leslie Cornejo.

Staff present: Stacy Rianda, CEO, Jason Amelio, Sales Manager, Madalyn Johnson, Concessions Manager, Shannon Patrick, Exhibits Supervisor, Megan Hook, PR & Marketing Firm and Heidi Ortiz, Executive Secretary.

Guests Present: Charles Southwick, Fairs & Expositions, Haig Baghdassarian, Chief Counsel with CDFA, Brandi Gragg, Staff Counsel with CDFA, Michael Florez, Deputy Secretary with CDFA, Tom Kiskin, Carla Alvara, Kathie Moore, Linda Wolf, Rick Conrad, Diane Cook, Sam Franklin and Sharon Ferro.

There were no conflicts of interest with any of the Board members that were present.

II. Pledge of Allegiance

Director Morgan-Carter led all present in the Pledge of Allegiance.

III. Welcome and Introductions of Guests and Staff

Invitation for the public to introduce themselves (not mandatory)

The following individuals introduced themselves:

Charles Southwick – CDFA, Fairs and Expositions

Haig Baghdassarian – Chief Counsel with CDFA

Brandi Gragg – Staff Counsel with CDFA

Michael Flores – Deputy Secretary with CDFA

IV. Public Comment on Items Not on the Agenda

In accordance with State law, the Board will not comment or otherwise consider Public Comment matters until and unless such items have been properly noticed for a future meeting.

There were no public comments.

V. Closed Session: Pursuant to Government Code Section 1126, the Board is authorized to meet in Closed Session for the purpose of considering matters involving:

A. Pending Litigation Gov. Code 11126 (e)(2)

B. Personnel Matters Gov. Code 11126 (a)(1)

The board adjourned into closed session at 9:10 a.m.

President Lacayo reconvened the meeting at 10:45 a.m. and reported that no action was taken during closed session.

VI Approval of Minutes

A. March 28th, 2023 Board Meeting

MOTION: To approve the March 28th, 2023 Board Meeting minutes.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Bradbury (Second)	X		
Director Cuevas	X		
Director Morgan-Carter	X		
Vice President Long (Motion)	X		
President Lacayo	X		

VII. Financial Report – CEO Rianda

A. Financials ending March 31st, 2023

CEO Rianda reviewed the financials. She explained that the deficit of \$199,000 is due to projects, namely the PSPS that we will be reimbursed for approximately \$71,000. There is also a prior year expense of \$53,974 for outstanding CARF dues and if we want to remain members we have to get that paid. Utility prices have gone up and we are being used a lot more at this time than we were last year so there is an increase in utilities. Supplies and expenses has gone up because we are fixing things. Lastly, professional services non-fair is up because that is for our maintenance supervisor and our out-sourced security, these are all changes from last year.

VIII. Committee Reports

A. Operations Committee Report – Michael Bradbury, Chair

Director Cuevas explained that they reviewed the facility assessment report that the board recently received. CEO Rianda had put the projects in a format that listed them in the condition of poor, fair and good. It was asked that the list be prioritized, and CEO Rianda would be attaching a monetary amount to each project. This would be brought back to the Operations Committee to assess and then be brought to the board as well as the Foundation, in hopes that this could be tackled together. The committee will prioritize the list by addressing the projects that are the most severe as they relate to safety, but also issues that can be addressed given the financial piece that comes with each and every item.

B. Marketing Committee Report – Dan Long, Chair

Vice President Long and Director Morgan-Carter both reported that they are happy with the direction that Ms. Hook is taking us. Director Morgan-Carter commented that she is also happy with the fact that the website is getting cleaned up as well as our strategic communications. They have included in our communication as we go forward to recognize public input and commitment to outreach in the many diverse communities in Ventura County.

C. Livestock Committee Report – Dan Long, Chair

Vice President Long explained that the meeting was in-person and well attended. Ms. McGuire gave an extensive report of everything going on and mentioned some updates like on some of the vaccines. It was really getting back together and getting good direction and knowing things are moving forward.

IV. Old Business

President Lacayo mentioned that these were all items that Director Cuevas asked to be put on the agenda and asked CEO Rianda to address them.

A. Fairgrounds Foundation

CEO Rianda stated that Director Cuevas has asked repeatedly to have a meeting with the Fair Board along with the Foundation Board. There needs to be some dates put together to present to their board, unless the Fair board wants to attend their meeting, she just needs some direction.

Director Cuevas stated that one of the suggestions she made was to review the facility assessment report with the Foundation Board at the strategic planning session. Both boards can work together as a collective unit to prioritize that list and get working on something that both boards can get behind and have some feedback and insight to.

President Lacayo stated that she wants to clarify with the State because the Foundation is a 501(C)3 and the Fair Board is not. The two boards are separate and it has been her experience in the past that if there is something we want the Foundation to help pay for then it would be presented to them. CEO Rianda and Ms. Ortiz are our eyes and ears on both boards and that would be a better way than having the two boards meet. She just doesn't know if that is a legal thing to do, so it is something she would have to clarify with the State.

Mr. Southwick explained that the members of the Foundation Board can be invited to attend the Fair Board meeting, but he would think the Fair Board would present to the Foundation Board and have them decide and notify the Fair Board of their decision. He recommended inviting at least one member of the Foundation Board to attend the Fair Board meeting.

President Lacayo stated that what Mr. Southwick said makes sense.

Director Morgan-Carter stated that it is a good concept but because it is in a retreat forum and there will be discussions regarding goals, direction, etc. whether or not that would be feasible. If the board is making financial or fiduciary decisions that might be another aspect, so she wanted to pull that apart.

President Lacayo stated that this is something the board may want to think about until the board has all the financial aspects and the assessment completed. If the Fair Board wants to wait for a portion of whatever retreat we have going forward then that would be something else the board can consider.

B. Collecting credit cards from auction buyers

CEO Rianda stated that she shared with Director Cuevas that we have been collecting credit cards on the buyer registration cards for many years. There is verbiage on the card that states "I agree to my credit card being charged for my auctions purchases if I do not settle my account on the day of the auction." CEO Rianda has sent this language to CDFA legal to review and give us their legal opinion. From her understanding, it has been our normal practice for many years and we will continue to do this with any direction from CDFA legal.

C. Policy for the 31st DAA Legal Advice

President Lacayo stated that from her understanding, we already go to CDFA for any legal advice who may advise us that we may need to have private counsel for whatever item but thinks this is how we already operate.

CEO Rianda confirmed that is the process. We go directly to Mr. Southwick with CDFA Fairs and Expositions who then forwards it on to legal for their opinions and then comes back the same way.

D. Retreat/Team Building

President Lacayo suggested putting this off until after the Fair this year because the board has enough on their plate currently. The Board was in agreement.

X. New Business

A. Report on Foundation Meeting 4-11-23

- CEO Rianda reported that there was a presentation by a professional fundraiser, Katie Convoy, who came in and gave a talk on how the Foundation members can actually help the Fair. It was a good opportunity for her to talk about her experience and what she can bring to the table. They asked her to present a proposal to them which will be brought back to the next meeting for discussion.
- They were given the facility assessment report so they can review and be on the same page as the Fair Board as far as knowing what projects need to be done. They have their thinking caps on and we are working on raising some money to go towards some of these projects.
- CEO Rianda explained that Gold Coast Toyota has expressed interest in being the sponsor of the Clark Pavilion, so Mr. Lieberman is putting together a proposal for them. After the Foundation meeting, there were a couple Trustees that came forward with additional names who might be interested in sponsoring that building and/or the Morgan Arena.
- They were meeting quarterly, but decided they wanted to meet every two months.
- They have a new Trustee, Betsy Chess, who is a great burst of energy and will be good for that board.
- They asked for a maintenance budget for repairs, so she emailed them that after the meeting.

- There were some leads on possibly getting a tank for our water truck, so they are continuing to work on getting that donated.

Director Morgan-Carter asked when President Lacayo speaks with legal to find out how the Fair Board can get in the same room with the Foundation so that both boards are working to support one another in alignment. They have different ways of raising funds and there needs to be some sort of cohesion in terms of messaging, etc. She would like direction because they are doing good work and she has concerns about how to move forward in terms of the board's presence and making sure there is good attention being brought to the Fair and what is done for the community.

CEO Rianda mentioned that she is in the process of putting together an MOU between the Fair and the Foundation which will outline much more clearly the function of each board and how things need to flow.

President Lacayo stated that many years ago, the Fair board had directors on the Foundation Board but the State advised them not to do that. Even having a liaison is permissible but probably not the best idea, so while she is President she would like to keep both boards separate.

Director Morgan-Carter stated that what CEO Rianda said in terms of the MOU is typical with how both boards would work together, so that is the format for that and sounds great.

XI. Board Correspondence

- A. Memo from Mike Francesconi at California Dept. of Food & Agriculture, Fairs & Expositions: California Department of Tax & Fee Administration (CDTFA) Video
- B. Email from Shawn Phillips, CFO for Pacific Sports Group and support signatures

CEO Rianda reviewed both pieces of board correspondence.

XII. Consent Agenda: Items hereunder on the Consent Agenda are considered routine, not requiring separate discussion and will be enacted in one motion. Individual items A, 1-3, are approved by the vote that approves the Consent Agenda, unless an item is pulled for separate consideration.

- A. Agreements
 1. Standard Agreements
 2. Rental Agreements – Interim
 3. Concession Agreements

MOTION: To approve the consent list with items A, 1-3.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Bradbury	X		
Director Cuevas (Motion)	X		
Director Morgan-Carter	X		
Vice President Long (Second)	X		
President Lacayo	X		

XIII. CEO Report

- The maintenance staff has been working on the various events we have been having. They have replaced a sewer pump. The vestibule on the closet side of the office to San Miguel has been replaced and repaired which was one item on the facility assessment report. They are in the process of trimming all of the palm trees and should be finished by the end of the week. The lights on main street have been replaced and they have started the lights in the main parking lot. They are continuing to clean along the fence line in the back by the Morgan Arena as well as by the maintenance shop. The union group came in and poured concrete under the smaller set of bleachers at the Morgan Arena with the drain underneath those. They also put asphalt in the beach lot and leveled it out because there were a lot of potholes in the dirt lot area. Maintenance Mania will be here next week where everyone in attendance will be working on refurbishing the candy-striped bathroom. There was a broken pipe in the Seabreeze area which caused flooding just prior to Skull and Roses so that was repaired and dried out.
- She and Ms. Johnson had a booth at the Spring Wine Walk, which Ms. Taylor helped with, and it was very well received. They started out signing people up for the VC Fair Friends club and offered them discounted admission on that day only. There were a lot of people interested in volunteering so her and Mr. Howell will be putting together a list of projects and dates that volunteer groups can come and work at.
- Steer tagging took place at the beginning of the month and 61 were tagged, last year there were 23.
- She attended a CFA Meeting via zoom as well as a Southern California Area Meeting.
- She had a FEMA Meeting where she is working to get some reimbursement back from FEMA and Cal OES. Some of the storm damages that we had were mainly to our equipment, sound equipment as well as our pumps that couldn't handle the amount of water coming in and stopped working.
- She met with Bill Bartel, who is with the Ventura County Film Commission, and it was mentioned that our facility would be perfect for doing some filming for commercials, being used as sound sets, etc., so they talked about how we can do that. Our website is updated to meet their requirements and the proper language, so we'll see what that gets us.
- CCA came out and gave us a bid on the replacement of the Derby Club roof, which was one of the items deemed poor quality. There was also a meeting out at the bleachers in the arena and discussed the maintenance that needs to be done out there. There were contractors as well as a structural engineer.
- She had a meeting with Brick Conners, the new Assistant City Manager, and he mentioned they would like to get together and talk about ways the City can actually help the fairgrounds by providing assistance as far as man power if we need it.
- Director Long had connected her with Casey Goff, who is a grant writer, and is very interested in working with us. CEO Rianda had sent her a couple grant applications, so she is going to look at those and see which one she thinks she can tackle first for us.
- There was an Exhibits Superintendent's Meeting and they are all geared up and busy planning for Fair.
- She received a facilitator proposal from Becky Bailey-Finley to facilitate the retreat. \$2,500 of her proposal would be reimbursable through CFSA if the training is done before July 15th, which doesn't sound like it will be.
- She has been attending the 150th Celebration Meetings to discuss all the celebrations that will be taking place throughout the county. A big portion of that will be here during the Fair and we are just figuring out what that is going to look like and what its going to be.

They have a pop-up festival tent they will be bringing to various events throughout the county. She has a meeting with Elena Brokaw from the Ventura Museum to discuss what will actually be taking place at the Fair.

- She had a meeting with Julie Salmonson with the Cooperative Extension and talked about 4H. She was interested in having a 4H field trip here and having the various 4H groups around the county come in and volunteer. She also asked about the Junior Fair Board, why it went away and if there was the possibility to bring it back, so that was discussed as well.
- The carnival application deadline has come and gone so now she will be working with Chris Leavitt who has been contracted to assist with putting the carnival together.
- She appreciated Director Cornejo inviting her to lunch with Supervisor Kelly Long.
- We did receive a grant of \$135,000 from the Wood Claeysens Foundation for use in our equine facilities. She has been working with Ron Bowman and John Hecht to come up with the needs and Linda Wolf has been instrumental in deciding where that money would best be used.
- Mr. Lieberman, our sponsorship coordinator, is doing a great job and as of about three weeks ago we were only \$50,000 away from our 2022 sponsorship mark, so she is thinking we will be able to surpass that without an issue.
- She had Ms. Inez, our new front office assistant, do research on background companies and the one she liked the best is called Checker. It is \$30 per background check and last year we hired 191 employees. It will cost a bit but it is something that we need to move forward with and if there are no objections she will move forward with it.
- She heard back from the audit office and the earliest they would be able to come is October, November or December to do a financial audit. The last year that has been audited was 2017. She will continue to stay in touch with them and hopefully get something scheduled.
- Director Cuevas had a great idea for the boardroom during the Fair, so CEO Rianda reached out to Armen Zenidijian with the Derby Room and he is amenable to allowing us to use a portion of the first floor of the Derby Club to have our director's space. She will meet with him later this week and designate the area.
- Staff has done over \$5,500 in electrical repairs throughout the grounds and it is still ongoing. The lighting has been upgraded down main street and the main parking lot which has cost right under \$21,000.
- One thing that she has been talking about with the Foundation is not having any assets to sell to members, donors, etc. so she had suggested something similar to what Midstate Fair had done with their sky boxes. One of the Foundation members had connected her with Nick Deitch who will come out and see if he can put renderings together.
- She is working on various personnel items to get staff reclassified and into the positions they are doing.
- She and Ms. Johnson had a booth at the Chamber Expo and people were excited to see the Fair involved. People had lots of questions about what is happening, what is coming up and just a lot of excitement.

CEO Rianda turned it over to staff to give their reports.

Jason Amelio, Sales Manager

- The big event that just ended was the Skull and Roses Festival. It was a four-day event last year and this year it was five days. They featured about 34 bands and dozens of vendors and sponsors. Their attendance was down from prior years, but the promoters

increased security and planning on camping, which solved a number of issues that we had from last year. Overall, the promoters were happy with the event and we look forward to having them back next year.

- During this last month we took in \$148,067 in rental invoice revenue, which is up about \$24,000 from last year. Parking revenue was also up with about \$24,950 versus \$19,095 in the same period last year.
- In May there is a number of returning events: Boots and Brews from CBF Productions as well as the Gold Coast Gem Show. Circus Vargas will also be returning for the first time since 2018.
- He announced that the eight-time grammy award winning Anderson Paak will be hosting the Paak House event here Friday, May 12th. They will be announcing today and it will be a combo of local and national music acts. He encouraged everyone to go to Paakhouse.org to get information as they start to release it.
- After a ton of work and planning we will finally have the California Strawberry Festival on May 20th and 21st.
- He is continuing to work toward the summer events.
- He will also be working with Patrick Maynard as they finalize the security plan for this year's Fair.

Madalyn Johnson, Commercial and Food Vendor Manager

- As CEO Rianda mentioned they did the two booths and one of the great things about doing them besides reaching out and doing fun marketing for the Fair is that she is able to hand out many cards to recruit new vendors. CEO Rianda has opened the door with the City again and because of that she has been in touch with them quite a bit and we are getting a lot of local artists.
- She is completely in fair mode as far as contracts and community outreach.
- She is continuing to collaborate with the health department and get all the things that they require done.
- She has started to meet with vendors that will be part of the Seabreeze Plaza and they all seem to be excited about the new layout.

Heidi Ortiz, Executive Secretary

- All bids have been completed for the year, the last two were finished this month and the protest period ended last week. The protest that we did have is still pending and we are waiting to hear back from the hearing officer as to their decision.
- She is continuing to work on getting contracts completed with signatures and updated insurances.
- March retirement was \$21,158 which included 19 employees.
- Continuing to work with the various park and ride contacts to get the agreements done.
- She worked with CI Solutions, who has the badge program, to create the new badge layout for the 2023 Fair. She is in the process of figuring out how many fair employees, volunteers, carnival employees, etc. need to be badged so she can put together the supply order and get that placed.
- Working on completing the Wood Claeysens Foundation grant application.

Megan Hook, PR & Marketing

- There was a Marketing Committee meeting as mentioned earlier which was productive and everyone is on the same page about goals, objectives and how to get there. As a result,

she is working on the overall marketing plan for the Fair. She is having discussions with local media about what that looks like advertising wise.

- We have been offered some incredible opportunities by Spectrum and Charter that will save us a lot of money but will allow us to be on streaming and OTT avenues.
- We are looking into print, both in English and Spanish, which will be for advertising some of the main things like entries, fair schedule, ticket sales and the QR code will be utilized as well.
- Her strategy will be highly digital because she thinks it will reach the most people for the least amount of money through those avenues so that will be her primary focus.
- They will also use people in the community who are influential to help spread the word, like the Conejo Valley guide that will help us reach that side of the county. We also have a local foodie who does little reels that can feature our fair food.
- She will reduce the amount of printed materials; she is not a big fan of them other than some of the local newspapers and media so there will be a reduction in the number of posters printed based on what is leftover from last year.
- The marketing plan includes a detailed entertainment plan of the line-up and she is working with the acts agents to get their approvals on the marketing plan, see what requirements they have and whether or not they have limitations.
- She is working to bolster the number of email subscribers for our newsletter. As CEO Rianda mentioned with the VC Fair Friends, this past weekend there was a promotion if anyone signed up as an email subscriber Friday you got a link to purchase tickets for this year's Fair at last year's prices. It was pretty successful and there have been about 539 new subscribers to the email list and we are well over 7200 now. The newsletter will be a big portion of how we advertise because it is free, and we can give spots to sponsors.
- There is a lot of website changes. One being the filming permits page that is almost done and will help with the VC Film Commission as well as the California Film Commission. The big changes with the website besides flipping everything to 2023 is she is working with Mr. Lieberman and Mr. Nielsen to make our site, not just more user friendly, but more sponsor friendly so we can have year-round sponsors in different places and give more value to our Fair sponsor. Post Fair, her goal is to give a style to the website and make everything a little more uniform.
- She is archiving old fair photos and news clips. A lot of them are on old technology like CD's so she is putting them on hard drives. She is using those images on Fridays as a flashback post and people really like those.
- The next two weeks she is test piloting a new opportunity for organizations that have events at the fairgrounds by advertising on our social channels on their behalf. We are creating an ad spend and then charging a fee for that advertising to use our channels which potentially be another source of revenue from events.
- May is fairgrounds appreciation month, so we will be acknowledging that and use it as an opportunity to thank our community for their support.

Shannon Patrick, Exhibits Supervisor

- All entry guides are on the website and available for anyone to see what they want to make.
- She is working on the backend of Show Works to get that ready so entries can go live. For small livestock it will go live May 5th and for still exhibits it will be June 5th.
- She has been keeping maintenance busy with work orders from all the Superintendents to get things ready for their buildings that need some work.

- She is getting lists from them on things like badges, supplies, items for entries, contract information for staff and judges which are all things that are ongoing.

XIV. President's Comments

- She reiterated that the board speaks with one voice and that is through Ms. Hook and her outreach. She is the one that should be contacted for any kind of remarks. She would appreciate it if no other director makes themselves available, the board has their own source.
- She reminded everyone that there is another meeting on May 2nd.

XV. Director's Comments

Director Morgan-Carter

- She thanked all the staff and explained that everyone is working really hard which is appreciated.
- She reminded everyone that the Ad Hoc Policy Review Committee is working behind the scenes very hard to get it done. It is very tedious, but the work is being done.

Director Long

- He appreciates what Director Morgan-Carter had to say and appreciates the work and knows it is a lot of work because he helped work on the policy manual pre-COVID.
- He explained that staff is doing such a fantastic job and it is great to hear each person report out to the board.
- He is looking forward and excited for all the stuff coming up and ongoing.

Director Cuevas

- She had no comments.

Director Bradbury

- He had no comments.

XVI. Future Agenda Items

There were no future agenda items.

XVII. Adjourn

The meeting was adjourned at 12:00 p.m. in Gene West's honor.

Submitted by: Heidi Ortiz
Heidi Ortiz, Executive Secretary

Approved by: Stacy Rianda
ACTIVE Stacy Rianda, CEO Ventura Fairgrounds

Approved by: Leah Lacayo
Leah Lacayo, Board President