

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: Jennifer McGuire, Acting CEO

Tuesday, November 28th, 2023 at 9:00 a.m.
Ventura County Fairgrounds – Santa Rosa Hall

I. Call to Order

Roll Call

Declaration of Recusal or Conflict of Interest

The meeting convened at 9:08 a.m. and called to order by President Lacayo.

Directors present: President, Leah Lacayo, Vice President, Daniel Long, Guillermo Rodriguez Ceja, Betsy Chess, Leslie Cornejo and M. Cecilia Cuevas.

Absent: Miriam Mack and Shanté Morgan-Carter.

Staff present: Jennifer McGuire, CEO, Jason Amelio, Sales Manager, Madalyn Johnson, Concessions Manager, Megan Hook, PR & Marketing Firm, Jenny Martin, Accounting, Emilee Inez, Exhibits Supervisor, Gerry Duran, Maintenance Staff, Kenny Espitia, Maintenance Staff and Heidi Ortiz, Executive Secretary.

Guests Present: Dani Diamond.

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

II. Pledge of Allegiance

Director Ceja led all present in the Pledge of Allegiance.

III. Welcome and Introduction of Guests

Invitation for the public to introduce themselves (not mandatory)

Kenny Espitia and Gerry Duran both introduced themselves as employees of the Maintenance Department. Dani Diamond introduced himself as the CEO of the Hall of Flowers.

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.

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. Personnel Matters Gov. Code 1126 (a)(1)

The Board convened into closed session at 9:12 a.m.

The Board reconvened into open session at 9:58 a.m. President Lacayo stated that the Board renewed CEO McGuire's contract on a month-by-month basis with the same details

as the contract in place currently. 25% will be paid by the 18th DAA and the 31st DAA will still be the employer.

VI. Approval of Minutes

A. October 24th, 2023 Board Meeting Minutes

MOTION: To approve the October 24th, 2023 Board Meeting minutes with the amendment to Director Cuevas' comments.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Ceja	X		
Director Chess	X		
Director Cornejo	X		
Director Cuevas (Motion)	X		
Vice President Long (Second)	X		
President Lacayo	X		

B. November 14th, 2023 Board of Director's Retreat Minutes

MOTION: To approve the November 14th, 2023 Board of Director's Retreat minutes.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Ceja (Second)	X		
Director Chess	X		
Director Cornejo (Motion)	X		
Director Cuevas			X
Vice President Long	X		
President Lacayo	X		

Director Cuevas abstained due to the fact she was not present at the retreat. She explained that she was very impressed with the work of the Board and grateful for that work being done.

VII. Financial Report

CEO McGuire explained that our accountants will now be CFSA. Ms. Martin has replaced Mr. Yopez in the accounting office and Mr. Lopez is still there as well and they will be inputting the data. She explained the financials will look a little different because CFSA has a different way of doing them. They usually like to work a month behind to make sure they are accurate. They prefer not to use the dashboard because it was hard coded and they are more formula driven, but they are working on a summary sheet that will be easier to follow.

Renee Yi from CFSA was conferenced in and put on speaker phone.

A. Financials ending September 30th, 2023

B. Financials ending October 31st, 2023

CEO McGuire reviewed the October 31st, 2023 financials.

Ms. Yi stated that she is helping CEO McGuire clean up some of the account receivables as well as other expense accounts. She explained that the fair is booking a lot of the capital improvement funds in the operating accounts, which increases the expenditure, but capital improvement items are considered fixed assets in the balance sheet. They are a depreciating expense over thirty years versus recognizing it as a big lump sum capital improvement project all in one year. There is probably a lot sitting in maintenance expenses that is going to get taken out and into a balance sheet so the bottom line will look better.

CEO McGuire continued to review the October financials. She explained that when she meets with the Budget Committee, they will get into the details of everything as well as exploring different options. Director Cuevas provided her with some short-term investment options to build a portfolio for capital improvements, which she is checking with legal on to make sure she knows what she can and cannot do with state money.

Director Cuevas clarified that she provided CEO McGuire with a CD rate sheet which shows what the rates are across the country so she can have a gauge of what a 3-5 year gauge would pull.

Ms. Yi mentioned that the fair does have a LAIF account, which is a Local Agency Investment Fund. It is a state treasury where state agencies have some regulations. Recently the LAIF interest rates have been really good and right now, the fair has \$40,000 in that account. The good thing is that it is a liquid account where you can pull money out pretty easily if needed.

VIII. New Business

A. Election of Officers for 2024-2025 Board of Directors (CEO presides over elections of Board Officers)

1. President

CEO McGuire opened the floor for nominations.

Director Cornejo stated that historically the board has kept the existing officers in place, especially during transition and in the interest of keeping continuity, and she wasn't sure if the board was interested in doing that again. Director Cornejo formalized the motion so it could be discussed.

President Lacayo stated that it caught her off-guard and explained that it has been a difficult two years but feels they have come through it stronger than what they have done in the past and have gelled nicely. She would accept the offer to continue on, especially given everything that they know today.

Vice President Long stated that he feels the Executive Committee is a great one, but also thinks that unless there is a dire emergency that everyone should get a chance to be president and not extend it for another two years. He does not think he will support the motion.

Director Cuevas called for the question.

MOTION: To approve keeping the existing officers in place.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Ceja		X	
Director Chess		X	
Director Cornejo (Motion)	X		
Director Cuevas (Second)	X		
Vice President Long		X	
President Lacayo	X		

The motion was a tied vote, so it failed.

Director Cornejo made another motion for appoint Vice President Long as the President.

MOTION: To approve Dan Long as the 2024-2025 Board President.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Ceja (Second)	X		
Director Chess	X		
Director Cornejo (Motion)	X		
Director Cuevas		X	
Vice President Long	X		
President Lacayo	X		

2. Vice-President

CEO McGuire opened the floor for nominations.

President Lacayo nominated Director Ceja as the Vice President.

MOTION: To approve Bill Ceja as the 2024-2025 Board Vice President.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Ceja	X		
Director Chess (Second)	X		
Director Cornejo	X		
Director Cuevas	X		
Vice President Long	X		
President Lacayo (Motion)	X		

B. Annual Appointments by the Board

1. Secretary/Treasurer-Manager

MOTION: To approve CEO Jen McGuire as the Secretary/Treasurer-Manager.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Ceja (Second)	X		
Director Chess	X		
Director Cornejo	X		
Director Cuevas (Motion)	X		
Vice President Long	X		
President Lacayo	X		

C. Secretary/Treasurer-Manager Annual Delegation of Authority

The (Secretary/Treasurer-Manager) Chief Executive Officer, Jen McGuire, is authorized to execute Rental Agreements up to \$75,000.00, Standard 2 Agreements up to \$75,000.00 and Grandstand Contracts up to \$150,000.00 without further authorization from the Board of Directors.

MOTION: To approve authorizing the (Secretary/Treasurer-Manager) Chief Executive Officer, Jen McGuire, to execute Rental Agreements up to \$75,000.00, Standard 2 Agreements up to \$75,000.00 and Grandstand Contracts up to \$150,000.00 without further authorization from the Board of Directors.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Ceja	X		
Director Chess (Second)	X		
Director Cornejo	X		
Director Cuevas	X		
Vice President Long (Motion)	X		
President Lacayo	X		

IX. Old Business

A. Facility Update

- CEO McGuire explained that there is an old maintenance list of projects that former Maintenance Supervisor, Ron Murphy, had started so she took that and merged it with the CCA Assessment list of projects to create one working document.
- Going down the list, there has been grant money that has been awarded which is being used on some of the projects, one being the Morgan Arena. We just received another \$200k from the Wood Claeysens Foundation to add to the prior \$100k that has not been fully used yet. This will be a priority for this year.
- The retrofit under the bleachers is just about done and she thinks there is about ten percent left to do. The structural engineer has to inspect and sign off on it and then the final step would be to remove the wood seats and replace them with metal ones.
- The Santa Cruz roof project will start on Friday.
- There are other miscellaneous projects going on like lighting and electrical which is partly built into the budget.
- The San Nicolas and McBride roof replacement project has been something on the original list and the maintenance staff replaces areas as needed. The roofs need to eventually be completely replaced, but for they are being patched as needed.

- There was an asphalt repair in the main lot that was done in 2018.
- Staff is working on updating the bathrooms by putting in new sinks, faucets, toilets, lights, etc. as well as painting them. There was some leftover money from the Foundation Candy stripe bathroom repair so that is what is being used for the other bathroom repairs/refresh.
- The ceiling tiles in the Santa Cruz building are all being removed and the ceiling will be painted black.
- There are cosmetic improvements being made to some of the barns.
- The Derby Club roof and HVAC removal is on the CCA list and has not been started. It is a \$600k project and she is working on getting another quote. This is a project that needs to be focused on sometime in 2024.
- The PSPS transfer switch project has been completed and is in the Livestock area.
- The San Miguel and Anacapa awning project is in progress. Support beams are going to be added to the current awning and will be retrofitted.
- She is working on getting coolers/air conditioning in the Clark auction barn. The Foundation decided that some of the proceeds from their auctioned animal will go towards repairing or replacing the coolers.
- The storm pump rebuild/repair is an on-going project. Some of them have been completed and additional ones have been sent out to machine shops to get retrofitted and prepare for this year's winter.

B. Fair 2024

CEO McGuire has nothing to report for Fair 2024 and stated that staff will give their updates.

C. Cashless Fair

CEO McGuire explained that we are looking at using a different ticket company who also does a cashless carnival. Staff sat in on a webinar and this company gave a full demonstration of their platform. Del Mar Fair has an independent carnival and they used this system last year and it worked really well. It is surprising how much your gross revenue goes up when you go cashless. The state is pushing all the fairs to go cashless because it makes the accounting and auditing much easier. This is something staff is still exploring, but she will have more information next month after nailing down the details.

X. Board Correspondence

- A. Memo from Mike Francesconi at California Dept. of Food & Agriculture, Fairs & Expositions: SB 544 – Bagley Keene Open Meeting Act: teleconferencing.
- B. Memo from Mike Francesconi at California Dept. of Food & Agriculture, Fairs & Expositions: Proposition 12 Update for the 2024 Fair Season

XI. 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, 1-2, 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

MOTION: To approve the consent list with items A, 1-2.

Board Member Name	Approved (Yes Vote)	Not Approved (No Vote)	Abstain
Director Ceja (Second)	X		
Director Chess (Motion)	X		
Director Cornejo	X		
Director Cuevas (not present)			
Vice President Long	X		
President Lacayo	X		

XII. CEO Report

Emilee Inez, Exhibits Supervisor & Junior Fair Board Advisor

- There was a great Superintendent's Meeting which she thanked staff and Vice President Long for attending. It is important for them to see staff there supporting them and knowing that they are being heard.
- She has been meeting with the Superintendents individually to recap 2023 and to start talking about 2024. They really want to encourage public attendance into those buildings because they are so important. There are a lot of new ideas, but some of them want to bring back old favorites.
- There is interest in bringing back the Director's Award this year.
- She has been receiving applications for JFB for a couple weeks and the deadline is Friday. Her and the other advisors are very excited to be bringing this program back.
- She will be meeting with the other advisors tomorrow to go over and finalize the details of the program.

Madalyn Johnson, Concessions Manager

- The letters of intent to Ocean Lane have been sent out.
- Director Ceja introduced her to Director Banuelos, who is a cultural expert on Chumash, and they are trying to connect people who are in our community and create more diversity, history, heritage and integrate all of that into different areas of the fair. For example, on Garden Street they were thinking about making it a heritage and historical area. She is working closely with Ms. Inez in exhibits to integrate other booths into other buildings and help them flourish. She has also been doing research on Tortilla Flatts and there is so much historical heritage and information right here in Ventura which she is trying to take and utilize for the fair.
- She is starting to get a lot of interest from food vendors. She is trying to add four new items: baked potato, grilled cheese, seafood and the Udon vendor.
- She explained vendor sharing and how vendors are being creative to be able to participate in the fair.

Director Cuevas wanted to recognize Mr. Yepez and hopes that his departure is a good one. She wanted to thank him for his service and work on the fairgrounds behalf because he did a good job. He stepped in at a precarious time and wanted to acknowledge that.

Jason Amelio, Sales Manager

- This report covers events from 10/23 through 11/24. During this time, we the Latino Business Expo, our 2nd spa show and 2nd cat show of the year, a small yearly camp out and Lucha Libre event.
- During this period, we took in \$24,918 in rental invoice revenue. That is down \$29,230.50 from 2022's \$54,148.50 rental revenue. Parking revenue from events this period was also down with \$5,660 vs Approx \$14,998 during the same period. In 2022 we had 3 events that make up the bulk of the reduction in rental and parking revenue. The World Wavski Association event which moved to Peru this year, Paranormal Cirque which was a relatively last-minute booking due to a cancelation last year and the Victory Sports Girls Gymnastics Championships which unfortunately was consolidated by their governing body with another event and was forced to cancel their held 2023 dates.
- Looking ahead at the public events for Dec we have The Great Junk Hunt returning this upcoming weekend. The Zoppe Italian Family Circus will be with us for the final 2 weeks of the year. We will also host parking for the yearly Wine Walk event on 12/2 as well as a number of private events all taking place over the next few weeks as well.
- We are working diligently on all things 2024 and looking forward to another packed year of events.

CEO McGuire

- She met with Romeo Entertainment Group who will be our grandstand buyer for entertainment. They buy for San Diego and a lot of other state fairs and festivals.
- We are also going to utilize CBF Productions to run our front of house for the concerts. There will be a lot of changes for the concerts and explained what they were. We will be selling VIP platforms on the side and still have the free access in the middle. We will do different things to increase the revenue stream to upgrade the quality of entertainment in the arena. There will be one paid show during the second week of fair and it will be marketed as a celebration for our 150 years.
- There will also be twelve days of tribute bands on the Station Stage.
- We are going to do away with the big tent between the two Quonset huts and we won't have the trapeze back this year so that will be a big cost savings.
- She explained the different shows and ideas to draw people down to the Morgan Arena. She is hoping to book more horse shows throughout the year and has actually gotten some positive feedback. She has the High School Rodeo excited about Ventura so hopefully they will be coming. The first thing to do is to get the drawing or vision put in place and make it happen.

XIII. President's Report

- She thanked everyone for their support over the last couple of years. She really needed it and everyone has been there to help her along.
- She thanked the State because they had really lent their support in a very difficult couple of years.
- She explained the fairgrounds is in great hands with CEO McGuire. She sees us stepping forward and moving on into the future and has some great ideas.
- Staff is terrific and everyone has stepped up with all the new ideas from maintenance to exhibits to publicity has been wonderful. She likes that the financials will be handled at the State level, which she feels is a step in the right direction.
- She thanked Director Long for his Vice Presidency.

- She thanked Director Cornejo for her support who has been her rock and strength to get her through because she has a lot of experience and they have served together from day one on the board.
- She enjoyed working with CEO McGuire and will continue working and supporting her as well as Ms. Ortiz.
- She hopes everyone enjoyed the retreat and thinks everyone got a lot out of it. There will be a follow-up and hopes everyone will be able to attend.
- She congratulated the new President and Vice President and hopes we have a very successful year.
- She wished everyone Happy Holidays.

XIV. Director's Comments

Director Cuevas

- She wished everyone a Merry Christmas and Happy New Year.
- She is excited about the coming year. She thinks it will be a breakout year and unfortunately not with a completely full board, in recognizing Director Bradbury's resignation and his great work on the board, she is excited about the new board member's input and fresh eyes to help the tired ones.

Director Ceja

- He thanked the board on the position of Vice President. He appreciates that and will work very hard and will provide more input for the fair and fairgrounds throughout the years. He is proud to hold the Vice President position and is proud to be a part of the board.

Director Chess

- She thanked President Lacayo for all her hard work. As a new board member, she has depended on President Lacayo which she has always been so giving of her time, counsel and advice.
- She feels the board will be in good hands with Director Long and congratulated him and thanked them both for all their hard work.

Director Cornejo

- She explained there has been some challenging years and President Lacayo's judgment and willingness to work with the State and maintain a great relationship State along with Director Long has been appreciated and she is grateful for that.
- She explained that the incoming officers has her full support and she looks forward to working with them and getting to know Director Ceja better.
- She is willing to do anything that is asked including committee work, knowing past history, etc.
- She is excited about the coming year and wishes everyone, especially the hard-working staff, to have a wonderful holiday with their families.

Vice President Long

- Explained that he is very humbled and proud to become President for these next couple of years and looks forward to working with Director Ceja.
- He sees the fairgrounds as having a great future. He thinks it has really changed a lot in the last year since CEO McGuire has come on.

- It has been a privilege to serve with Director Lacayo these last two years. There have been some tough times, but they have worked very well together along with Director Cornejo as part of the Executive Committee.
- He thinks this is a really great organization and is happy to be a part of it.

XV. Future Agenda Items

1. Fair 2024
2. Facilities Update

XVI. Adjourn

The meeting was adjourned at 11:07 a.m.

Submitted by: Heidi Ortiz
Heidi Ortiz, Executive Secretary

Approved by: Jennifer McGuire
Jennifer McGuire, CEO-Ventura Fairgrounds

Approved by: Dan Long
Dan Long, Board President