

**FOURTH DISTRICT AGRICULTURAL ASSOCIATION
175 FAIRGROUNDS DRIVE
PETALUMA, CALIFORNIA 94952
MINUTES November 16, 2011**

The regular meeting of the Fourth District Agricultural Association Board of Directors was held in the Administration Board Room, Petaluma, California at 3:00 PM.

DIRECTORS PRESENT: Nicole Marzo - President, James Burleson, Dominic Grossi, Ruth McClure, Jim Mickelson, Peg Smith and Brian Sobel

DIRECTORS ABSENT: Herm Benedetti & Jeff James
M/s/c Directors Mickelson – McClure to excuse Directors Benedetti & James per CA Food and Agricultural code section 3967.

STAFF PRESENT: Patricia Conklin, CEO & Cara Parlato, Exhibits Representative

GUESTS PRESENT: There were none

**APPROVAL & ADOPTION-
OF AGENDA:** *M/s/c Directors McClure - Smith to approve Agenda*

PUBLIC COMMENT: There was none.

CORRESPONDENCE: A list of the correspondence is attached to and made a part of the original minutes of this meeting.

CONSENT AGENDA: *M/s/c Directors Mickelson - Grossi to approve the Consent Agenda.*
A. Minutes October 19, 2011 Board Meeting
B. Rental Agreements
C. Standard Agreements

FINANCE: Director Burleson reported that the Finance Committee met and reviewed the October 2011 financials and recommends approval of the October 2011 financials.

1. Expenditures – October 2011
2. Trial Balance – October 2011
3. Income Statement – October 2011

M/s/c Directors Sobel- Mickelson to approve the October 2011 financials as presented. (Minutes of meeting attached and made part of the minutes).

4. 2012 Budget

Director Burleson reported that the budget reflected a reduction of \$1,031 from expenses as compared to the budget reviewed in October and the committee recommends approval. Director Burleson reminded the board that the budget had been tabled at the October meeting due to the uncertainty of the supplemental allocation but since that time the issue has been resolved with no change to the supplemental allocation.

M/s/c Directors Mickelson – Grossi to approve the budget as presented.

5. Supplemental Allocation

Director Bureson deferred to CEO Conklin to discuss what had transpired in regards to the supplemental allocation. CEO Conklin discussed the letter she had received in October stating that the Division of Fairs and Expositions had made a calculation error and the Association had received an incorrect amount and the Division had requested return of some of the funds. Conklin explained that after receiving the letter, she submitted information and documentation in regards to the infrastructure grant funds and the use of those monies. Because of the project status and the use of the infrastructure grant funds for projects the Division has recalculated the Associations allocation and no money is due to the Division.

(Minutes of meeting attached and made part of the minutes).

Entertainment/ PUBLICITY

1. 2012 Entertainment

Director McClure reported that the committee met November 15th to discuss entertainment for the 2012 fair. She discussed the grounds acts, attractions and potential headline acts. The board was pleased with the potential headline acts and grounds line-up.

(Minutes of meeting attached and made part of the minutes).

BUILDINGS & GROUNDS:

1. Java Hut Contract

Director Grossi reported that the committee had not met but staff had been in contact with Java Hut and they requested a 1-year contract at the current rental rate of \$3,100 with 4 – one-year options. They want the security of a longer contract but they do not want to be locked into rates, due to the uncertain economy, and wish to negotiate the rate each year. Director Grossi discussed the need to make it clear that the minimum rental rate for each year will be the \$3,100 and we will not reduce the rent.

M/s/c Mickelson – Bureson to approve the 1 – year contract at \$3,100 with 4 – one-year options with the rental rate being negotiated each year but with the clause that the rate will not be decreased from the current rate.

(Minutes of meeting attached and made part of the minutes).

COMPETITIVE & COMMERCIAL EXHIBITS:

Director Smith reported that the committee had met on November 8th and reviewed several areas of the competitive exhibits program she then asked Cara Parlato, Exhibits Representative, to go over the recommendations. Exhibits Representative Parlato went over the recommendations as reported in the minutes from the meeting.

M/s/c Grossi – Sobel to approve the recommendations of the committee as presented. (Minutes of meeting attached and made part of the minutes).

FARMERS DAY:

No Report

GOALS & LONG RANGE PLANNING:

No Report

LEGISLATIVE:

No Report

HORSE SHOW:

No Report

MILK BARN COMMITTEE:

No Report

AD HOC WINE COMPETITION COMMITTEE:

No Report

AD HOC WORLD'S UGLIEST DOG® COMMITTEE:

No Report

OLD BUSINESS:

- A. Volunteer Appreciation Dinner – CEO Conklin reported that the event was held on Thursday, October 20th. It is estimated that about 300 were in attendance. She felt that the event ran well and everyone seemed to have a good time.

NEW BUSINESS:

- A. Report from nominating committee for 2012 officers – Director Sobel reported that the committee had met and nominated the following officers: Nicole Marzo, President; James Burleson, 1st Vice president and Peg Smith, 2nd Vice President.
- B. Election of Officers – *M/s/c McClure – Grossi to close nominations and cast a unanimous vote for the slate of officer's as recommended by the nominating committee.*
- C. WFA Convention January 8th – 11th – CEO Conklin presented information regarding the convention, board policy, cost analysis of attending the convention and the budgeted figure to the board. Discussion took place in regards to the budget and directors attending. It was felt that it would be beneficial to send the president and another director to the convention. The directors would review their individual calendars and see who would be available to attend and let Conklin know. Conklin would send out a reminder. Conklin informed the board that the registration deadline for discounted registration is December 15th, as well as the discounted hotel rates. *M/s/c Mickelson – Sobel to add an additional \$1,000 to the budget to cover an additional director to attend convention.*
- D. 2012 Resolutions
- **General Resolution for Interim Rentals & Standard Agreements:**
M/s/c Mickelson – Grossi to authorize CEO Conklin to execute Standard Agreements - STD Form 210 & 213 and Rental Agreements - Form F-31 which do not exceed \$10,000.00 for the period of January 1, 2012 through December 31, 2012 without further authorization from the Board of Directors. All such executed agreements, however are to be submitted to the Board of Directors for review at the subsequent meeting.
 - **CEO Resolution:**
M/s/c Mickelson – Grossi to authorize the 2012 check signing authority of CEO Conklin and the following Board members: Ruth McClure, Director; Herm Benedetti, Director and Brian Sobel, Director. Checks in excess of \$10,000 require a 2nd signature. All such executed checks, which are listed on the Cash Disbursement records, are to be submitted to the Board of Directors for review at the subsequent meeting.
 - **Volunteer Resolution:**
M/s/c Mickelson – Grossi that the members of Board of Directors of the Sonoma-Marin Fair and any volunteers donating time for the Fair will be covered by Worker's Compensation Insurance while performing their volunteer work for the year 2012.
- E. Contract Length for Sound Services
CEO Conklin informed the board that the current sound services contract had ended. She explained that a Request for Proposal (RFP) would be sent out but in order to do so the contract length needed to be established. She explained that the past contract was a 3-year contract. *M/s/c McClure – Smith to make the contract length for sound service a 3-year contract.*

CEO REPORT (Non Action Items)

- A. Interim & Permanent Rentals
- General Overview - CEO Conklin reported that November is a busy month with events on each weekend and some weekday events. She also informed the board that Pronzini's Christmas Trees would be back in the Main parking lot. She told the board that the office would be closed and staff would be out Thursday, November 24th and Friday, November 25th for Thanksgiving Holiday as well as Wednesday, the 23rd, to help reduce time on the books.
 - Capital Improvements – CEO Conklin reported that the sidewalk project should be completed within the next three weeks.

- B. Industry Related Issues
- General Overview – CEO Conklin reported that budgets, funding, consortium, board appointments and funding recapture were the hot button issues.
 - CFA Budget Conference – November 1-3, 2011 – CEO Conklin reported that she attended the conference. She reported that the new E-coli prevention program was informative and should prove helpful to the Association. She felt that it was beneficial to be among peers and discuss issues. Conklin informed the board that Secretary Ross spoke at the conference in regards to the consortium and the restructuring of California Fairs. Ross said that her recommendation for CA Fairs would be going to the Governor on November 15th and the fair industry would not have the opportunity to see the recommendation prior to it going to the Governor. Conklin told the board that Senator Doug LaMalfa spoke regarding the budget deficit and the automatic triggers that will go in to affect in January. Conklin informed the board that Steve Chambers, WFA discussed the planned funding recapture of 16 million in funds to fairs and the legislation that it would take to make it happen. Conklin stated that the Governor's Appointment Secretary was in attendance and offered insight into the process of being appointed.
- C. 2010 Audit
CEO Conklin reported that the draft report had not been received yet. Therefore this agenda item would be held over to the next meeting.
- D. CEO Schedule
CEO Conklin reported to the board that she would be taking some vacation and holiday time off.
- E. Carnival RFP
CEO Conklin reported that the scoring committee had met, reviewed the RFP's and found that the RFP needed to be reworked to indicate the maximum amount the Association is willing to pay and to write something in regards to gate increases. It was felt that the RFP needed to be cancelled, reworked and sent out at a later date to safeguard the Association finances.

FOR YOUR INFORMATION: Interim Events Calendar for November, December & January
Next Board Meeting – **January 18th, 2012 @ 3:00 PM**

ADJOURNMENT: *M/s/c Mickelson - Sobel to adjourn the meeting. President Marzo adjourned the meeting at 4:30 p.m.*

Respectfully submitted,

Nicole Marzo
President

Patricia Conklin
CEO