

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: Barbara Quaid, CEO

Tuesday, August 25th, 2020 at 9:00 a.m.

Join Zoom Meeting

<https://us02web.zoom.us/j/86985200362>

Join Via the phone:

+1-669-900-6833

Meeting ID: 869 8520 0362

This virtual board meeting is called in accordance with Governor Gavin Newsom's proclaiming a State of Emergency to exist on March 4, 2020 as a result of the threat of COVID-19 and the March 12, 2020 Executive Order N-25-20. Board Directors and staff of the California Department of Food and Agriculture may attend this meeting telephonically without notice of or access to their teleconference location. Members of the public may attend the meeting and provide comment at the meeting location noticed above. Any item not so noticed on this agenda will not be considered or discussed.

I. Call to Order

Roll Call

Declaration of Recusal or Conflict of Interest

The meeting convened at 9:04 a.m., and called to order by President Cornejo.

Directors present: President, Leslie Cornejo, Vice President, Leah Lacayo, Bonnie Atmore, Michael Bradbury, M. Cecilia Cuevas, Daniel Long and Armando Lopez.

Absent: Shanté Morgan-Durisseau.

Staff present: Barbara Quaid, CEO, James Lockwood, Publicity and Marketing Manager, Jason Amelio, Sales Manager/Assistant Satellite Supervisor, Cristian Yopez, Accounting Trainee, Luis Juarez, Maintenance Supervisor, Alejandra Restituto, Maintenance Secretary, John Hecht, Auction Chair and Heidi Ortiz, Executive Secretary.

Guests Present: Scott Toland, Megan Hook, Kathie Moore and Steve Nash.

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

II. Pledge of Allegiance

President Cornejo 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)

- Sarah Pelle, Resource Coordinator, Fairs & Expositions

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. Presentations - None

VI. Approval of Minutes

A. July 28th, 2020 Board Meeting

MOTION: To approve the July 28th, 2020 Board Meeting minutes.

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

VII. Financial Report

A. Financials ending July 31st, 2020

Mr. Yopez gave a report on the financials ending July 31st, 2020.

CEO Quaid stated that as we continue to rent the grounds we don't have the expense of Fairtime, so we are chipping away at our receivables. We are looking at grants and any kind of money that may be available. A letter was sent to the Board in regards to the \$40 million that the Governor has allotted for Fairs, so we are hoping with all of that we can keep afloat.

There was a brief discussion regarding the civil service layoffs.

VIII. Old Business

A. Report on the Virtual Junior Livestock Auction

Mr. Hecht, Auction Chair, reported on the details of the virtual livestock auction.

- This was a new experience for everyone and the goal was to get the animals shown, auctioned and sold.
- There were approximately 240 animals in the show and ended up auctioning 213. This is about a third of what the Fair would normally have.
- Last year the auction raised about \$1.5 million and this year was about \$400k.
- This was the first year Wood Claeysen did not participate.
- The auction would not have been successful without the efforts of the 805AgKids that Mr. Toland and Ms. Hook put together; they raised about \$92k.
- As of yesterday, the add-ons totaled \$140k and looking at the totals every exhibitor should have their projects covered or actually made money.
- There were a lot of compliments on the add-ons which were open for a week after the auction.
- There are things that were learned this year that will be taken and applied to next year.
- He thanked the Foundation and Director Lopez for his assistance.

Mr. Toland touched on a few specifics from the 805AgKids. He thanked Mr. Hecht for the recognition and explained there were four other staff members that were actively involved in the process. They got 113 donors, 97 of which donated online. Thanked Mr. Hecht, Director Lopez, Mr. Atmore and a number of other people from the Foundation. He commented that a number of checks were from the ag community that we all rely on in the county. They are going to divide the money up between 213 kids which represents \$426 per kid. Any fees associated with collecting money were 100% paid by donors; there were no fees deducted from the kids. There were no fees charged to the Fairgrounds Foundation either. There was great support from the media and a lot of their time was donated. Ms. Hook is the real hero and almost single handedly operated a communication line that got the information out and answered anyone's questions. He commended all her efforts and explained briefly hers and her kid's involvement with the Fair. He stated that we are the 31st District Agricultural District and not the 31st Fair District and put the emphasis on agriculture. He reviewed past numbers compared to this year and was not looking at this as a success based on the numbers. He explained that the money raised by the 805AgKids has all been collected. He agrees with Mr. Hecht that we have learned some things and can progress into the future. Mr. Hecht did a lot of good work and held a lot of things together even in the face of adversity. Some of the information did not come easy. He liked how the money was collected by the 805AgKids and went straight into the Foundation to be transparent. He commented on the fees and explained some of the kids won't even break even. He would like to be on the agenda for next month and asked the Board to consider a different time so kids, parents and leaders can participate. Lastly, he thanked Ms. Hook personally on behalf of the 805AgKids and other handful of other volunteers who participated.

Ms. Hook reiterated what Mr. Toland said and thanked him for the compliment. They are kid focused so whatever it took to benefit the kids is what was important to her and Mr. Toland and the group as a whole. While it could look successful in some ways was very devastating year for most kids. When they watched the auction and the floor prices dropped considerably it was very difficult to watch and absorb, especially as a parent of an exhibitor. It wasn't a matter of not making money this year because the kids still had to put in the same amount of time and money as they normally would in a regular year. Most kids had their animals before the Fair was announced that it was cancelled. There were a number of reasons the numbers were low this year and it was a late decision that the Fair was cancelled and it took a while to find a solution. The communication overall was far and few between and that is why she took on the role to communicate with families. There are a lot of things that need to be fixed next year, whether it is an in person Fair or a virtual setting, because the numbers will be devastating otherwise due to the issues this year. We need to include the families as much as possible and keep them in the loop and include a better relationship with the buyers to try and fix some of these holes. She hopes that some of the lessons learned this year will be applied to next year.

Mr. Toland added that they do not have a role on the board or staff, they are just volunteers but at this point they have more insight into what happened than anyone on the call due to the number of communications with families, Fair staff, Foundation staff, Committee members etc. They are the one source that collected all the data and are the only ones that have it and therefore, humbly requesting to be on the agenda for next month's meeting.

Vice President Lacayo thanked Director Lopez for his leadership as well as Mr. Hecht and she pointed out there were no women on the committee which she thought was interesting because they have a voice. She feels they did an outstanding job and this is the first year the virtual auction has been conducted. We are in the same boat as all the other Fairs in the State of California; nobody saw this coming. One thing we did know was that Wood Claeysen would not be participating this year, so we already knew our numbers would be down and the community would not be able to make up that difference so she wanted everyone to be aware of that. A lot of people are disappointed especially the kids, but given the circumstances that we are all operating under she thinks everyone involved did an outstanding job. This was a burden on staff and difficult for them to maneuver as well. Overall, she feels that it was a success.

CEO Quaid commented that the point was already made that there would not be any charges to the kids. It was made very clear that the Fair would absorb the fees and if we want reimbursement then we will go to the Foundation. Second, she wants everyone to be careful that the employee that has been running Livestock for several years is in a facility and is very ill. She does not want anything to get back to her that she has been doing this improperly. She is very careful of the fact that the staff left here, which is very small, is doing their very best and she knows the Fair Board appreciates that. If there are suggestions for next year, please email them to CEO Quaid. Any ideas can also be brought to the next Livestock Auction Committee Meeting.

Mr. Hecht stated that the communications was a great role that Ms. Hook picked up on this year and did a great job. In any experience like this you have people who are challenged and disappointed and then you have people who come through and are excited. When he was loading animals on Sunday for re-sale, the kids and the parents were in a great mood and were very thankful for what this group had done. They understand that this is a project in agriculture and sometimes it works great and sometimes it doesn't. There were a lot of disappointed kids this year, but the ones he saw that day were excited and it was good closure for them and for us. He thanked everyone for their efforts and looks forward to making it better for next year.

President Cornejo thanked everyone for all that they did and coming together in a really difficult time. Not one person involved is not effected by COVID and being able to step up and work together to at least do something for the kids makes her very grateful.

Ms. Hook clarified that her comments were not directed at Ms. Leach at all.

B. Discussion and possible action regarding the 2020 budget.

CEO Quaid explained that the 2020 budget was presented back in February or March and when COVID hit it was never approved because the numbers changed. She did speak to Ms. Pelle with F&E and as a matter of formality it needs to be adopted. We will start working in October on the 2021 budget. For now, she is asking the Board to approve the budget as it was presented back in February or March.

Director Cuevas expressed concerns initially and is bringing it up again that she does not think it is prudent for the board to approve a budget that is not accurate. Discussion ensued by the Board and Ms. Pelle stated that although the budget may not be accurate Mr. Yopez is putting together a cash budget that is changing each month and maybe that can be added

to the monthly board packet so everyone can see where we are at. Director Cuevas would be satisfied if a foot note is added to this budget that speaks to the concerns that were expressed in March prior to the final approval pending pandemic and how it might impact the fairgrounds. The foot note will show that the board had concerns back then and were aware that the situation may change and considered it as part of the budget discussion.

MOTION: To approve the 2020 budget, but to recognize that things have changed and the board was concerned at the time the budget was drafted that the actuality could be different.

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

IX. Committee Reports - None

X. Board Correspondence – Informational only no action required

A. Memo from John Quiroz at California Dept. of Food and Agriculture, Fairs & Expositions: Property Insurance

CEO Quaid explained there was an additional piece of correspondence that came from F&E which was the addendum to the correspondence sent last month that was regarding the \$40 million.

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, are approved by the vote that approves the Consent Agenda, unless an item is pulled for separate consideration.

A. Agreements

1. Rental Agreements - Interim

MOTION: To approve the consent agenda with items A, 1.

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

XII. CEO Report

- Mr. Naylor was able to get enough paint donated to paint our entire grandstands and we will have staff put in the labor so this will be at no cost to us. It is really appreciated and encouraged the board members to send him a thank you email.
- Thanked Mr. Hecht, Mr. Toland and anyone who helped out with the auction. It was great for the kids and it was not what they should have gotten but explained that she did not receive any buyer letters.
- Our rental revenue, for what we are going through right now, is looking pretty good. We are thrilled with Concerts in Your Car. He has the lot booked through December and is working on a Christmas event that will take up quite a bit of the grounds.
- Mr. Amelio is finding that we are getting a lot of interest in filming on grounds. There was a Nissan commercial and there was no staff involved. That is another way we are trying to conserve is by having events that require no labor. There is no security staff and right now we are asking events to provide their own security.
- She is having conversations about the layoffs and it is very difficult for the employees, but that was part of us taking money for payroll in June. We are hoping that by December we'll have enough revenue to be able to keep a few employees to keep the place going. At this point, she is unable to formulate a plan because things are unknown.

XIII. President's Comments

- She pointed out that the psychology of accepting all this money from the State and the importance of doing so is that we really pride ourselves on being self-sufficient and taking care of ourselves, but government has a lot of great thinkers about what is to come and what is going to hit and if money is being offered we need to comply and take the money and don't let it hit our pride. This whole thing is bigger than all of us and we need to do what's best for the fairgrounds and keeping this organization together. We need to take the money and spend it well so we can come back.
- She is grateful for all who helped out with and participated in the auction.

XIV. Director's Comments

Director Lacayo

- Thanked President Cornejo, CEO Quaid, Director Lopez and everyone else who has stepped up to help out because things have been difficult.
- She agrees with President Cornejo's comments on the money from the State. It's true that we aren't sure how much longer we will be in this position so we may need this money to keep our doors open.
- Wished everyone well and to stay safe and healthy.

Director Long

- He agrees with President Cornejo and Vice President Lacayo said. He really appreciates all the work that was done to complete the virtual auction.
- He commented that while we are the 31st Agricultural District, the fairgrounds doesn't stay open if all the entities aren't bringing in revenues and working together. We are all in this together and not one department over another.
- He did receive two letters and participated by doing add-ons for some of the kids. He explained that this is part of ag business and any farming, ranching, etc. but things happen. It was a valuable life lesson and he is sorry the kids had to go through it, but hopes most of them are able to come back next year.

Director Cuevas

- Thanked the staff for all the work they did to make something happen for the kids. It was really important and she really appreciates the members of the Foundation Board that stepped up and made this possible for the kids. Also, thanked Mr. Hecht and Mr. Smalley for their leadership. Sometimes it is difficult to step up and take that role on, but they did so with great tenacity.
- To the Board she wished everyone to stay well and safe. We are not out of the woods yet and it will probably last at least another 6 to 8 months.
- She also encouraged everyone to vote.

Director Bradbury

- He agrees with everything that has been said. He is very proud to serve with a very dedicated group of people and that includes the staff.
- He thanked Mr. Hecht for all his efforts.
- Wished everyone to stay safe and well.

Director Atmore

- Thinks Mr. Hecht and Mr. Toland were very helpful including all other partners who were on the call to give a narrative of what these changes look like when they happen.
- She does agree to Director Long's point that being part of the Agricultural community that there is no normal and these ups and downs happen, but it was a difficult lesson for the kids to learn.
- She wanted to focus on what we do advancing forward. Most of the board works with foundations and once a foundation pulls their funding away they don't usually come back. She doesn't want to be negative, but wanted to start working collectively to come up with a new plan and a new program and a new way to approach it thinking Wood Claeysen is not going to come back. We can learn from the challenges.
- As a Board, we are being asked to step back and rethink and reengineer how we manage to stay sustainable and eventually thrive again. She asked that the Board thinks about the large picture and whole we are doing our best to manage our Fair now that we all accept there will be heavy lifting to do in the near future.
- She misses everyone and wishes all to stay healthy.

Ms. Pelle explained how some of the funding from the State works.

XVII. Future Agenda Items

1. 805AgKids Report – Scott Toland

XVIII. Adjourn

The meeting was adjourned at 10:14 a.m.

Submitted by: _____
Heidi Ortiz, Executive Secretary

Approved by: _____
Barbara Quaid, CEO Ventura Fairgrounds

Approved by: _____

Leslie Cornejo, Board President