

## BOARD MEETING AGENDA

Administration Building Board Room  
November 16<sup>th</sup>, 2022

Zoom: <https://us06web.zoom.us/j/81355031204>

Toll Free Number: One tap mobile +13462487799,81355031204

Meeting ID: 813 5503 1204

All matters noticed on this agenda may be considered for action. Items listed on the agenda may be considered in any order at the discretion of the Board President. Any item not so noticed will not be considered or discussed. Per CDC and State of California requirements, masks may be required to attend this meeting.

**1) CALL TO ORDER** at 4:01PM

**2) PLEDGE OF ALLEGIANCE** led by Katie Keyes

**3) ROLL CALL OF DIRECTORS:** Directors Present, Directors Excused

A motion and second is requested to excuse the absence of any Directors under this agenda item.

Present Directors: Director Bruno, Director Skala, Director Magnuson, President Yeager, and Vice President Palumbo.

Motion to excuse Director Scott and Director Almiron made by Director Skala and seconded by Director Bruno.

Vote 5-0. Motion carried.

**4) INTRODUCTION OF GUESTS & STAFF**

Present: Katie Keyes, Susan Nelthorpe – Friends of the Fair, Alicia Montoya – Staff, Russ Vandenberg – CEO, Linda Thompson – Staff. David and Shari Dimond joined at 4:21pm.

Zoom: Mike Francesconi – CDFA, Rich persons – PK Consulting, David Smith – DWR.

Denise Goularte – Financial Consultant joined at 4:11pm.

**5) 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 on a future meeting agenda.

Katie Keyes on behalf of Judy Wade – thanks Board for success of the Farmers Daughters program and the Exhibits department at this year's Fair.

Reopened for David Dimond at 5:36pm – reminded Board of RV park idea proposed in the past, phone line issue Nov, would like to cooperate with Fair, reviewed contract terms with Lyndal, requested Fair Board to speak with counsel and talk to him because he just wants to stop and work it out.

**6) CLOSED SESSION** The board is authorized to enter into closed session for discussion with its negotiator prior to the purchase, sale, exchange, or lease of real property. (Gov. Code 11125(7)a) moved into closed session at 4:23pm

- a) Department of Water Resources negotiations

The Board is authorized to enter closed session to discussion pending litigation with the Attorney General's Office (Gov. Code § 11126(e)(1)).

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- a) 46th District Agricultural Association v. APEX, LLC.

**7) RECONVENE OPEN SESSION** Report of any action taken during Closed Session  
[Reconvened at 5:21pm - No reportable action](#)

**8) CONSENT AGENDA** (*Discussion/Action by Board*)

All matters listed are considered by the Board to be routine and will be approved in one motion unless Directors request a specific item be considered separately.

- a) Review and Approval of September 21<sup>st</sup>, 2022 Board Meeting Minutes  
[Motion to approve September 2022 Board Meeting Minutes made by Vice President Palumbo and seconded by Director Bruno.](#)  
[Vote 5-0. Motion carried by acclamation.](#)

**9) NEW BUSINESS** (Action required)

- a) Review and Approval of September 2022 Financials
- 1) Balance Sheet
  - 2) Profit and Loss Statement
  - 3) AP Payments/AR Aged Invoices/General Ledger
- [Motion to approve September 2022 Financials made by Director Magnuson and seconded by Director Bruno.](#)  
[Vote 5-0. Motion carried.](#)
- b) Review and Approval of October 2022 Financials
- 1) Balance Sheet
  - 2) Profit and Loss Statement
  - 3) AP Payments/AR Aged Invoices/General Ledger
- [Motion to approve October 2022 Financials made by Vice President Palumbo and seconded by Director Bruno.](#)  
[Vote 5-0. Motion carried.](#)
- c) Delegation of Contracting Authority – CEO  
[Motion to approve made by Vice President Palumbo and seconded by Director Magnuson and 46th District Agricultural Association Board, authorization has been given to CEO Russell Vandenberg to execute contracts of all types with a value of \\$50,000.00 or less, as long as contracts do not exceed a one year term, 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. This delegation is effective through December 31, 2023.](#)  
[Vote 5-0. Motion carried by acclamation.](#)
- d) Delegation of Check Signing Authority – CEO  
[Motion to approve made by Vice President and seconded by Director Bruno and 46th District Agricultural Association Board, authorization has been given to CEO Russell Vandenberg to sign checks of all types with a value of \\$50,000.00 or less with a single signature, without further authorization from the Board of Directors. All such executed](#)

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payments, however, are to be submitted to the Board of Directors for review at the subsequent meeting. This delegation is effective through December 31, 2023.  
Vote 5-0. Motion carried by acclamation.

e) Authorized Signer for Altura accounts – CEO

Motion to approve made by Vice President Palumbo and seconded by Director Magnuson. A resolution of the 46th District Agricultural Association Board appointing Russell Vandenberg as an authorized signer for Altura Credit Union Operating, Payroll, .33 Satellite, JLA, Premium, and Memorial/Scholarships accounts beginning on November 16, 2022.

Operating acct# 2575772

Payroll acct# 2575781

.33 Satellite acct# 2575775

JLA acct# 2575782

Premium acct# 2575784

Memorial/Scholarships acct# 2576772

Vote 5-0. Motion carried.

**10) REPORTS AND INFORMATION** (Informational)

a) Correspondence

- 1) Circular Letter #F2022-07 Fairground and Community Resilience Centers Funding
- 2) Circular Letter #F2022-08 FY 2022/23 Training Reimbursement
- 3) Circular Letter #F2022-09 State Rules Application

b) CEO Report

1) Day to Day Operations Update

Thanks Rich, Board and Staff, sewer line issues before fair now permanently fixed, sewer lift station issues at gate B now resolved, Fair 2022 attendance estimated at 25-30K, Miers and Miers pending completion of 2020 and 2021, audits, met with all tenants and reviewing contacts, attended CDFA Collaborative Exchange and Fair Managers Conference, working on short term project goals 0-12 months and long term 1-5 years, met with Sean – CCA and scheduled to meet with Randy Crabtree, American Crown Circus possibly returning early 2023.

c) Management Consultant Report

1) Summary of third quarter items from Strategic Plan report

DWR – electric sign board, Annual Event – estimated attendance 28,300 and 5000 vehicles parked, Human Resources – hiring of civil service employees for Budget 2023 and Facilities – light tower electric line accident claim has been submitted to the vendors insurance.

d) Committee Reports - Tabled

- 1) Finance Committee
- 2) DWR Ad-Hoc Committee
- 3) Fairgrounds and Contracts Committee

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- 4) Junior Livestock Committee
- 5) Marketing Committee
- 6) Policy Committee

e) Barn Bash Report - [Tabled](#)

f) Friends of So Cal Fair Report

- 1) Memorandum of Understanding – [received and will review.](#)

g) California Construction Authority Update – [CCA Board meeting next Friday, will update next Board meeting](#)

- 1) Derby Room – Status Update
- 2) DWR Project Oversight

**11) MATTERS OF INFORMATION:** (Informational – No deliberation/action)

- a) Directors' Comments

**12) IMPORTANT 2022 DATES:** (Review and Approve)

Board Meetings are held on the fourth Wednesday of the month at 4:00 pm unless otherwise specified.

December 21, 2022

**13) Adjournment:** [at 5:42pm](#)

**Americans With Disabilities Act**

Any person needing a disability related accommodation or modification in order to attend this Board meeting may request assistance by contacting Alicia at the Southern California Fair Office at (951) 657-4221.