

MEETING MINUTES
19TH DISTRICT AGRICULTURAL ASSOCIATION
BOARD OF DIRECTORS MEETING

Thursday, November 9, 2023, at 11:00 a.m.

Directors Present: Miguel Avila, Luis Esparza, Michael Medel, Nancy Melekian, Tory Milazzo, Marshall Miller, Mary Rose

Directors Absent: Teresa McWilliams, Cecilia Tavera

Staff Present: Ben Sprague, CEO, Rosie Miranda, Facility Coordinator, and Vanesa Carachure

Guests Present: Lynne Sherman, Karen Chrestensen, Joan Vignocchi, Kevin Snow

I. CALL TO ORDER: Director Milazzo called the meeting to order at 11:00 p.m.

II. ROLL CALL: Roll was taken, and a quorum was met.

MOTION: Director Avila motioned to excuse the absences of Director Tavera and Director McWilliams. Director Melekian seconded the motion. All in favor: Director Avila, Director Esparza, Director Melekian, Director Milazzo, Director Rose. No abstentions, none opposed. The motion **passed**.

III. MINUTES OF MEETING: Director Milazzo tabled Board Meeting minutes for October 26th and moved to the next Board Meeting.

MOTION: Director Avila motioned to approve the September 28th minutes as presented. Director Melekian seconded the motion. All in favor: Director Avila, Director Esparza, Director Melekian, Director Milazzo, Director Rose. No abstentions, none opposed. The motion **passed**.

IV. CONSENT CALENDAR

MOTION: Director Rose motioned to approve the Rental Agreements listed on the Consent Calendar. Director Avila seconded the motion. All in favor: Director Avila, Director Esparza, Director Melekian, Director Milazzo, Director Rose. No abstentions, none opposed. The motion **passed**.

V. PRESIDENT'S REPORT

1. General Comments

President Milazzo thanked the Board members and staff for their support in addressing issues at Earl Warren. He requested that the Board members complete their compliance items.

VI. DISCUSSION ITEMS

1. R. F. Q.

CEO Sprague presented the draft RFQ. The final draft of the RFQ will be brought for Board approval in December. He suggested that the Board should review Part III to ensure the Board understands the work that the consultant would do. The goal is to be broad while being clear about what work needs to be done. Board feedback was requested, at least for Part III.

Director Medel and Director Miller joined the meeting at 11:12 am.

Director Rose stated she was impressed by the first draft of the RFQ. She asked about the Santa Barbara base firm and suggested widening it as many people do not live in the area. CEO Sprague agreed they should stay within 100 miles to have a broader pool of consultants.

Director Melekian asked who was responsible for making the distribution. CEO Sprague stated the RFQ will be posted on the website and posted by DGS. It is public and, therefore, can be sent to any firm within the designated limit. CEO Sprague stated he would reach out to the firms he knows and take recommendations about other firms.

Director Rose asked if they would have a public review. CEO Sprague stated that the qualifications will be available for the public to look at, but the decision-making process is not based on public scoring because it is an RFQ instead of an RFP. An ad hoc Committee will be elected by the President to review the consultant submissions. While it was not his preferred approach, it was the approach established by the State.

CEO Sprague stated he had never done an RFQ, but he had done Master Planning. He requested feedback from the Board if they felt something should change, as they would be bound by it later.

2. 2024 Budget

CEO Sprague presented the 2024 Budget and asked for questions. Assumptions in the budget include investments in Warren Hall and increased staffing costs; Warren Hall will open 2024 a two-week fair. Any questions and suggestions were recommended.

Director Rose noted there was a small increase in the Horse Show revenue. She appreciated the expenses included in the budget for the Horse Show. Director Rose asked where the RV Parking was in the budget. She also asked if the Riding Club Show revenue was too low. Director Rose questioned if the amount marked for Warren Hall was a good estimate or if they should add more.

CEO Sprague stated the RV estimate was low at the time, and the item listed as current was from August. The entire RV lot will be repaved the following week, and the size of spaces will be updated to increase the per-day use. RV was still under Interim because they would need to redo the coding. He

stated he was hesitant to budget too much for the Master Planning company. Riding club shows could change, which would have implications, but it would only be an increase.

Director Rose encouraged having a Finance Committee to review items like this. CEO Sprague stated he had reviewed this item with the Executive Committee.

CEO Sprague stated there were some changes related to staffing, retirement, and other items that were still relatively unclear. In any case, more business is expected the following year, and Warren Hall would bring in a lot of additional revenue, but the estimates in the budget were low as the project had taken years. Financial growth has looked good, and with Master Planning work, identifying and setting renovation goals along with community across user groups will be more clearly attainable. Presenting the budget at this point is intended to provide time for the Board to review it and provide feedback.

Public Comment was given by Lynne Sherman, Karen Christensen, Joan Vignocchi, and Kevin Snow.

VII. ACTION ITEMS

CEO Sprague stated that the agreements and letter were not included because the State was still reviewing them. Items 1-4 were tabled until the next Board meeting. He noted this was the third Board Agenda in which these items were not received.

1. Gift Transfer Agreement
2. Gift Acceptance Agreement
3. Sponsorship Agreement
4. Donation Thank You Letter
5. Officer Elections

Rosie stated that the only nominee for Vice President was Director Esparza. The nominees for President were Tory Milazzo and Director Rose.

MOTION: Director Rose motioned to approve Director Tory Milazzo as President. Director Avila seconded the motion. All in favor: Director Avila, Director Esparza, Director Medel, Director Melekian, Director Miller, Director Rose. Director Milazzo could not vote for himself. None opposed. The motion **passed**.

Ms. Miranda announced that Director Milazzo would serve as President and Director Esparza would serve as Vice President.

VIII. CEO REPORT

1. 2024 S.B. Fair & Expo

CEO Sprague stated the Fair in 2024 will be held over the course of 2 weeks. Advertising will be sent out to the public early.

Ms. Miranda stated the theme was Double Thrill, Double Fun. CEO Sprague stated they will consider community input for the 2025 Fair theme.

2. Warren Hall Update

CEO Sprague stated DGS was completing their final items. Additional items, including side roofs, were removed from DGS's purview and put under the California Construction Authority. CDFA awarded Earl Warren \$190,000 to cover the additional work that needs to be done. The schedule for future work was unclear. The building was watertight, but there was a discrepancy about the damage caused by the contractor. CDFA has been discussing legal action against DGS for mishandling funds and causing damage. This had become a priority for the State Fire Marshall and the State. CEO Sprague stated he hoped that Fair would do it.

3. Audit Update

CEO Sprague stated the State signed the Audit. Overall, the Showgrounds performed well, but several items were noted. A list of changes that the Showgrounds will make was prepared. One of the items that needed to be addressed was the Action Items that had been tabled as they were not yet approved. The Audit will be included in the next Board packet.

President Milazzo stated the Board will be given time to review the Audit and changes that will be made to address the outstanding items.

Public Comment was given by Lynne Sherman.

IX. PUBLIC COMMENT

There was no Public Comment for items not on the Agenda.

X. LETTERS TO THE BOARD

1. State Requirements for Hybrid Meetings

XI. ADJOURNMENT

The next meeting will be on December 14, 2023.

Director Avila suggested hosting the meeting in person or having lunch tied in with the meeting.

President Milazzo adjourned the meeting at 12:04 p.m.

Respectfully submitted by Minutes Services