

**MEETING MINUTES**  
**19TH DISTRICT AGRICULTURAL ASSOCIATION**  
**BOARD OF DIRECTORS MEETING**

**Thursday, January 25, 2024, at 11:00 a.m.**

**Directors Present:** Miguel Avila, Luis Esparza, Collin Greene, Michael Medel, Tory Milazzo

**Directors Absent:** Teresa McWilliams, Nancy Melekian, Marshall Miller, Cecilia Tavera

**Staff Present:** Ben Sprague, CEO; Rosie Miranda, Event Coordinator; Vanesa Carachure, staff

**Guests Present:** See speaker's form

**I. CALL TO ORDER:** Director Milazzo called the meeting to order at 11:05 a.m.

**II. ROLL CALL:** Roll was taken, and a quorum was not met. No action will be taken today.

Collin Greene was introduced as a new member of the Board. He brings business experience to the Board, which will be key to success at the Showgrounds.

Director Mary Rose completed her term, and she was thanked for her service.

President Milazzo stated Board members are required to attend meetings, and if a Board member is unable to attend, then they are to inform the Board before the meeting.

**III. MINUTES OF MEETING**

The December 14<sup>th</sup> minutes were included in the Board packet, and any edits should be sent to CEO Sprague. This item was tabled.

Public Comment was given by Lynne Sherman.

**IV. CONSENT CALENDAR**

The Consent Calendar was included in the Board packet. This item was tabled.

**V. PRESIDENT'S REPORT**

**1. Board Member Update**

President Milazzo welcomed Director Collin Greene to the Board and thanked Director Rose for her long-standing commitment to the Showgrounds.

## 2. Board Meeting Calendar

President Milazzo stated the calendar was included in the Board packet, and Board members were requested to include the schedule in their calendars. A business meeting will be held every other month to review the numbers as a Board, as there is no Finance Committee.

### Board Questions and Comments:

Director Avila stated the Latino Community was stepping up with booking buildings and events at the Showgrounds, which was fantastic. President Milazzo stated there would be further updates on that under the CEO Report.

## **VI. ACTION ITEMS**

This item was tabled as a quorum was not met.

## **VII. CEO REPORT**

### 1. Warren Hall Update

CEO Sprague stated three years ago, the Showgrounds won a grant to repair the Warren Hall roof, but Earl Warren was not able to pay the upfront costs with the California Construction Authority (CCA), so it was conducted with the Department of General Services (DGS). After two years, the DGS Project Manager left DGS. A new Project Manager was working with the original contractor to finish their job, CCA, with the funding of Fairs and Expositions (F&E) was addressing the main roof and the side roofs that were not included in the original bid. There is a dispute between DGS and CCA about who will cover leaks that have resulted from this work. At the beginning of this year, there was a pool of water in Warren Hall because of all this.

The sooner that DGS completes its work, the better for the Showgrounds. DGS will warranty the roof and finish their work. From there, they will determine how to allocate what is left with CCA and F&E. CCA had finished their work, and Earl Warren was looking into replacing the downspouts, which may have been the cause of the leak. CEO Sprague stated he hoped they would complete work on Warren Hall after the Fair. This could be brought up as a point of mishandling public funds, but Earl Warren wants to get the project completed. The carpet and wall paint had been chosen. When Warren Hall is completed, an opening event will be held with the press.

President Milazzo stated Warren Hall was the most important rental space on the property, and it has not been usable for almost two years. It is expected to be heavily used, as it was before, once it reopens.

### 2. Earl's Place Update

CEO Sprague stated the roof of Earl's Place was becoming a serious issue. Earl's Place has been used more in the absence of Warren Hall. The leak is impacting the kitchen, which plays a large role in their rental revenue. Without having bids, CEO Sprague stated Earl Warren would need to invest between \$50,000 to \$100,000 in order to fix the roof. The area is becoming unusable when it rains and is impacting the use of the kitchen in general. Earl Warren is in a better financial position now and should be able to afford it. Updates will be provided as information updates.

### 3. RFQ

CEO Sprague stated the mandatory site walkthrough was conducted with five firms: four local and one from San Francisco. Next, these firms will provide their proposals by February 1, 2024. The firm will be selected by an ad hoc committee appointed by the Board. Two Board members will be assigned to the ad hoc committee.

President Milazzo stated the Executive Committee will determine who serves on the ad hoc committee. Two Board members and several members of the public will be assigned to the ad hoc committee, which will recommend which planning firm should work on facility investments. CEO Sprague requested each Board member to submit a list of individuals who can serve on the ad hoc committee.

President Milazzo stated the ad hoc committee will recommend a planning firm to the Board, likely in February and March. CEO Sprague stated that based on the ad hoc committee selection, the RFQ dates will be shifted two weeks to permit the Executive Committee to identify ad hoc committee members and to give the ad hoc committee more time to review the proposals.

CEO Sprague stated this agenda item will be included in Board meetings for the foreseeable future. The launch of the RFQ to the final Master Plan will take from 9 months to one year.

Director Esparza asked if CFA dictated this process. CEO Sprague stated that was correct, and the process was listed in the RFQ for the firms to consider.

### 4. SB 544 – Bagley Keene Open Meeting Act: teleconferencing discussion

CEO Sprague stated at the end of last year, Zoom meetings were made a permanent possibility in the state by the Governor, and the ruling applies to Earl Warren. The rule stipulated that the majority of Board members still needed to be held in person. If some Board members could only attend online, they could still be counted towards the quorum if they meet the requirements of physical or mental disability. In this case, their votes could still be counted on motions. The rules are very specific and do not necessarily aid the DAA.

CEO Sprague stated Earl Warren would invest in a Zoom setup so that more members of the public could attend. Clarifications: the details of virtual Board participation will be clarified before that time.

### 5. General Comments

CEO Sprague stated the December financials were included in the packet. In addition, the website will be launched the following week with a new design by a local firm. The website update came from the

website previously crashing but was reimagined in order to make it more representative of the Showgrounds, draw in more people for the horse shows, and draw in more advertisers.

CEO Sprague stated the events were lining up for 2024, and the RFQ process was very exciting. A pre-Fair Dinner will be scheduled to draw attention to the Showground's growth. The parking lot was being repaved. The team was great and worked hard to make Earl Warren a great place.

#### Board Questions and Comments:

Director Esparza stated he was glad to see that despite Earl Warren being down, they were still making profits and planning a two-week Fair.

CEO Sprague suggested discussing times for Board meetings that work for the greatest number of Board members, as they will be meeting in person now. President Milazzo requested that Board members send their preferred time, and the Executive Committee can review the bylaws in order to adjust their schedule.

Public Comment was given by Karen Christensen, Kevin Snow, Lynne Sherman, and Kelly Elm.

### **VIII. PUBLIC COMMENT**

There was no public comment for items not on the agenda.

### **IX. LETTERS TO THE BOARD**

Letters submitted to the Board were included in the online Dropbox.

### **X. ADJOURNMENT**

The next Monday will be in November.

President Milazzo adjourned the meeting at 11:50 a.m.

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Respectfully submitted by Minutes Services

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Ben Sprague, CEO

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Salvatore Milazzo, BOD President