

SAN MATEO COUNTY EXPOSITION & FAIR ASSOCIATION
BOARD OF DIRECTORS' MEETING – NOVEMBER 15, 2022

Our mission is to build a vibrant campus providing a diverse experience to educate and inspire our community while showcasing our rich agricultural heritage through the San Mateo County Fair. The Board will use creative, innovative and fiscally responsible stewardship to expand and enhance the physical assets of the Event Center, providing a solid foundation for implementing new concepts and experiences for the community.

MINUTES

A meeting of the Board of Directors was held November 15, 2022, both in person and via Zoom conference.

I. CALL TO ORDER

The meeting was called to order by President Wong at 4:01 pm.

II. ROLL CALL

Roll call was taken as follows:

Present: Steven Wong, President
Rosanne Foust, Vice-President
Leonard Iniguez, Secretary-Treasurer
Tom Ames
Amy Buckmaster - *virtual*
Theresa Faapuaa- *virtual*
Kari Foppiano
Raymond Juballa- *virtual*
Kitty Lopez- *virtual*
Rowena Poti Meafua- *virtual*
Jim Tucker- *virtual*

Also Present: Dana Stoehr, Chief Executive Officer
Charlene King, Chief Administrative Officer
Diane Baumann, Controller
Justin Aquino, Fair Operations Manager
Brian Kulich, Lead Deputy County Counsel- *virtual*

III. DISCUSSION AND ACTION ON RESOLUTION TO INVOKE PROVISIONS OF AB 361 REGARDING REMOTE MEETING REQUIREMENTS

President Wong reviewed the resolution to invoke the provisions of AB 361 to continue hosting remote board and committee meetings for the next 30 days. Director Iniguez made a motion to approve the resolution to host remote board and committee meetings for the next 30 days, seconded by Director Foust, and unanimously carried with a roll call vote.

IV. ORAL COMMUNICATIONS

A. Board

There were no Board oral communications.

B. Public

There were no public oral communications.

V. APPROVAL OF MINUTES

A. Board of Directors Meeting – October 26, 2022

Director Ames made a motion to approve the October 26, 2022, Board of Directors' meeting minutes, motion seconded by Director Meafua, and carried with a unanimous roll call vote with Director Tucker abstaining.

VI. FINANCE COMMITTEE

A. October 2022 Financial Report

Director Iniguez reported the committee met today and received a thorough report from Diane on the October financials. Diane provided an overview of the October financial highlights. Following the review, Director Iniguez made a motion to approve the October 2022 financial report, seconded by Director Foppiano, and unanimously carried with a roll call vote and no public comment.

B. Discussion and Action on Procurement Policy

Director Iniguez reported the committee reviewed and discussed a proposed procurement policy. Diane provided an overview of the policy and noted this policy mirrors the County of San Mateo's policy. The policy covers purchases of both goods and services. There was discussion regarding the policy provision that states credit cards are not to be used for recurring large charges. It was agreed to revise the proposed policy to state that credit cards are not to be used for recurring charges exceeding \$500. Following the discussion, Director Iniguez made a motion to approve the Procurement Policy, as amended, seconded by Director Foust, and unanimously carried with a roll call vote.

VII. STAFF REPORTS

A. Fair/Parking/Jockey Club

Justin reported we are moving Jockey Club food services back in-house and we have created a diverse and affordable menu for our patrons to enjoy. Jim Fetter continues to work on the control room upgrades with a completion expected by year end.

Justin reported the parking staff decorated the trams and used during the Harvest Festival. The trams will also be used for Don Horsley's retirement party.

Justin reported the Fair department heads are working on their contest book language. The IAFE awards will be announced this week. The Fair also has entries with the Western Fairs Association as well as a submission for the Merrill Award for our Farmworker Appreciation Day. We will be releasing an RFP for carnival services in the new year.

B. Maintenance

CEO Stoehr reported maintenance has been busy working on the LED lighting retrofit project. The electronic entry gates should be complete next week. We continue to recruit for one more maintenance staff position.

VIX. FACILITIES COMMITTEE

Director Tucker reported we are requesting funds from the County for business improvements. The new restrooms near Cypress Hall are in the design phase. Director Foppiano suggested we incorporate outside handwashing stations at this restroom site. CEO Stoehr reported CCA is seeking a contractor for the administration office expansion as no response was received during the bidding process.

VIII. CEO REPORT

A. Sales and Events Update

CEO Stoehr introduced Event Supervisor Sharon Lee and Culinary Services Manager Monique Catley to the Board. She reported that Sharon and Monique are doing a fabulous job selling the facility and rebuilding our food service operations. Stoehr reviewed the November and December schedule of events.

B. CDFA Correspondence Related to Proposition 12

CEO Stoehr reported on the information received from CDFA regarding Proposition 12 and how it relates to Fair livestock exhibitors and animal confinement standards.

C. General Update

CEO Stoehr reported on the following:

- Brian continues to work on the MOU for \$700,000 reimbursement for the Fiesta Hall heating project.
- We continue to work with WFA and other County Fairs on a response to CDFA's distribution of resiliency funds that excluded county fairs.
- The FEMA grant project for the full electrical upgrade is moving forward with CCA managing the project.

CEO Stoehr reviewed a 2022 Review presentation that highlights the many community service programs the SMCEC offered in 2022.

IX. PRESIDENT'S REPORT

A. Board Member Training

President Wong reported the Executive Committee met and discussed adding a training component for the Board at the January 25th meeting. The training would cover sexual harassment prevention as well as diversity and inclusion.

B. Discussion and Action on Committee Assignments

President Wong reported on new committee assignments that were approved as follows:

- Facilities Committee
 - Jim Tucker, Chair; Tom Ames; Amy Buckmaster; Theresa FaapuaaDirector Foust made a motion to approve the committee assignments, seconded by Director Iniguez, and unanimously carried with a roll call vote.
- Fair Oversight Committee
 - Kari Foppiano, Chair; Leonard Iniguez, Kitty Lopez, Rowena MeafuaDirector Ames made a motion to approve the committee assignments, seconded by Director Iniguez, and unanimously carried with a roll call vote.
- Finance Committee
 - Leonard Iniguez, Chair; Rosanne Foust; Raymond Juballa; Steven WongDirector Juballa made a motion to approve the committee assignments, seconded by Director Foppiano, and unanimously carried with a roll call vote.
- Strategic Planning Ad Hoc Committee
 - Rosanne Foust, Chair; Amy Buckmaster; Kitty Lopez, Jim Tucker, Steven WongDirector Foppiano made a motion to approve the committee assignments, seconded by Director Ames, and unanimously carried with a roll call vote.

XII. DISCUSSION AND ACTION ON SECOND AMENDMENT TO CEO CONTRACT AND DISCRETIONARY BONUS

President Wong reported the Board of Directors recommend approval of a second amendment to the CEO Contract and a discretionary bonus as follows:

- Contract is amended to reflect a salary increase from \$220,000 to \$237,600, an increase of 8%, which tracks the rate of inflation over the past 12-month period (7.7%). All other material terms and conditions of the existing contract approved by the Board on December 16, 2020, remain unchanged.
- In addition, the board approved a discretionary bonus of 10% due to the CEO's exemplary performance.

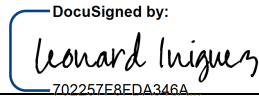
Director Iniguez made a motion to approve the second amendment to the CEO contract and a discretionary bonus as presented, seconded by Director Ames, and unanimously carried with a roll call vote.

XI. FUTURE AGENDA ITEMS

President Wong reported a retreat meeting will be scheduled tentatively in March 2023.

XIII. ADJOURN

There being no further business, the meeting was adjourned at 6:00 PM

DocuSigned by:

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Leonard Iniguez, Secretary-Treasurer

Next Meeting – Wednesday, January 25, 2022 – 3:00 PM