

**PLACER COUNTY FAIR ASSOCIATION
800 ALL AMERICA CITY BOULEVARD
ROSEVILLE, CA 95678**

MINUTES

Board of Directors Meeting

March 16, 2004

7:00 p.m.

Members Present: Bickford, Cooper, Fancher, Gray, Henry, Kennedy, Lucich, Lunsford, Pierce, Vineyard

Others Present: Interim CEO Carlene Moore, AA Heather Belford, Bill Dale, Bruce McAllister

I. CALL TO ORDER

Interim CEO Moore verified the legal meeting notice requirements were met. Following the roll call, President Fancher determined that there was a quorum and the meeting was called to order at 7:00 p.m.

II. INTRODUCTIONS

Upon his arrival, Bruce McAllister of John Mourier Construction, was introduced and Item X-B was moved to the top of the agenda.

III. ACTION ON BOARD MEMBERS ABSENT AT THE LAST MEETING

Director Lunsford was excused for being out of town.

IV. CONSENT AGENDA

Director Henry moved, Director Gray seconded, and motion carried to approve the February minutes and March agenda as mailed.

X. OLD BUSINESS

B. Administration Building project

Bruce McAllister, of John Mourier Construction, was present to discuss the Administration Building project with the Board. McAllister expressed their concerns of having only a partial building up at fair time with "JMC Homes" as the builder. To complete the building by fair everything, including asbestos reports, permits, demolition, and pad preparation would need to be completed by March 24th allowing for 90 days of construction to have the building completed on June 24th. At this point in time it is not feasible and JMC would prefer to begin construction after the fair.

Interim CEO Moore's recommendation to the Board is to continue moving forward with the demolition of the existing Administration Building, relocating our offices into the modular, and completing the site preparation for the new office before the fair, that way the project is not put off entirely and construction can commence immediately following the fair. She explained to the Board that we could turn the area into a plaza or exhibit area to eliminate the bare ground look at fair time.

Interim CEO Moore reported that she has received two quotes for the demolition of the building ranging from 18-21 thousand dollars. At this time, Teichert is still uncommitted to the site work. Director Gray will contact Teichert again regarding the pad preparation. President Fancher requested a timeline by the April board meeting outlining the Administration Building project.

Interim CEO Moore also reported that she met with Jon Pike of CCA and he recommends completing the Front Gate Project at the same time as the Administration Building Project. If the Front Gate Project moves forward we may have to put up temporary ticket booths for fair time or use only C gate for an entrance and exit point. CCA also recommends moving the Administration Building to the south (closer to the train) due to the fact that it is a flatter area and there are less grade issues.

Interim CEO Moore will schedule a meeting after March 24th with all of the players involved with the project including JMC Homes, CCA, Teichert, County Facility Services, County Building Department, President Fancher, Director Cooper, and Interim CEO Moore.

President Fancher encouraged JMC Homes to put up a sign at the project site to recognize them for the donation of the Administration Building.

V. FINANCIAL REPORTS

Following management's explanations of several payables including payments to Sac Val for janitorial supplies, American Express for WFA Convention travel, Association dinner, AAS wristbands, gas, and RV Tags, Mountain Clear Water for purchase of more than one month of water, and Home Depot for maintenance supplies and product to repair the Preschool roof, Director Henry went on to review the February Budget Comparison and Balance Sheet. Director Henry noted that our year-to-date revenues are up significantly from last year primarily as a result of requiring contract deposits earlier than in the past. Director Henry requested management report back on the prior year speedway expense detail. Management reported that the F&E funded projects consist of \$8,123 for the purchase of chairs and \$1,000 for the deposit to CCA for the Administration Building project. Director Henry questioned the negative amount in Net Resources Available-Capital Outlay and management explained that it was a result of us not being reimbursed from state funds for project monies spent. Director Gray moved, Director Lunsford seconded, and motion carried to approve the February financial reports as mailed.

VI. COMMITTEE REPORTS

Premium Book

Director Vineyard requested clarification for the Premium Book committee meeting and management reminded him that we would be mailing the changes to the Premium Book to all committee members to review.

Policy & By-Laws

No meeting to report.

Entertainment

No meeting to report.

Buildings & Grounds

No meeting to report.

Race

No meeting to report.

Hospitality

No meeting to report.

Complaint

No meeting to report.

VII. CORRESPONDENCE

The Board acknowledged the letter from Joanne Neft of Placer Grown withdrawing her services to coordinate the VIP Party, F&E's Fair Performance Rating acknowledging us as an "A" fair, the Rotary Club of Granite Bay's appreciation for staff's assistance during their event, Special Olympics thank you for family pack donations, and WFA's membership dues letter, Feature Fair Tour announcement, and new WFA Board of Directors listing, and our response letter to Carol Hendrix.

VIII. MANAGEMENT REPORT

Interim CEO Moore reported on her meetings with Williams & Padden regarding the possibility of relocating the fairgrounds, with Norvergance regarding the possibility of incorporating all of our phone lines into one bill versus the three or four received now, and with the City of Roseville regarding the possible use of solar power on our fairgrounds and the potential for rebates on energy efficient kitchen equipment during the Jones Hall remodel.

Interim CEO Moore reported that our yearly audit will take place from April 5-17, 2004. She also reported on the Jones Hall Kitchen project scheduled to start in May with a cost of approximately \$40,000 and the Lauppe Hall Kitchen project scheduled to start in the fall with at an estimated cost of \$60,000.

Interim CEO Moore reported on her meeting with Shawnee Merten of Desert Star Carnival wherein they discussed the company's current situation, promotions, and layout. Moore also noted that she contacted the carnival office regarding the "Available" sign at their lot in Yuma, AZ that Director Lunsford had seen and they informed her that they are looking for a new facility closer to the highway.

Interim CEO Moore informed the board that she has been in contact with a local pension service firm regarding the Employee Retirement Fund. To have another firm take over the account is cost prohibitive. Interim CEO Moore will research the retirement fund and work with the state auditor to try and resolve the problem.

Interim CEO Moore reported that she has sent out sponsorship packages to a couple of banks, Beazer Homes, and is working on getting Marriott to sponsor our hotel rooms for fair. Together, she is working with Director Lunsford on a partnership proposal for Thunder Valley Casino.

Interim CEO Moore presented the Board with the possibility of purchasing two Mules to be used at the speedway. The Mules will eliminate 5 Fire Crew members and will be a more efficient means to clean up after fire hazards. She reported that the cost of the first Mule will be paid for by the speedway and the second mule, if we can't get a sponsor or donation, will be absorbed into general maintenance expense. The Mules will be used year round as fairgrounds vehicles. The Board requested that the purchase of the Mules be placed on the April agenda.

IX. PRESIDENT'S REPORT

President Fancher informed the Board that there has been a settlement in the Teixeira case and that we have been awarded the repayment of our attorney fees. At the Executive Committee's approval, our attorney is filing Abstracts of Judgment in Placer and Sacramento County in an attempt to collect our fees.

X. OLD BUSINESS (continued)

A. Committee Appointments

President Fancher reinstated Director Bickford as a race committee member.

XI. NEW BUSINESS

A. Approval of Interim, Commercial Exhibit, Concession, Standard Service, Entertainment, and Judging Agreements entered into in February 2004

Director Vineyard moved, Director Gray seconded, and motion carried to approve the list of Agreements entered into in February 2004.

B. Action on Resolution to Cover Volunteers with Workers' Compensation Insurance

Director Gray moved, Director Henry seconded, and motion carried to approve the coverage of volunteers with Workers' Compensation Insurance.

C. Action on WFA Blue Ribbon Award recipient(s)

Interim CEO Moore proposed three recipients for the Blue Ribbon Award: Dusty Frazer who used to write the speedway press releases at no charge, Jim Janssen of the Press Tribune, and Sharon Burns the former Vice President of Bank of America. Director Henry moved, Director Gray seconded, and motion carried to give Blue Ribbon Awards to Dusty Frazer and Jim Janssen.

XII. DIRECTORS COMMENTS

All of the Directors expressed appreciation for the Friday updates sent out by Interim CEO Moore.

At Director Lucich's request, Interim CEO Moore will arrange a Board meeting to do an annual walk of the fairgrounds to look for new ideas for improvements and to become more acquainted with the fairgrounds.

REPORT CLOSED SESSION FINDINGS

Director Gray reported that at the closed session held on February 17, 2004, a motion was made to cancel the contract with the Gold Country Fair for the CEO services effective April 1, 2004, and to offer Carlene Moore the Interim CEO position while eliminating the Assistant General Manager position. Directors Bickford, Cooper, Fancher, Henry, Kennedy, Lucich, Pierce and Vineyard voted in favor of the motion, with Director Gray dissenting. Moore has accepted the offer as Interim CEO. The Board is working with David Mackowiak on the new CEO recruitment as well as contract negotiations Moore as the Interim CEO and Bill Dale for consultation services.

Director Gray moved, Director Kennedy seconded and motion carried to close the February 17, 2004 Closed Session.

CLOSED SESSION

Members of the public were asked to leave as the Board adjourned into Closed Session at 9:15 p.m.

Following the Closed Session, President Fancher reported that the Board is progressing on the contracts with Bill Dale and Carlene Moore, as well as the CEO recruitment information that should be available by April 1, that payroll reports will be provided to the Treasurer each month, and the reinstatement of \$1,000 per month to Carlene Moore for payroll during the months of January and February. Directors Bickford, Cooper, Fancher, Henry, Kennedy, Lucich, Pierce and Vineyard voted in favor of the motion to reinstate Interim CEO Moore’s payroll, with Directors Lunsford and Lucich abstaining due to their previous absences. Director Gray moved, Director Henry seconded and the motion carried to close the Closed Session.

The meeting adjourned at 10:45 p.m.

CERTIFIED TO BE A TRUE AND CORRECT COPY.

Carlene Moore
Interim Chief Executive Officer

Date