

**Regular Board Meeting of the Board of Directors
1-A District Agricultural Association
Tuesday, January 16, 2018 – 10:00am
Paddock Room, Cow Palace
2600 Geneva Avenue, Daly City, California**

MINUTES

Mara Kopp, President	Barbara Wanvig, 1st VP	Anthony Pantaleoni, 2 nd VP
Ken Flower, Director	William Nack, Director	Tyrone Evans, Director
Al Perez, Director	Jason Chan, Director	Nancy Atkinson, Director
Lori Marshall, CEO		

I. Roll Call

President Kopp called the meeting to order at 10:08 a.m. All Board Members as noted were present: Director Wanvig, Director Pantaleoni, Director Flower, Director Atkinson, Director Evans, and Director Nack. Director Perez was absent. Director Chan was excused by a motion from Director Nack and seconded by Director Evans. All in favor. Motion passed. CEO Lori Marshall was also present.

II. Approval of Minutes of Board Meeting November 21, 2017. Motion made by Director Atkinson to approve minutes of November 21, 2017, seconded by Director Evans. All in favor. Motion passed.

III. Public Comments – None

IV. President Report – President Kopp reported she would like a new policy of turning off cell phones during the Board meeting. She is happy to report that almost all training from Directors is complete. She also mentioned that although this agenda is short, the next couple months we will have much to review, as we will be going over our CEO's annual goals and annual review.

V. Nominating Committee Report – The Nominating Committee discussed and presented the nominations for the 2018 Board Officers. Director Flower made a motion to nominate Director Mara Kopp for President, Director Barbara Wanvig for 1st Vice President, and Director Tony Pantaleoni for 2nd Vice President as the 2018 officers, commencing on January 16, 2018. Motion seconded by Director Nack. All in favor. Motion approved.

VI. CEO Report – CEO reported on the following.

A. Updated calendar of events was distributed and reviewed individually. CEO Marshall answered questions pertaining to the events. .

B. CEO Marshall mentioned that they are looking into having a company put up the horse stalls for GNR. The current wood stalls are extremely labor intensive, old, falling apart, and are in constant need of repair. The representative from Stalls West was out and met with Kelley and we are waiting for a quote. She stated that she and Kelley feel that if the bid comes in the same or close to what it currently costs us to put up the stalls, it will be well worth it.

C. CEO Marshall reported that staff has been working on continual cleanup of the facilities and it is starting to look really nice. The Sales Pavilion has been cleaned and made available to Dickens for year around storage and the warehouse and back area is almost done and ready for SFMTA trollies to move in February 1st. Projects include some 6" water pipes for roof drainage that had to be repaired due to major

leaking, cut asphalt for water leading to property line behind the bays, installed new water line along upper area of South parking lot, water line for plants behind the bays, replaced hot water heater in South Hall, cut down some hazardous trees, and fixed the sink hole near south hall and repaired the parking area and the water line cut area near bays. CEO also stated she met with the roofing consultant this past week on during his 3rd visit. The roofs are in bad shape and she has asked him to present to the Board once his report is finished.

CEO Marshall also gave a report on the awards that were received by the Cow Palace in the Western Fairs Association Award Contest: First place – Single Television Ad, Single Radio Ad, Outdoor Advertising Campaign, New Children’s Program (Buddy Rodeo), Second place – Fair Program, Fairtime Poster, Third place – Printed Marketing Campaign.

VII. Consent Agenda – Director Flower motioned to approve consent agenda items as submitted, seconded by Director Wanvig. All in favor. Motion passed.

VIII. Committee Reports:

A. Executive Committee – No report.

B Budget and Finance Committee – This December report is very preliminary; our final year-end Operating Statement will be ready by early-March when it is due at F&E. In these preliminary statements, some numbers look so-so, some look good and some look great. Our big picture is positive; year-end profit is more than budgeted but it will be even better when December’s events are fully booked. Looking at the **Operating Statement**, we had almost \$200,000 profit in December, but that doesn’t even include revenues from Intel, the Hispanic Rodeo and Dickens. YTD profits are \$186,000 ahead of budget but when these three big event revenue numbers are added in, we will be close to one-half million dollars ahead of budget. Total Operating Revenues are shown at \$106,000 over budget, led by Total Rental Event Revenues at \$126,000 over budget. Again, these numbers are preliminary. Total Operating Expenditures are \$79,000 under budget, continuing the excellent pattern set by our thrifty CEO. Digging into some of the details, we see that Rental Event Revenues were bolstered by Concessions and Parking, two areas in which our expenses are minimal. Other Operating Revenues show us below budget by \$24,000 on ATM/PayPal fees, but Dickens is not included so this will grow a bit even though we had power issues with our ATM machines and had to bring in an outside contractor. Our ticket agency contract shows \$27,000 above budget. This category, Other Op Revenues, shows at \$50,000 over budget. GRAND NATIONAL RODEO: We show \$5500 over budget on expenses and \$7700 under budget on revenues, for a net finish of minus \$13,200, which is probably close to accurate. We may have lost on the BBQ and Cattlewoman’s luncheon, but had positive revenues on ticket sales and concessions. Horse Show revenues were \$6000 under budget but almost offset by expenses being \$4,700 under budget. The Junior Grand shows \$4,200 under budget on expenses and \$61,000 under budget for revenues, for a net finish of minus \$57,000. Again this is very preliminary; Our CEO assures that final reconciliation will have the Junior show very close to budget. We look forward to final numbers from three of our most profitable events of the year - the Hispanic Rodeo, Intel, and Dickens - for a total profit improvement of close to \$300,000. **Current Position Report and Balance Sheet** show us in excellent financial condition. Cash on Hand is \$2.9 million, \$800,000 greater than at the end of October. Add in Accounts Receivable and you will see that Total Current Assets rise by \$31,000 more - for a \$600,000-plus increase compared to the end of October. Current Assets in Excess of Current Liabilities - at \$1.7 million - look small compared to Current Assets because of high AP (\$450,000) and Event Liability numbers. But these are always changing and in fact, as usual, they are nothing like that today because AP have been paid and are near zero. Ditto Event Liabilities which show at \$800,000 but are always decreasing as accounts are reconciled after events are held. In conclusion - we are healthy financially and expect to become even more so after year-end reconciliation and as 2018 events roll out.

IX. Action Item,

A. Director Wanvig presented the preliminary financial statement for December 2017 for discussion and approval. Director Pantaleoni made a motion to approve the report, seconded by Director Evans. All in Favor. Motion passed.

B. Director Wanvig made a motion to approve the Delegation of Authority to authorize CEO Marshall to execute Rental Agreements up to \$250,000, and STD 213 Agreements up to \$75,000, as long as these contracts do not exceed a one year term, with further authorization from the Board of Directors. CEO Marshall is authorized to sign on all Bank Account on behalf of the 1A DAA. This delegation is effective through December 31, 2018. Seconded by Director Nack. All in favor. Motion passed.

X. Matters of Information

A. CEO Comments – CEO Marshall stated that she recently graduated the IAFE Institute of Fair Management program in November. She also was chosen as the Region 7, North CA Chapter scholarship recipient to attend Venue Management School in Ogleby, West Virginia in June, which is a 2 year program. Also Kelley Ferreira has received his forklift certification and just returned home from Auctioneer school in Missouri. CEO Marshall also stated she would be out next week for minor foot surgery.

B. Director Comments –None

C. Next Board meeting will be held February 20, 2018 at 10am in the Paddock Room –

XI. Adjournment – Motion to adjourn made by Director Flower seconded by Director Pantaleoni. All in favor. Motion passed. Meeting adjourned 11:28am.