BORROWEELING



### **Notice of Meeting**

California Exposition & State Fair Meeting of the Board of Directors To Be Held

Friday, December 10, 2021 at 9:30 a.m.

The Board will meet in closed session from 9:30 a.m. to 10:15 am. Public Board Meeting will resume at 10:30 p.m.

In the Administration Building Boardroom

California State Fairgrounds 1600 Exposition Boulevard Sacramento, California 95815

> Jess Durfee, Chair Rex Hime, Vice Chair

Rima Barkett, Director Erin Choi, Director Sonney Chong, Director

Rina DiMare, Director David Mallel, Director Brian May, Director

### EX OFFICIO MEMBERS

Governor Gavin Newsom

Senator Dr. Richard Pan Senator Andreas Borgeas Assembly Member Kevin McCarty Assembly Member Robert Rivas

### 218 days to California State Fair (July 15-31, 2022)

This notice is also available on the Internet at: <a href="www.CalExpoStateFair">www.CalExpoStateFair</a>

### **Mission Statement**

The California Exposition & State Fair mission is to create a State Fair experience reflecting California including its industries, agriculture, and diversity of its people, traditions and trends shaping its future supported by year-round events.

### **Policy Statement**

The Board shall serve as the policy-making body for the California Exposition & State Fair and shall have full responsibility for the year-round management and operation of all facilities of the California Exposition & State Fair.

### **Public Comment**

Any member of the public wishing to address the Board on any matter listed for consideration on this agenda shall fill out a Speaker's Form and provide it to the Board's Recording Secretary. All speakers will be recognized by the Chair and be allowed a maximum of three minutes to address the Board at the time the agenda item is being considered by the Board. If you wish to address the Board on a matter not listed on the agenda, you have that right. If you wish to exercise that right, please fill out a speaker's form and provide it to the Board's Recording Secretary. You will be allowed a maximum of three minutes to address the Board during the Public Comment item on the agenda.

### **AGENDA**

### 1. CALL TO ORDER

All matters noticed on this agenda, in any category, may be considered for action as listed. Any items not so noticed may not be considered. Items listed on this agenda may be considered in any order, at the discretion of the Chair.

### 2. ROLL CALL

### 3. PLEDGE OF ALLEGIANCE

### 4. CLOSED SESSION

The Board will convene in closed session as authorized by Government Code Section 11126(e), (2), and (B), to confer with and receive advice from legal counsel regarding potential litigation involving the California Exposition and State Fair. Based on existing facts and circumstances, there is significant exposure to litigation against California Exposition and State Fair.

### 5. PUBLIC BOARD MEETING

Report out of Closed Session if needed.

### 6. INTRODUCTION OF GUEST & STAFF

### 7. MINUTES OF MEETINGS

- a. Accept Cultural Advisory Council Meeting Minutes of October 21, 2021, as presented.
- **b.** Approve Board Retreat Meeting Minutes of October 28-29, 2021.
- c. Approve Board Meeting Minutes of October 29, 2021.

### 8. COMMITTEE AND STAFF REPORTS

- **a.** Finance
  - 1. Review and Approval of 3<sup>rd</sup> Quarter 2021 Financials
  - 2. Draft 2022 Revenue and Expense Budget-Proposed
  - 3. Review and Approval of Proposed 2022 Annual Budget
  - 4. Relief of Accountability

### 9. **NEW BUSSINESS**

- a. Review and Approval of Proposed 2022 Annual Budget
- **b.** Discussion and possible action regarding Master Food & Beverage and Restaurant/Catering Concession Agreement No. 12-02891, Terms and Conditions, Section 12, Term January 1, 2013 through December 31, 2022
- **c.** Discussion and possible action regarding Multi-Use Sports Field Agreement No. 13-0347, Terms and Conditions, Section 2, Term March 13, 2014 through December 21, 2022.
- d. Review for Approval Proposed 2022 Cal Expo Board Meeting Dates

### 10. ELECTION OF OFFICERS

- a. Nominations Received at Last Public Meeting on October 29, 2021
  - 1. Chair Jess Durfee
  - 2. Vice Chair Rex Hime
  - 3. Nominations from the Floor
  - 4. Close Nominations
  - 5. Hold Election of 2022 Officers of the Board
- b. Office of Secretary-Treasurer/General Manager Rick Pickering

### 11. MATTERS OF INFORMATION

- a. Public Comments on Matters not on the Agenda
- **b.** CEO Comments
- c. Directors Comments/Agenda Items for Future Meetings
- d. Next Board Meeting Friday, January 28, 2022
- e. Other, if any

### ADJOURNMENT

Date of Notice: November 30, 2021

Pursuant to the Americans with Disabilities Act, individuals who, because of a disability, need special assistance to attend or participate in any Cal Expo Board, Committee or any Advisory meetings, or in connection with other Cal Expo Activities, may request assistance at the Cal Expo Administration Building Offices, 1600 Exposition Boulevard, or by calling 916-263-3247, during normal business hours. Requests should be made one week in advance whenever possible.

WEETING WINNITES aka CONSENT AGEINDA



### **Meeting Minutes of the**

California Exposition & State Fair Cultural Advisory Council

Held

Thursday October 21, 2021, at 5:30 p.m.
Via teleconference originating at
California State Fairgrounds
1600 Exposition Blvd.
Sacramento, California 95815

### **Council Members Present**

Jag Nagendra, Chair David Banuelos, Vice Chair

Dorian A, Member Delgreta Brown, Member Denise Carter, Member Edward Lewis, Member Cha Vang, Member Danny Vang, Member

Susan Knutson, Alternate Member

### **Council Members Absent**

Twiana Armstrong, Member Debora Richardson-Brister, Member Stephanie Foster, Member Rung Fang Hsu, Member

Anita R. Johnson, Member Chris Mateo, Member Cat Nou, Member Jerry Yamashita, Member

### **Board and Staff Present**

Erin Choi, Board Member Liaison Rick Pickering, CEO-General Manager Tom Martinez, Chief Deputy General Manager Sue O'Brien, Recording Secretary

This notice is also available on the Internet at: <a href="www.CalExpoStateFair.com">www.CalExpoStateFair.com</a>

### **MINUTES**

- 1) CALL TO ORDER The meeting was call to order at 5:36 p.m. by Chair Nagendra
- 2) ROLL CALL Role was taken and a quorum was present. Council Members Armstrong, Richard-Brister, Foster, Hsu, Johnson, Mateo, Nou and Yamashita were not present. Council Members Johnson, Nou and Yamashita asked to be excused.

### MOTION:

Chair Nagendra asked for a motion to excuse Council Members Johnson, Nou and Yamashita. Motion was moved by Council Member Lewis and seconded by Vice Chair Banuelos. **All in favor, motion carries unanimously.** 

- 3) INTRODUCTION OF GUESTS & STAFF
- 4) MINUTES OF PREVIOUS MEETINGS
  - a) Approval of Council Meeting Minutes from July 15, 2021

### **MOTION:**

Chair Nagendra asked for a motion to approve the meeting minutes from July 15, 2021. Council Member Lewis moved the motion and Council Member Cha Vang seconded the motion. **All in favor, motion carries unanimously.** 

### 5) STAFF & MEMBER UPDATES

a) Cal Expo Updates & 2022 State Fair
CEO Pickering announced that the Board of Directors set July 15 through July
31, 2022 as the fair dates for the 2022 State Fair. He went on to report that there

will be many of the same elements that were used in the 2019 State Fair along with new elements that we are working on. The Board of Directors will be having their board retreat at the end of October where they will discuss the fair, special event dates as well as updating some of our documents that we use during fair. Like most employers we are having a challenge hiring staff. As you remember with the pandemic Cal Expo laid off 600-700 part time and temp staff along with 60% of our full time staff. This dropped us down to about 23 full time staff. Cal Expo is in the process of adding staff back on. Cal Expo has a new Director of Human Relations Teresa Tillman who comes to us from Cal Trans. Mr. Pickering went on to say that the Board is having their planning retreat later this month and after that there will be more to reveal about the 2022 State Fair. Council Member Lewis asked if there will be any outreach to the Colleges for summer workers? Pickering went on to explain that there would be and talked about how Council Member Danny Vang had helped in the past with suppling students to help out. Council Member Cha Vang asked that when remembering the front line workers during the pandemic to remember the Farm Workers. She also asked about information regarding other fairs having their fair or having events and the process of dealing with COVID and COVID restrictions. CEO Pickering stated that all events were cancelled at Cal Expo when the State shut down. Cal Expo

was asked by the Administration and Kaiser to remain doing vaccines during the summer of 2021 which is why there wasn't a State Fair in 2021. When the State re-opened in June many of our promoters wanted to do their events. County in the Park put a cap on their attendance and they sold out at 18,000 people. Foodie Land Nation was a 4 day event that was great. Foodie Land planned on 30,000 over 4 days and had over 78,000 people in 4 days. Had a 10 day carnival only with Butler Amusements and that was wildly successful. However coming into the winter we have had some larger events cancel due to new regulations that have come out. Any indoor event of 1000 or more must show proof of vaccination or a negative test within 72 hours. Some promoters and their insurance companies have stepped back while others think they can make it work.

Chair Nagendra stated at the last meeting there was a discussion about any maintence of the facility being done during COVID. Chief Deputy General Manger Martinez went on to say that there have been a number of projects. Cal Expo has replaced 1.8 miles of underground gas lines, replaced a new well, painted the water tower with paint that preserves the water tower, replace roof on buildings A & B and are almost done with roofing Expo Center (8 buildings) along with fixing/replacing doors in the buildings and new gutters were put on the pavilion. Cal Expo is also looking into modernizing the Main Gate before the next fair. Council Member Brown asked about changes to ensure safety and social distancing. CEO Pickering stated that he and others have gone to other fairs and study what they have done and have taken lots of pictures. Most fair are trying to encourage social distancing and mask wearing and more hand washing. However at most fairs it was noted that there were less commercial vendors and food vendors due to the fact that many have gone out of business during the pandemic. This will be a subject for the board that their Board Retreat next week. Vice Chair Banuelos asked with the need to hire has it been considered doing a public hiring or job fair event? Chief Deputy General Manager Martinez stated that that issued had been discuss last week and further discussions were going to happen. Council Member Brown asked if cashless transactions were going to be mandated at the fair? CEO Pickering stated that Cal Expo has been watching how other events have implement cashless transaction. We would also need input from our vendors.

### 6) NEW BUSINESS

- a) Review Process of Annual Election of Chair and Vice Chair Ms. OBrien reviewed the election process that takes place at the next board meeting. Will need to look into doing a ballet voting process.
- b) Review of Process to assist in recruiting Cultural Advisory Council Members Ms. OBrien informed the Council that there are at least 4 seat that will be vacant. She went on to explain how the recruitment happened and the media press release.

### 7) MATTERS OF INFORMATION

a) Public Comments Matters not on the Agenda

b) Members Comments Matters not on the Agenda Council Member Brown wanted it noted in the record that when honoring the frontline workers please remember the creative arts community along with the textile workers.

Council Member Knutson asked about becoming involved with the Friends of the Fair. CEO Pickering explained the relationship Cal Expo has with them and how Council Member D. Vang is helping with the scholarship program. It was decided that there should be more involvement with Friends of the Fair.

c) Next Cultural Advisory Council Meeting November 18, 2021.

### 8) ADJOURNMENT

The Cultural Advisory Council Meeting was adjourned at 6:22 p.m.

### CALIFORNIA EXPOSITION & STATE FAIR

Minutes of the Board of Directors Regular Meeting

Held Pursuant to Due Notice October 29, 2021

California Exposition & State Fair 1600 Exposition Blvd. Sacramento, CA 95815

The meeting was also conducted by teleconference originating at California Exposition & State Fair
1600 Exposition Boulevard
Sacramento, CA 95815

### **Directors Present**

Director Jess Durfee, Chair Director Rex Hime, Vice Chair Director Erin Choi Director Sonney Chong Director Rina DiMare Director David Mallel Director Brian May

### **Directors Absent**

Director Rima Barkett

### **Executive Staff Present**

Rick Pickering, Chief Executive Officer Tom Martinez, Chief Deputy General Manager Marcia Shell, Assistant General Manger Expo Events Craig Walton, Chief of Police Sue O'Brien, Recording Secretary

### Others Present as identified by Zoom and in the room

Beatriz Aurelio, Guest
Michael Beren, Cal Expo Staff
Brian Honebein, Event Partnerships
Jen Koga, Cal Expo Staff
Charlie Neary, Spectra
Jay Satenspiel, Spectra
Teresa Tillman, Cal Expo Staff
Mike Ward, Cal Expo Staff
Jackie Zdanowski, Cal Expo Staff

### CALL TO ORDER – Public Meeting

Chair Durfee called the public meeting to order at 12:39 p.m. Chair Durfee dispensed with the reading of the Mission Statement, Policy Statement and reviewed Public Comment Statement.

### 2. ROLL CALL

Roll call was taken and a quorum was present. Director Barkett and Director Mallel will be using zoom to attend the meeting.

### 3. PLEDGE OF ALLEGIANCE

Chair Durfee asked Chief Walton to lead the Pledge of Allegiance.

### 4. INTRODUCTION OF GUESTS AND STAFF

CEO Pickering introduced Teresa Tillman, who is the new head of our Department of Personnel. She has extensive experience with other state agencies and was most recently with the Department of Transportation.

CEO Pickering announced that after the retirement of our former Acting Chief of Police and the recruitment process Cal Expo's new Chief of Police is Craig Walton. CEO Pickering administered the Oath of Office for the new Chief as his family proceeded with the pinning ceremony.

### 5. PUBLIC COMMENT ON MATTERS NOT ON THE AGENDA

In accordance with state law, the Board will not comment or otherwise consider Public Comment matters until and unless such item has been properly noticed for future meeting.

### 6. CONSENT AGENDA

All items on the consent agenda are to be approved in one motion unless a Board Member request a separate action on a specific item.

- a. Approval of Board Meeting Minutes for September 24, 2021
- **b.** Service Contracts/Purchase Orders Requiring Notification/Approval **MOTION:**

Chair Durfee asked for a motion to approve items a - b of the consent agenda. It was moved by Vice Chair Hime and seconded by Director Chong. It was noted that there was no item b. Discussion – None. **All in favor, motion carried, unanimously.** 

### 7. FINANCIAL REPORTS

a. Profit & Loss Statement

CEO Pickering stated that the Board had reviewed earlier in their workshop the Profit & Loss Statement. Staff is recommending that the pro rata assessment

for Cal Expo for years 2020-2021 be immediately paid by Cal Expo at such time Cal Expo receives the States allocation.

### **MOTION:**

That the Board directs staff to pay the pro-rata with the notation that first Cal Expo gets the funds transferred to them. CEO Pickering had a clarification that it's 2021 pro-rata. Motion was moved by Vice Chair Hime and seconded by Director Chong. Discussion: None. Chair Durfee asked for a roll call vote; Chair Durfee, yes; Vice Chair Hime, yes; Director Choi, yes; Director Chong, yes; Director DiMare, yes; Director Mallel, yes; Director May, yes. **Motion carried, unanimously.** 

### **b.** Balance Sheet

Ms. Koga reported that she did not have any new updates at this time.

c. Aged Receivable Report

### 8. CORRESPONDENCE

None

### 9. **NEW BUSINESS**

**a.** Update and possible action on Fantasy Sports Wagering via California Authority of Racing Fairs (CARF)

California Association of Racing Fairs (CARF) is a joint power authority that Cal Expo along with other fairs in the state of California are members. CARF has been working towards expanding gaming at fair race tracks and fair simulcast wagering facilities. The most recent item that CARF has been involved with is Calypso Challenge Sports Wagering. Two other large sports wagering companies in the State of California are Fan Duels and Draft King. CARF's Board of Directors voted to move forward with the Calypso Challenge Sports Program. It will be up to each fair to decide if they want to participate or not. CEO Pickering would ask that the Board of Directors would direct staff to keep moving forward in this positive direction.

### MOTION:

That the Board direct staff to move forward in relationship with CARF to establish Fantasy Sports Wagering. Vice Chair Hime moved the motion and it was seconded by Director Chong. Discussion: Director Mallel stated that this item is critical for our long term planning as Cal Expo has the facilities to activate once gambling is legalized in California. Is CARF the only avenue to move forward with? CEO Pickering answered that there are roughly 20 or more companied involved in Fantasy Sports with Fan Duels and Draft King being the 2 largest in California. As Cal Expo is already of member of CARF they will roll out Calypso Challenge Sports Wagering program here and at other fairs. This will allow Cal Expo to explore other partnerships with other Fantasy Sports companies. Chair Durfee asked for a roll call vote; Chair Durfee, yes; Vice Chair Hime, yes; Director Choi, yes; Director Chong, yes;

Director DiMare, yes; Director Mallel, yes; Director May, yes. **Motion** carried, unanimously.

b. Update and possible action on Emergency Water Line Repair CEO Pickering reviewed the staff report with the Board. He noted that in August, 2021, staff reported a leak in a major water supply line that could threatened the operation of the COVID-19 testing and vaccination program being coordinated by Sacramento County Health Department at the Pavilion Building and the Race Track Grandstands. Pickering emailed Chair Durfee and Vice Chair Hime to make them aware of this emergency and they concurred with moving forward under CEO Pickering's emergency authority. Cal Expo authorized the California Construction Authority (CCA) to move forward with the aforementioned repairs. September 8, 2021, CCA completed the water line repairs and the repair cost was \$6, 977.10. Since the August Board Meeting was cancelled this was the first opportunity staff had to bring you this matter.

### MOTION:

That the Board approve actions taken by staff to make repairs to the water line. The motion was moved by Vice Chair Hime and seconded by Director DiMare. Discussion – None Chair Durfee asked for a roll call vote; Chair Durfee, yes; Vice Chair Hime, yes; Director Choi, yes; Director Chong, yes; Director DiMare, yes; Director Mallel, yes; Director May, yes. **Motion carried, unanimously.** 

### 10. OLD BUSINESS

**a.** Update and possible action regarding Spectra's request for Rent Abatement due to losses during the COVID pandemic as the Operator of Heart Health Park.

CEO Pickering gave the Board a brief summary and background information of Spectra's request for rent abatement due to the pandemic for Heart Health Park. (HHP) Pickering also stated that the Department of Justice and the Department of General Services view any outright forgiveness of rent to be a gift of public funds.

Mr. Nearly stated that prior to the September meeting DGS and the DOJ had taken the position that any forgiveness of debt would be considered a gift of public funds. However, if Spectra had any assets or anything of value that they would be willing to give to Cal Expo at the end of their agreement in exchange for the waiver of rent that could be a possible work around. This is the reason that Spectra asked for this item be continued to the October Board Meeting as they needed time to review the original contract. The original contact between Cal Expo and Spectra limits the Capital Investment that can be depreciated on the books to \$3,000,000 and in 2018 an additional \$500,000 was added when the field

was re-surfaced in order to get Sac Republic to renew their lease with Spectra. There was a limited of \$3.5 million to spend on the sports field and Spectra actually spent \$4.6 million. The \$1,147,000 is an investment that Spectra made in excess of what the agreement said should be spent or what can be depreciated against the books of the Sports fund. What Spectra is proposing is that at the end of the agreement Spectra would leave those assets there, transferring ownership from Spectra to Cal Expo. That would be even at a depreciated number substantially more than the \$187,000.00 that is being asked for in the form of rent relief. CEO Pickering mentioned that in the prior staff report there were 2 other

CEO Pickering mentioned that in the prior staff report there were 2 other items that needed Board direction. Cal Expo is holding some parking money that had be generated at the sports field and Spectra had been withholding payment for certain services that Cal Expo provides.

### MOTION:

Vice Chair Hime moved that the parking fund (Cal Expo) and service fund (Spectra) get cleaned up and taken care of as expeditiously as possible. Director Choi seconded the motion. Discussion: Director Chong asked what the amount were. Mr. Neary stated that as of September, Spectra's books show Spectra owing Cal Expo \$158,604.00 for services and Cal Expo owing Spectra \$156,936.00 in parking revenue with a difference of \$1,668.00 being owed to Cal Expo. Chair Durfee asked for a roll call vote; Chair Durfee, yes; Vice Chair Hime, yes; Director Choi, yes; Director Chong, yes; Director DiMare, yes; Director Mallel, yes; Director May, yes. **Motion carried, unanimously.** 

CEO Pickering stated that there was report out of Closed Session held at the beginning of the Board's retreat and Chair Durfee reported out that the Board provided direction to Cal Expo's negotiating staff regarding funds owed to Cal Expo by Spectra.

### MOTION:

Director Choi made a motion to direct staff to issue a letter of default to Spectra for breach of the agreement for nonpayment of rent and to allow Spectra the opportunity to cure. Director Chong seconded the motion. Discussion – None Chair Durfee asked for a roll call vote; Chair Durfee, yes; Vice Chair Hime, yes; Director Choi, yes; Director Chong, yes; Director DiMare, yes; Director Mallel, yes; Director May, yes. **Motion carried, unanimously.** 

### 11. MATTERS OF INFORMATION:

**a.** Notification of Nomination Process for the election of the 2022 Board Officers

CEO Pickering reviewed the nomination process for the election of the 2022 Board Officers. He mention that last year the Board modified the bylaws to allow the Chair to serve until they obtain a State Fair during their time of service. Vice Chair Hime made a motion to nominate Jess Durfee

to Chair of the State Fair Board for 2022-2023. Director Chong made a motion to nominate Rex Hime to Vice Chair of the State Fair Board for 2022-2023. Nomination will remain open until the December 10<sup>th</sup> board meeting.

### b. CEO Comments

CEO Pickering congratulate the entire Board for being current on Ethic and Sexual Harassment classes. Also want to thank the Board for providing input, feedback and strategic direction to staff for the 2022 State Fair being held July 15-31, 2022.

Chair Durfee announced that as chair he is appointing Vice Chair Hime and Director DiMare as a sub-committee to communicate with Friends of the Fair and the Agricultural Advisory Council regarding AG awards program and the Gala.

**c.** Director Comments/Agenda Items for Future Meetings Director Chong – Had a very good retreat. Discussed a lot of topics for 2022 and the future. Happy to see everyone and looking forward to a prosperous and fun State Fair in 2022.

Director Choi – Glad to see everyone. This is her first in-person meeting. Looking forward to all of the things discussed at the retreat and the 2022 State Fair.

Director DiMare – Wants to acknowledge staff and how hard they have work for the past 2 years through some really trying times. As was discussed at the retreat; as we move forward for the 2022 State Fair this is a great opportunity to do somethings differently, make changes and hope that everyone recognizes that this is our opportunity.

Director May – Congratulations to Chief Walton. Excellent choice. Vice Chair Hime – Want to echo Director DiMare about staff, echo Director May about Chief Walton, and welcome Ms. Tillman.

Chair Durfee – Thank you to the Directors that were able to participate in the marathon of our retreat. They build a stronger team. Thanks to staff for preparing for the 2 day retreat. Looking forward to staffing up again. Optimistic that we will have a fabulous 2022 State Fair and beyond.

d. Next Board Meeting – Friday, December 10, 2021

### 12. ADJOURNMENT

### MOTION:

Chair Durfee called for a motion to adjourn. Motion was moved by Director Chong and seconded by Director Choi. **All in favor, motion passes unanimously.** 

The Board of Directors meeting was adjourned at 1:20 p.m.

COMMITTEE & STAFF REPORTS - FIRMANCE.

### CALIFORNIA EXPOSITION & STATE FAIR STATE FAIR REVENUE \*\* PROPOSED 2022 BUDGET \*\*

O	Column	Α	В	S	D		Ш	Ь
22		STATE FAIR	PER CAPS	STATE FAIR	PER CAPS	DIFF	DIFFERENCE	
0		2019	Paid Att	2022	Paid Att			ASSUMPTIONS
>		ACTUALS	411,359	ESTIMATE	370,223	COL	C-COLA	
1 A	Admissions	\$ 4,362,704	\$ 10.61	\$ 3,928,067	\$ 10.61	S	(434,637)	10% decrease to paid attendees
2 P	Parking	1,754,404	4.26	\$ 1,578,964	4.26	€>	(175,440)	10% decrease to paid attendees
3	Food & Beverage	2,232,232	5.43	\$ 2,310,360	6.24	69	78,128	15% increase to per cap x paid attendance
4 C	Commercial Exhibits	1,243,709	3.02		3.02	€	(125,635)	(125,635) 10% decrease to paid attendees
5 C	Carnival	1,721,993	4.19	\$ 1,782,262	4.81	€	60,270	15% increase to per cap x paid attendance
9 C	Carnival (Other Funds)	225,000	0.55	\$ 225,000	0.61	49		
7 C	Concert Seating (Gold Circle)	157,550	0.38	\$ 200,000	0.54	69	42,450	10% decrease to paid attendees + more ticket sales
8	Concert Merchandise	5,187	10.0	\$ 4,668	10.0	8	(519)	(519) 10% decrease to paid attendees
2	9 Monorail	205,325	0.50	\$ 184,793	0.50	s	(20,533)	(20,533) 10% decrease to paid attendees
0	10 Pari-Mutuel	1,014,814	2.47	\$ 1,015,000	2.74	€	186	
11 R	Racing Programs	42,605	0.10	\$ 43,000	0.12	49	395	
12 C	Competive Programs	85,342	0.21	\$ 56,592	0.15	€9	(28,750)	
13 E	Entry Fees	469,947	1.14	\$ 470,000	1.27	€>	53	
14 N	Novelties	46,084	0.11		0.11	49	(4,608)	10% decrease to paid attendees
15 R	RV Park	153,539	0.37	\$ 154,000	0.42	↔	461	
16 T	Trailer Space	21,890	0.05	\$ 22,000	90.0	€9	110	
17 S	Sponsorships	2,657,688	6.46	\$ 2,391,919	6.46	49	(265, 769)	assumed 10% decrease for 2022
8	18 Wine Ads	295,500	0.72	\$ 265,950	0.72	€>	(29,550)	assumed 10% decrease for 2022
2	19 Miscellaneous	84,846	0.21	\$ 76,362	0.21	8	(8,485)	10% decrease to paid attendees
20 T	TOTAL	\$ 16,780,359	\$ 24.98	\$ 15,868,487	\$ 26.43	8	(911,872)	
-		2019 ACTUALS		2022 ESTIMATES	(0)			
-	Total Attendance	601,761		571,673				
Ф	Paid Attendance	411,359		370,223	370,223 (10% decrease to paid attendees)	paid atte	endees)	
O	Cars Parked	125,884		113,296				
ш	Food Gross (Includes Spectra)	\$8,540,576.56		\$ 8,839,496.74	(higher sales volume)	(aur		
0	Commerical Gross			\$ 442,805.85				
2	Novelties Gross	\$ 250,577.39		\$ 225,519.65				
2	Midway Gross	\$ 4,349,735.81		\$ 4,501,976.56	(higher sales volume)	nme)		

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H			PROPUSE	D 2022 BUD	3E1							
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_	Column	Α	В	С	D							
R												
0		YTD	YTD	DIFFERENCE								
		2019	2022		ASSUMPTIONS							
W		ACTUALS	ESTIMATE	COL B - COL A								
	Revenue											
_	State Fair	\$ 16,780,359	\$ 15,868,487		see PROPOSED STATE FAIR BUDGET for details							
	Expo Events	4,294,279	3,220,709		post COVID - 25% decrease; fewer events, lower attendance							
3	Multi-Use Sports Facility	137,759	137,759	\$ -	minimum guarantee (including Lot 25 rent)							
4	Rock and Brews	150,000	150,000		minimum guarantee							
5		98,969	100,000									
-	Simulcast RV Park	882,590	883,000	\$ 410								
7		1,155,784	1,155,000	\$ (784)								
	Raging Waters	333,152	283,179		post COVID - 15% decrease							
	Electronic Sign Miscellaneous	373,462	358,308		minimum guarantee							
10	Miscellaneous Reimbursements	29,327	20,000									
	Grants	2,473,621	1,900,250		post COVID - tied to Expo Events (Row 2)							
13	Interest Revenue	642,819	85,000		currently have (1) grant in process for 2022							
	TOTAL REVENUE	174,935	200,000	\$ 25,065								
		\$ 27,527,056	\$ 24,361,693	\$ (3,165,363)								
15	Personal Services	0.007.047	0.450.400	A (005 700)								
	Salaries & Wages Benefits	8,687,917	8,452,128									
	Total Personal Services	3,962,820	3,844,742									
19	Operating Expenses	\$ 12,650,737	\$ 12,296,870	\$ (353,867)								
	General Expense	2,010,035	2,211,039	\$ 201.004	400/ :							
	Advertising	1,066,333	1,000,000		10% increase							
	Printing	123,545	135,900	\$ (66,333)	Cal Expo establishes spend with Advertising Company 10% increase							
	Communications	147,888	125,000									
	Postage	32,611	30,000									
	Insurance	968,894	1,051,581		5% increase to Property, 10% increase to General Liability							
	Travel	27,211	30,000	\$ 2,789	10% increase to Property, 10% increase to General Liability							
	Training	2,999	10,000									
	Facility Operations	746,115	820,727		10% increase							
29	Utilities	1,581,842	1,740,026		10% increase							
	Cons & Prof Svcs External	4,951,348	5,198,915		post COVID - 5% increase in labor							
	Cons & Prof Svcs Internal	107,573	125,000		post GOVID - 5 /6 IIICIEase III IdDOI							
	Data Processing	99,521	100.000									
_	Entertainment	785,640	1,211,600		doubled Big Name budget, increased to \$852K							
	Judging	70,029	90,000		deabled big Hairie budget, increased to \$002N							
	Premiums	223,587	210,000									
	ProRata	748,940	613,476									
	Other	94,126	100,000									
38	Total Operating Expenses	\$ 13,788,237	\$ 14,803,263									
39	TOTAL EXPENSES	\$ 26,438,974	\$ 27,100,133									
	OPERATING PROFIT (LOSS)	\$ 1,088,082	\$ (2,738,441)									
	Prior Year Income	(17,280)	-	\$ 17,280								
42	Prior Year Expense	27,102	-	\$ (27,102)								
43	Capital Improvements	8,288	100,000	\$ 91,712								
	Equipment	303,026	100,000									
AF	CHANGES IN RESERVES	\$ 732,386	\$ (2,938,441)	\$ (3,670,827)								

### California Exposition & State Fair Request for Relief of Accountability

The following items are being presented for the Board's approval to be written off. With the Board's approval, a relief of accountability will be prepared and the item will be written off if the item is under \$500. If the item is over \$500, the relief of accountability will be sent to the State Controller's Office for approval. All of these debtors have received at least three letters from Cal Expo requesting payment and have been turned over to a collection agency. After they are written off, they will remain at the collection agency for possible collection. They will also be added to a list of all items that have been written off and distributed to staff in case they come back to Cal Expo at a later time.

\* Due to recent financial support by the State, Staff respectfully recommends that Item #1 not be turned over to collections, but rather simply written off.

	Name	Amount	Date	Description
1)	California Military Department	\$ 2,288.00	2020	National Guard Staging - Damage
2)	TFC - Joe Mestmaker Enterprises	\$ 2,800.00	2020	Storage Rent
3)	Audible, LLC	\$ 100.00	2020	Livestock Panel Rental
		\$ 5,188.00		

### FOOTNOTES:

<u>Item #1</u>: DGS reimbursed Cal Expo \$115,681 for this activation as an emergency support facility. DGS and CMD have not reimbursed Cal Expo for \$2,288 in damaged asphalt.

<u>Item #2</u>: TFC is a State Fair food vendor, who has been storing BBQ equipment at Cal Expo. TFC will not be allowed to participate in the State Fair until this \$2,800 is properly addressed.

ALIN BUSINESS

California Exposition & State Fair 1600 Exposition Boulevard Sacramento, CA 95815

### **MEMORANDUM**

Date:

December 7, 2021

To:

Board of Directors, California Exposition & State Fair

From:

Rick K. Pickering, Chief Executive Officer

Subject:

Discussion of Master Food & Beverage Concessionaire, Agreement

No. 12-0281, Set to Expire December 31, 2022

### GENERAL BACKGROUND

Spectra (previously known as Ovations Fanfare, LP, and as Comcast Spectacor) has served as the Master Food & Beverage Concessionaire (F&B) at the California Exposition and State Fair (Cal Expo) for more than 28 years. The current Master Food & Beverage Concessionaire Agreement No. 12-0281 is set to expire December 31, 2022, unless it is mutually extended.

In 2011, Cal Expo issued a Letter of Intent that sought interest from qualified companies to provide F&B services. Four companies responded, and two were deemed to be qualified. Cal Expo then issued a formal Request for Proposals in February of 2012. Spectra was the only company that submitted a proposal under the RFP. Following months of negotiations, the current F&B Agreement was entered into in November of 2012. The Agreement provides Spectra with exclusive rights to sell food and beverage on the Cal Expo grounds with certain limitations.

Section 12 of the Agreement provides that the Term of the Agreement shall be January 1, 2013, through December 31, 2022. It further states that Cal Expo at its sole discretion, shall have the option to extend the Agreement for two (2) additional five (5)-year terms, which can be exercised collectively or independently. In order to exercise the extension option, the parties are to agree no later than December 31, 2021, on the annual payments. If the parties do not so agree, the Agreement will expire on December 31, 2022.

It should be noted that providing one-year advance notice to Spectra, will allow for continuity of F&B services to all events at Cal Expo during 2022 and to Spectra operated F&B stands during the 2022 Annual State Fair.

### COMMISSIONS PAID BASED on F&B SALES

The Agreement and its subsequent Amendments, specifies that Spectra shall pay commissions to Cal Expo tied to various percentages on F&B and alcohol sales that occur during: Cal Expo events; the Annual State Fair; Catering events; etc. Cal Expo receives a smaller commission when Spectra uses independent food vendors to provide F&B services at Cal Expo. F&B sales commissions at the Grandstands are tied to annual Net Profits from F&B sales at the Grandstands. For 8 of the past 9 years, Spectra has not generated a Net Profit from F&B sales at the Grandstands.

Since commissions are based upon F&B sales activities, higher commission revenues are generated in the years with more events and higher attendance. In addition to commissions, Spectra pays a blanket \$2,000/month to cover utilities costs at the Grandstand.

### **USE OF FACILITIES**

The Agreement allows Spectra the use of many portions of Cal Expo, including but not limited to: kitchens; storage areas; permanent food booths throughout the property; portable food booths; concessions stands; office areas; loading docks; warehouse areas; asphalt parking areas; staging areas; etc.

Section 15 of the Agreement requires that upon termination Spectra shall provide Cal Expo with a quit claim deed to all rights arising out of the Agreement.

Section 27 of the Agreement provides that title to all equipment and fixtures which are part of the facility investment required by the Agreement will accrue to Cal Expo at the end of the Agreement.

### RECOMMENDATIONS

Cal Expo appreciates and respects the almost 28-year relationship with Spectra at Cal Expo, but it appears prudent as a State Agency to consider options. Should Cal Expo notify Spectra it will not be extending the current Agreement beyond December 31, 2022, it explore potential new approaches or service providers for handling F&B.

### Recommendations

- To direct staff to notify Spectra that Cal Expo is not extending Agreement No. 12-0281 beyond its expiration date of December 31, 2022.
- 2. To direct staff to return to the Board in early 2022 with options that will include but not be limited to, soliciting competitively bidding for all or for portions of the food & beverage services at Cal Expo.

California Exposition & State Fair 1600 Exposition Boulevard Sacramento, CA 95815

### **MEMORANDUM**

Date:

December 7, 2021

To:

Board of Directors, California Exposition & State Fair

From:

Rick K. Pickering, Chief Executive Officer

Subject:

Discussion of Multi-use Sports Field Facility, Agreement No. 13-0347,

Set to Expire December 31, 2022

### **GENERAL BACKGROUND**

In March of 2014, following months of negotiations and the filing of appropriate environmental review documents, Cal Expo entered into Agreement No. 13-0347 (Agreement) for Ovations-Fanfare, LLP to construct and operate a temporary Multi-use Sports Facility on the grounds of Cal Expo. Subsequently, due to mergers and acquisitions, the Ovations-Fanfare corporate entity changed to Comcast Spectacor, then to Spectra, and most recently to the Oak View Group. The remainder of this Staff Report will refer to Spectra as the successor operating name of the prior Ovations-Fanfare, LLP.

Section 2 of the Agreement provides that it will terminate on December 31, 2022. The Agreement may be extended for an additional term equal in length to the option period in the separate and otherwise unrelated master food and beverage agreement between Spectra and Cal Expo, but only if Cal Expo and Spectra mutually agree to extend this Agreement.

The Agreement requires that Spectra's Capital Improvements at the Facility be fully amortized by December 31, 2022. The Agreement also requires Spectra to transfer ownership of said improvements to Cal Expo at the end of the Term.

It should be noted that providing one-year advance notice to Spectra will allow for continuity of Sacramento Republic matches at the Field Facility for its 2022 season. It is anticipated that Sac Republic will be able to continue with Cal Expo as its home field beyond 2022 and for several years into the future.

### ANNUAL RENT, MINIMUM GUARANTEE, PERENTAGE OF OPERATING PROFITS

The Agreement and its subsequent Amendments, specifies that Spectra shall pay Cal Expo an Annual Minimum Guarantee of \$100,000 (\$8,333/month.) Since the operations of the facility requires more space, Spectra rents Lot 25 from Cal Expo on an annual basis at \$37,752 (\$3,146/month.)

In concert with the Minimum Guarantee of annual rent, the initial Agreement outlined three "Tiered-thresholds" in which the amount paid to Cal Expo would increase if the percentage of Net Earnings exceeded the minimum guarantee. The thresholds for sharing in Net Earnings are:

- Tier 1: At start up, Cal Expo would receive 20% and Spectra 80%;
- Tier 2: When annual net earnings plus depreciation hits \$3 million, Cal Expowould receive 40% and Spectra 60%; and
- Tier 3: When annual net earnings plus depreciation hits \$3.75 million, Cal Exporeceives 50% and Spectra 50%.

Although the 50%-50% threshold was reached several years ago, for the most part Spectra has not been able to generate a Net Earnings that would provide Cal Expo with any funds above the Annual Minimum Guarantee of \$100,000.

### **USE OF FACILITIES**

In May of 2014, the Sacramento Republic, USL Pro soccer team began play at the mutiuse sports facility. Due to the success of Sac Republic inaugural 2014 season, Cal Expo agreed to an Amendment that allowed additional land area to the North end of the Facility, and some 4,000 seats were added. The 2016 Soccer season saw consistently sold-out matches at the new seating capacity. Of note is that Sac Republic's agreement is with Spectra, and Cal Expo has not been a party to their agreement.

In addition to the Republic Matches, International Soccer matches, Pro and International Rugby games, and College Lacrosse have taken place at the Field. Cal Expo also agreed to allow Global Winter Wonder Land to be operated as part of the Sports Field Agreement and it drew upwards of 200,000 attendees annually for three years. Spectra entered into a third-party financial agreement for the Nederlander Organization to place concerts and music festivals at the Field. One to two such concerts took place during the dates of the Annual California State Fair. Of note is that Nederlander's agreement is solely with Spectra, and Cal Expo is not a party to this agreement.

The COVID global pandemic had a negative impact on sports, events, and concert industries around the world. When Health Department Officials allowed the Republic to resume play, they initially were not allowed to have fans at the Matches. Eventually

these restrictions were lifted, and fans returned to watch Matches, but at lower numbers.

Tied to the negative impact of the pandemic, in June of 2021 Spectra requested that Cal Expo forgive some \$183,679 in rent at the Field and at Lot 25. This request was denied due to California regulations that prevent "gifts of public funds." Last month, Cal Expo placed Spectra in default at the Field due to rent being owed. Spectra and Cal Expo have continued to negotiate in good faith to resolve this default.

### RECOMMENDATIONS

Cal Expo recognizes and appreciates the efforts and investments that Spectra has made to construct and operate the Muti-use Sports Field facility at Cal Expo. When the Term of the Agreement expires on December 31, 2022, all improvements will be owned by Cal Expo. Should Cal Expo notify Spectra it will not be extending the current Agreement beyond December 31, 2022, Cal Expo can prudently explore how potential bidders might propose to operate the Field Facility into the future.

### Recommendations

- To direct staff to notify Spectra that Cal Expo is not extending Agreement No. 13-0347 beyond its expiration date of December 31, 2022.
- To direct staff to return to the Board in early 2022 with options that will include but not be limited to, soliciting competitively bidding for all or for portions of the Multi-use Sports Field Facility.

<sup>\*\*</sup> It should again be noted that providing a one-year advance notice to Spectra will allow for continuity of Sacramento Republic matches at the Field Facility for the 2022 soccer season. It is anticipated that Sac Republic will be able to continue with Cal Expo as its home field beyond 2022 and for several years into the future.



### **2022 CALENDAR**

(Includes Board Meetings, Committee Meetings, Key Events)

Meeting Date

Subject and/or Financial Related Actions

January 28

**Board Meeting** 

February 25

**Board Meeting** 

4th quarter/ Year End Financial Statement Approval\*

Annual Gala Awardee Nominations

March 25

**Board Meeting** 

\*4th quarter/ Year End Financial Statement Approval

April 29

**Board Meeting** 

May 20 or June 3

**Board Meeting** 

1st quarter Financial Statement Approval Annual Audit Review and Approval \*

### KEY EVENT

JULY 15-31, 2022

168TH CALIFORNIA STATE FAIR

September 23 or 30

**Board Meeting** 

2nd quarter Financial Statement Approval State Fair Recap & Revenue Report \*Annual Audit Review and Approval

October 27 & 28

**Annual Retreat** 

3rd quarter Financial Statement Approval

**Budget Preview** 

December 9

**Annual Board Meeting** 

**Budget Review & Approval** 

Officer Elections

Note:

All meeting dates subject to change as needed, and as properly noticed as outlined in the Bagley-Keene Open Meeting Act. Please see posted Agenda for full listing of Board meeting items.

JANUARY 2022

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Wednesday	29	5	12	19	26	2
Tuesday	28	4	11	18	25	~
Monday	27		10	M L King Day		31
Sunday	26	2	6		23	30

FEBRUARY 2022

>	N	12	19	26	N
Saturday					
Friday	4	11	18	25 BOARD MEETING	4
Thursday	ε	10	17	24	8
Wednesday	2	6	16	23	2
Tuesday	1	8	15	22	1
Monday	31	7	14 Valentine's Day	21 Presidents' Day	28
Sunday	30	9	13	20	27

Sunday

## MARCH 2022

Saturday	S	12	19	26	2
Friday	4	11	18	25 BOARD MEETING	<b>□</b>
Thursday	m	10	17	24 BC	31 Cesar Chavez Day
Wednesday	2	6	16	23	30
Tuesday	1	00	15	22	29
Monday	28	7	14	21	28
	27	9	13	20	27

## **APRIL** 2022

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Wednesday	30	9	13	20	27
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**MAY 2022** 

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Monday	2	6	16	23	30 Memorial Day
Sunday	<b>←</b>	8 Mother's Day	15	22	29

## **JUNE 2022**

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Wednesday	29	Ø	13	20	CA STATE FAIR	27	CA STATE FAIR	3
Tuesday	28	5	12	19	CA STATE FAIR	26	CA STATE FAIR	2
Monday	27	4 Independence Day	11	18	CA STATE FAIR	25	CA STATE FAIR	
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www.calendarlabs.com

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**NOVEMBER 2022** 

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DECEMBER 2022

Saturday	ĸ	10	17	24	31
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