

**CALIFORNIA EXPOSITION & STATE FAIR
BOARD OF DIRECTORS
Schedule**

Friday, March 22, 2024

10:00 a.m. Finance Committee
10:30 a.m. Long Range Planning/Exposition Facilities & Operations
11:15 a.m. Board Meeting

I. BOARD OF DIRECTORS STANDING COMMITTEES

Executive: Chair: Pelote
Craig, Salinas

Annual State Fair: Chair: Chong
Barajas, Hardeman

Finance/Audit: Chair: May
DiMare, Salinas

Long Range Planning/Exposition Facilities & Operations: Chair: DiMare
Barajas, Craig

Legislative/Horse Racing: Chair: Salinas
Craig, Hardeman

II. BOARD OF DIRECTORS LIAISON COMMITTEES

Agricultural Advisory Council:
Barajas, DiMare

Cultural Advisory Council:
Chong, May

FINANCE COMMITTEE - NEW BUSINESS

OLD BUSINESS

- a. Rock & Brews – Update on Force Majeure

ADJOURNMENT

Date of Notice: March 18, 2024

Pursuant to the American 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 office, 1600 Exposition Boulevard, or by calling 916-263-3247, during normal business hours. Requests should be made one week in advance whenever possible.

a. 2023 4TH QUARTER - DRAFT

MEMORANDUM

Date: March 15, 2024
To: Board of Directors
California Exposition and State Fair
Via: Tom Martinez, Chief Executive Officer
California Exposition and State Fair
From: Diana Barrios, Finance Manager
Subject: Financial Reports- Finance Committee

INTRODUCTION

The Finance Unit is pleased to present you with the attached Draft 4th Quarter Statement of Financial Activities and the Aging of Accounts Receivable reports.

In the Draft 4th Quarter Statement of Financial Activities, staff have worked towards reconciling the accounts in all sections of the statement. There remain a few accounts that require reconciliation and we are hopeful that these accounts will be finalized by next month. Below you will find the highlights of the work towards the reconciliations made.

The draft for 4th Quarter 2023 shows slight variations to the projections. There are a few areas of success deserving a highlight as follows:

- Expo Events exceeded revenue budget projection by 20%
- Multi-Use Sports Field exceeded revenue budget projection by 567%
- Simulcast exceeded revenue projection budget by 24.17%
- Salaries and Wages expense was under budget projection by 4.55%
- Benefits expense was under budget projection by 28.16 %
- Insurance expense was under budget projection by 23.34%

- Facility Operations expense was under budget projection by 31.89%
- Data Processing expense was under budget projection by 27.14%
- Utilities expense was under budget projection by 9.69%

There was a review of deferred maintenance completed projects and depreciation of assets for fiscal years 2022 and 2023. During our review, we learned that there was not a transfer of funds from the Deferred Maintenance Savings Account into the General Fund Checking Account. Staff analyzed the completed projects actual costs, prepared, and completed an inter-fund transfer. With respect to depreciation, our team continues to work with our Maintenance and Capital Outlay teams to finalize the projects and actual costs associated with this activity for fiscal years 2022 and 2023. Once the review and reconciliation of completed projects have been finalized and analyzed we will proceed with closing out the accounts for their respective years. If it is determined that an update to the depreciation is required, this will be reflected in the unaudited final report.

Staff are continuing the reconciliation process of reimbursement revenue. We anticipate this revenue line to reflect an increase in the unaudited final report.

Annual Audit Progress:

The board decided in 2021 to combine the audits for both 2020 and 2021 as a result of Cal Expo's transition from events to COVID emergency response. Given that the term of the auditor agreement will expire at the end of 2023, we are in the process of amending the current contract exercising our option to extend the term for an additional year to perform the 2022 fiscal year end audit.

Our audit team is working closely with our independent auditor firm, Richardson, LLP. There remain questions and answers exchanges with the auditors. Our team has responded to the auditors within a 24-hour period and is hoping to wrap up the 2020 audit in short order. Of these questions, one relates to the Capital Outlay and Deferred Maintenance projects. As we are wrapping up discussions with our Maintenance and Capital Outlay team, we are updating the auditors.

Relief of Accountability:

Upon review of outstanding matters, it was determined that there are no accounts reaching the requirements to present for consideration at the upcoming committee meeting.

RECOMMENDATION

Acknowledgement of the receipt of reports.

CALIFORNIA EXPOSITION & STATE FAIR
DRAFT - STATEMENT OF FINANCIAL ACTIVITIES
December 31, 2023

R o w	Column	A	B	C	D	E	F	G
				YTD	YTD	Annual	Budget	Annual Variance
		2023	2022	2023	2022	Variance YTD	2023	From Budget YTD
	Revenue							
1	State Fair	\$ 208,537	\$ 260,065	\$ 14,080,676	\$ 14,928,442	\$ (847,766)	16,250,000	\$ (2,169,324)
2	Expo Events	1,107,044	600,227	5,101,188	3,366,045	\$ 1,913,524	4,250,000	851,188
3	Multi-Use Sports Facility	408,051	23,230	1,129,118	146,549	\$ 625,631	199,173	929,945
4	Rock and Brews	37,500	37,500	150,000	150,761	\$ (201,522)	150,000	(200,761)
5	Watch & Wager	4,253	3,866	23,325	94,697	\$ (71,372)	148,857	(125,532)
6	Simulcast	143,437	92,534	1,061,901	828,311	\$ 233,590	850,000	211,901
7	RV Park	188,633	266,086	1,091,996	948,166	\$ (77,735)	1,149,151	(57,155)
8	Raging Waters	500	361,945	1,500	599,022	\$ (597,522)	-	1,500
9	Electronic Sign	89,577	259,243	358,808	527,974	\$ (169,166)	419,705	(60,897)
10	Miscellaneous	8,697	4,709	23,507	6,009,539	\$ (5,986,032)	50,000	(26,493)
11	Reimbursements	217,290	317,958	1,788,617	2,175,980	\$ (387,363)	2,876,729	(1,088,112)
12	Grants	-	-	159,762	37,870	\$ 121,892	200,000	(40,238)
13	Interest Revenue	61,234	-	194,017	58,424	\$ 135,593	20,000	174,017
14	Deferred Maintenance / Resiliency	-	-	-	-	\$ -	-	-
15	TOTAL REVENUE	\$ 2,474,753	\$ 2,227,363	\$ 25,164,414	\$ 29,871,780	\$ (5,308,246)	\$ 26,563,615	\$ (2,000,083)
16	Personal Services							
17	Salaries & Wages	1,965,272	1,555,417	9,348,826	8,155,634	\$ 1,193,192	9,794,652	445,826
18	Benefits	896,381	690,510	3,728,063	3,085,111	\$ 642,952	5,189,302	1,461,239
19	Total Personal Services	\$ 2,861,653	\$ 2,245,927	\$ 13,076,889	\$ 11,240,745	\$ 1,836,144	\$ 14,983,954	\$ 1,907,065
20	Operating Expenses							
21	General Expense	315,258	201,219	2,347,299	1,778,613	\$ 568,686	1,900,000	(447,299)
22	Advertising	43,476	43,476	1,028,140	948,817	\$ 79,323	1,161,813	133,673
23	Printing	13,049	7,657	149,914	124,328	\$ 25,586	130,000	(19,914)
24	Communications	51,699	40,598	191,049	156,955	\$ 34,094	207,165	16,116
25	Postage	5,642	433	26,409	29,523	\$ (3,114)	34,597	8,188
26	Insurance	305,939	230,118	1,149,919	946,159	\$ 203,760	1,500,000	350,081
27	Travel	14,952	3,640	83,175	21,059	\$ 62,116	34,525	(48,650)
28	Training	3	610	15,861	2,956	\$ 12,905	7,472	(8,389)
29	Facility Operations	217,479	140,896	885,426	671,396	\$ 214,030	1,300,000	414,574
30	Utilities	326,454	311,228	1,671,229	1,406,026	\$ 265,203	1,795,205	123,976
31	Cons & Prof Svcs External	792,839	477,525	5,964,072	4,602,167	\$ 1,361,905	5,060,254	(903,818)
32	Cons & Prof Svcs Internal	2,219	4,032	59,768	72,476	\$ (12,708)	125,000	65,232
33	Data Processing	6,375	5,369	89,755	33,046	\$ 56,709	123,191	33,436
34	Entertainment	-	-	2,153,908	1,169,581	\$ 984,327	1,400,000	(753,908)
35	Judging	-	-	74,916	49,178	\$ 25,738	67,817	(7,099)
36	Premiums	50	-	185,910	179,077	\$ 6,833	250,000	64,090
37	ProRata	191,344	148,866	680,420	524,101	\$ 156,319	765,376	84,956
38	Other	37,823	2,132	198,275	7,718	\$ 190,557	30,000	(168,275)
39	Total Operating Expenses	\$ 2,324,601	\$ 1,617,799	\$ 16,955,445	\$ 12,723,176	\$ 4,232,269	\$ 15,892,415	\$ (1,063,030)
40	TOTAL EXPENSES	\$ 5,186,254	\$ 3,863,726	\$ 30,032,334	\$ 23,963,921	\$ 6,068,413	\$ 30,876,369	\$ 844,035
41	OPERATING PROFIT (LOSS)	\$ (2,711,501)	\$ (1,636,363)	\$ (4,867,920)	\$ 5,907,859	\$ (11,376,659)	\$ (4,312,754)	\$ (1,156,048)
42	Prior Year Income	-	-	652	2,680	\$ (2,028)	-	-
43	Prior Year Expense	-	-	2,207	31,406	\$ (29,199)	-	-
44	Depreciation	-	-	(1,558,520)	(1,799,254)	\$ 240,734	-	-
45	Capital Improvements	-	-	-	14,980	\$ (14,980)	-	-
45	Deferred Maintenance / Resiliency	215,092	49,840	806,498	854,356	\$ (47,858)	-	-
46	Equipment	51,723	82,937	309,498	269,693	\$ 39,805	-	-
47	Interfund Transfers	-	-	760,188	783,075	\$ (22,887)	-	-
48	CHANGES IN RESERVES	\$ (2,444,686)	\$ (1,769,140)	\$ (4,547,397)	\$ 6,049,815	\$ (11,326,455)	\$ (4,312,754)	

** UNAUDITED **

b. ACCOUNT RECEIVABLE AGING REPORT

AR Aged Invoice Analysis

Current Balances

Cal Expo
Diana Barrios

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Invoice Number	Due Date	Terms	Balance	Current 2/14/2024 3/15/2024	Over 30 1/15/2024 2/13/2024	Over 60 12/16/2023 1/14/2024	Over 90 11/16/2023 12/15/2023	Over 120 Up to 11/15/2023
ARCONST (American River Constructors)							Last Pymt: 4/27/2023	10,000.00
28417	10/16/2023		10,000.00					10,000.00
28421	2/14/2024		10,000.00	10,000.00				
ARCONST Totals:			20,000.00	10,000.00	0.00	0.00	0.00	10,000.00
		2 Invoices		50.00 %				50.00 %
ASSOCF (Associated Feed)							Last Pymt: 1/19/2024	1,950.00
32828	1/19/2024		500.00		500.00			
ASSOCF Totals:			500.00	0.00	500.00	0.00	0.00	0.00
		1 Invoice			100.00 %			
BANKM (Marcus Banks)						Phone: 916-910-3203	Last Pymt:	
01203	10/1/2007		581.17					581.17
BANKM Totals:			581.17	0.00	0.00	0.00	0.00	581.17
		1 Invoice						100.00 %
BREMEP (Philip R. Bremerman)						Phone: 916-689-1243	Last Pymt:	
01204	4/15/2008		634.43					634.43
BREMEP Totals:			634.43	0.00	0.00	0.00	0.00	634.43
		1 Invoice						100.00 %
CALEXP (Cal Expo - CHRIMS)							Last Pymt: 10/26/2023	281.44
30980	9/30/2022	30	602.56					602.56
CALEXP Totals:			602.56	0.00	0.00	0.00	0.00	602.56
		1 Invoice						100.00 %
CALOTT (California State Lottery)						Phone: (916) 709-3786	Last Pymt: 9/18/2023	24,000.00
32443	8/17/2023	30	2,682.50					2,682.50
32445	8/24/2023	30	2,592.50					2,592.50
32444	8/29/2023	30	1,385.00					1,385.00
CALOTT Totals:			6,660.00	0.00	0.00	0.00	0.00	6,660.00
		3 Invoices						100.00 %
CCTMPA (CC TM PA (Crown Castle) formerly T-Mobile)							Last Pymt: 2/13/2024	2,430.94
27347	3/2/2024	30	2,430.94	2,430.94				
CCTMPA Totals:			2,430.94	2,430.94	0.00	0.00	0.00	0.00
		1 Invoice		100.00 %				
CDFA (California Dept Of Food & Agriculture)							Last Pymt: 3/13/2024	4,637.27-
30939	10/1/2022	30	45,089.39					45,089.39
CDFA Totals:			45,089.39	0.00	0.00	0.00	0.00	45,089.39
		1 Invoice						100.00 %
CEEGEE (The Ceegee Group/DYT Enterprises)						Phone: (916) 965-1805	Last Pymt: 12/28/2023	8,637.00
28483	4/5/2022	30	10,000.00					10,000.00
28483	12/31/2022		4,228.70					4,228.70
CEEGEE Totals:			14,228.70	0.00	0.00	0.00	0.00	14,228.70
		2 Invoices						100.00 %
CHHA (California Harness Horsemen Association)							Last Pymt: 3/2/2023	1,225.00
CM-REFUND	4/2/2023	30	175.00-					175.00-
CHHA Totals:			175.00-	0.00	0.00	0.00	0.00	175.00-
		1 Invoice						100.00 %

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Invoice Number	Due Date	Terms	Balance	Current 2/14/2024 3/15/2024	Over 30 1/15/2024 2/13/2024	Over 60 12/16/2023 1/14/2024	Over 90 11/16/2023 12/15/2023	Over 120 Up to 11/15/2023
CHRB (California Horse Racing Board)								Phone: 916-869-3252 Last Pymt: 5/25/2023 191.70
32639	11/18/2023	30	107.50				107.50	
32770	1/13/2024	30	140.00			140.00		
CHRB Totals:			247.50	0.00	0.00	140.00	107.50	0.00
						56.57 %	43.43 %	
								2 Invoices
CRAWDAD (The Crowdad Festival LLC)								Phone: (916) 870-6828 Last Pymt: 3/8/2024 28,000.00
* 32856	3/1/2024	30	28,000.00	28,000.00				
*CRAWDAD Totals:			28,000.00	28,000.00	0.00	0.00	0.00	0.00
								100.00 %
								1 Invoice
DOT (Department Of Transportation (CalTrans))								Last Pymt: 4/27/2023 37,500.00
28543	10/17/2021	30	47,925.83					47,925.83
31418	3/3/2023	30	32,800.00					32,800.00
32271	5/31/2023	30	659,500.00					659,500.00
DOT Totals:			740,225.83	0.00	0.00	0.00	0.00	740,225.83
								100.00 %
								3 Invoices
EandM (EandM Roadshow)								Phone: (707) 536-6337 Last Pymt: 9/22/2023 6,000.00
32637	10/27/2023	30	15.00					15.00
EandM Totals:			15.00	0.00	0.00	0.00	0.00	15.00
								100.00 %
								1 Invoice
F&BOTP (F&B of the Pacific Inc)								Phone: 530-895-3252 Last Pymt: 7/30/2023 1,082.72
32429	7/30/2023		1,107.54					1,107.54
F&BOTP Totals:			1,107.54	0.00	0.00	0.00	0.00	1,107.54
								100.00 %
								1 Invoice
FAIRR (Robert J. Fairbairn)								Phone: 916-564-5883 Last Pymt:
01208	2/29/2008		524.43					524.43
FAIRR Totals:			524.43	0.00	0.00	0.00	0.00	524.43
								100.00 %
								1 Invoice
FARM2FAIR (Farm 2 Fair, LLC obo Diageo)								Phone: Phone: (949) 427 Last Pymt: 12/7/2023 15,000.00
31652	7/13/2023	30	20,000.00					20,000.00
FARM2FAIR Totals:			20,000.00	0.00	0.00	0.00	0.00	20,000.00
								100.00 %
								1 Invoice
FATFRA (William Gardiner Concessions)								Phone: 661-816-0398 Last Pymt: 7/13/2023 2,577.00
32963	7/31/2023	0	377.50-					377.50-
32964	7/31/2023	0	377.50-					377.50-
32965	7/31/2023	0	377.50-					377.50-
32966	7/31/2023	0	478.51-					478.51-
FATFRA Totals:			1,611.01-	0.00	0.00	0.00	0.00	1,611.01-
								100.00 %
								4 Invoices
FUTURE (Future Energy Savers)								Phone: 916-686-3008 Last Pymt: 7/6/2023 6,605.00
29165	7/1/2022		310.00					310.00
FUTURE Totals:			310.00	0.00	0.00	0.00	0.00	310.00
								100.00 %
								1 Invoice
GARYBR (Gary Brown Enterprises)								Phone: (916) 443-4961 Last Pymt: 4/18/2023 37,731.05
28299	2/4/2024		56,615.00		56,615.00			

AR Aged Invoice Analysis

Current Balances

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Invoice Number	Due Date	Terms	Balance	Current	Over 30	Over 60	Over 90	Over 120
				2/14/2024	1/15/2024	12/16/2023	11/16/2023	Up to
				3/15/2024	2/13/2024	1/14/2024	12/15/2023	11/15/2023
GARYBR Totals:			56,615.00	0.00	56,615.00	0.00	0.00	0.00
		1 Invoice			100.00 %			
GCFFOO (GCF Foods)						Phone: 480-239-9089	Last Pymt: 5/31/2023	75.00
31869	7/22/2023		1,715.03					1,715.03
GCFFOO Totals:			1,715.03	0.00	0.00	0.00	0.00	1,715.03
		1 Invoice			100.00 %			
HDOAS (Hot Dog On A Stick)						Phone: 619-987-3049	Last Pymt: 7/30/2023	10,197.69
32900	6/14/2023		4,063.00					4,063.00
HDOAS Totals:			4,063.00	0.00	0.00	0.00	0.00	4,063.00
		1 Invoice			100.00 %			
HIDOW (DNA Marketing LLC)						Phone: (702)721-7173	Last Pymt: 7/12/2023	3,105.00
32727	6/14/2023		8,348.15					8,348.15
HIDOW Totals:			8,348.15	0.00	0.00	0.00	0.00	8,348.15
		1 Invoice			100.00 %			
HIGHLANDS (Highlands Community Charter and Technical Schools)						Phone: (916) 878-0242	Last Pymt: 2/23/2024	40,000.00
* 32892	2/13/2024	30	40,000.00		40,000.00			
*HIGHLANDS Totals:			40,000.00	0.00	40,000.00	0.00	0.00	0.00
		1 Invoice			100.00 %			
HOTDOGG (Hot Doggin-Delicious LLC)						Phone: 916-752-3966	Last Pymt: 7/25/2022	767.76
30550	7/24/2022		1,109.80					1,109.80
30471	7/25/2022		310.91					310.91
30392	7/26/2022		333.87					333.87
30292	7/27/2022		259.99					259.99
30214	7/28/2022		594.99					594.99
30135	7/29/2022		209.38					209.38
30078	7/30/2022		678.56					678.56
30837	7/31/2022		607.89					607.89
HOTDOGG Totals:			4,105.39	0.00	0.00	0.00	0.00	4,105.39
		8 Invoices			100.00 %			
ISE (International Sportsmen's Expo)							Last Pymt: 4/10/2023	105,000.00
22979	1/18/2024	0	134,055.91		134,055.91			
ISE Totals:			134,055.91	0.00	134,055.91	0.00	0.00	0.00
		1 Invoice			100.00 %			
KCRAFT (Kitchen Craft)						Phone: 3527200648	Last Pymt: 7/5/2023	7,765.00
28888	6/22/2022		100.00					100.00
KCRAFT Totals:			100.00	0.00	0.00	0.00	0.00	100.00
		1 Invoice			100.00 %			
LOSALQ (Los Alamitos Quarter Horse Racing Assn)							Last Pymt: 2/26/2024	1,614.64
* 32793	1/30/2024	30	3,499.47		3,499.47			
*LOSALQ Totals:			3,499.47	0.00	3,499.47	0.00	0.00	0.00
		1 Invoice			100.00 %			
MADHAT (High Life LLC dba Mad Hatter Doughnuts)						Phone: 530-333-3215	Last Pymt: 6/28/2022	3,063.00
29376	7/15/2022		161.00-					161.00-
MADHAT Totals:			161.00-	0.00	0.00	0.00	0.00	161.00-

AR Aged Invoice Analysis

Current Balances

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1 Invoice								100.00 %
METROEX (Metro Expositions, Inc.)								Phone: (916) 342-2252 Last Pymt: 3/8/2024 15,000.00
*32897	2/15/2024	30	5,000.00	5,000.00				
*32898	2/15/2024	30	10,000.00	10,000.00				
*METROEX Totals:			15,000.00	15,000.00	0.00	0.00	0.00	0.00
2 Invoices								100.00 %
NCOTGG (Ncotwinc For Golden Gate)								Last Pymt: 5/25/2023 22,015.20
31197	1/1/2023	30	1,124.06					1,124.06
31198	1/1/2023	30	40.32					40.32
31242	2/4/2023	30	754.82					754.82
31244	2/4/2023	30	685.91					685.91
31245	2/4/2023	30	885.65					885.65
31246	2/4/2023	30	495.78					495.78
31310	3/5/2023	30	1,124.12					1,124.12
31311	3/5/2023	30	1,220.77					1,220.77
31312	3/5/2023	30	1.10					1.10
31320	3/5/2023	30	586.09					586.09
31369	4/2/2023	30	733.81					733.81
31370	4/2/2023	30	1,073.53					1,073.53
31371	4/2/2023	30	1,290.32					1,290.32
31372	4/2/2023	30	1,188.23					1,188.23
31421	5/6/2023	30	518.09					518.09
31422	5/6/2023	30	1,525.72					1,525.72
31423	5/6/2023	30	1,241.63					1,241.63
31424	5/6/2023	30	989.22					989.22
31425	5/6/2023	30	1,145.69					1,145.69
31471	6/3/2023	30	1,215.27					1,215.27
31472	6/3/2023	30	996.57					996.57
31473	6/3/2023	30	847.29					847.29
31474	6/3/2023	30	1,013.56					1,013.56
31475	6/3/2023	30	791.68					791.68
32377	9/26/2023	30	3,597.10					3,597.10
32390	9/30/2023	30	2,505.01					2,505.01
32625	10/10/2023	30	3,406.89					3,406.89
32624	10/17/2023	30	2,332.98					2,332.98
32689	11/30/2023	30	38.84				38.84	
32710	12/19/2023	30	430.93			430.93		
32709	12/26/2023	30	1,224.02			1,224.02		
32718	12/30/2023	30	2,294.48			2,294.48		
32786	1/2/2024	30	1,011.90			1,011.90		
32785	1/9/2024	30	984.90			984.90		
32784	1/16/2024	30	780.75		780.75			
32782	1/30/2024	30	1,558.78		1,558.78			
32787	1/30/2024	30	3,203.10		3,203.10			
32794	1/30/2024	30	8,940.03		8,940.03			
NCOTGG Totals:			53,798.94	0.00	14,482.66	5,946.23	38.84	33,331.21
38 Invoices					26.92 %	11.05 %	0.07 %	61.96 %
NCVA (Northern California Volleyball Assoc)								Phone: (415)550-7582 Last Pymt: 3/8/2024 4,277.50
*31540	5/30/2023		4,277.50					4,277.50
*NCVA Totals:			4,277.50	0.00	0.00	0.00	0.00	4,277.50
1 Invoice								100.00 %

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Invoice Number	Due Date	Terms	Balance	Current	Over 30	Over 60	Over 90	Over 120
				2/14/2024	1/15/2024	12/16/2023	11/16/2023	Up to
				3/15/2024	2/13/2024	1/14/2024	12/15/2023	11/15/2023
NUGGET (Nugget Market)								
					Phone: (530)399-3361		Last Pymt: 9/27/2023 7,500.00	
32635	10/27/2023	30	3,429.50					3,429.50
NUGGET Totals:			3,429.50	0.00	0.00	0.00	0.00	3,429.50
								100.00 %
1 Invoice								
OASIS (Oasis Massage)								
					Phone: (831) 601-7597		Last Pymt: 7/14/2023 155.00	
31634	12/31/2023		46,350.00			46,350.00		
OASIS Totals:			46,350.00	0.00	0.00	46,350.00	0.00	0.00
								100.00 %
1 Invoice								
OVG (Ovations Fanfare, L.P. dba OVG Hospitality)								
					Phone: (626) 622-8825		Last Pymt: 3/8/2024 134,586.32	
32827	9/30/2023	30	72.00					72.00
32826	10/30/2023	30	308.50					308.50
32825	11/30/2023	30	752.83				752.83	
32832	12/30/2023	30	6,635.00			6,635.00		
32831	1/30/2024	30	4,699.50		4,699.50			
OVG Totals:			12,467.83	0.00	4,699.50	6,635.00	752.83	380.50
					37.69 %	53.22 %	6.04 %	3.05 %
5 Invoices								
PEPSICO (PepsiCo Beverage Sales, LLC)								
					Phone: 626-890-5592		Last Pymt: 2/2/2024 30,000.00	
31653	8/18/2023	30	33,962.00					33,962.00
PEPSICO Totals:			33,962.00	0.00	0.00	0.00	0.00	33,962.00
								100.00 %
1 Invoice								
RAGWAT (Raging Waters dba Festival Fun Parks)								
							Last Pymt: 5/31/2023 128,451.80	
31539	12/30/2022	30	58,821.74					58,821.74
RAGWAT Totals:			58,821.74	0.00	0.00	0.00	0.00	58,821.74
								100.00 %
1 Invoice								
RBPAC (R&B of the Pacific (Rock & Brews))								
					Phone: (408) 888-2250		Last Pymt: 12/31/2023 0.00	
18535	8/1/2018	0	12,500.00					12,500.00
18536	9/1/2018	0	12,500.00					12,500.00
18537	10/1/2018	0	12,500.00					12,500.00
18538	11/1/2018	0	12,500.00					12,500.00
18539	12/1/2018	0	12,500.00					12,500.00
23472	1/1/2019	0	12,500.00					12,500.00
23473	2/1/2019	0	12,500.00					12,500.00
23474	3/1/2019	0	12,500.00					12,500.00
23476	5/1/2019	0	12,500.00					12,500.00
23477	6/1/2019	0	12,500.00					12,500.00
23478	7/1/2019	0	12,500.00					12,500.00
23479	8/1/2019	0	12,500.00					12,500.00
23480	9/1/2019	0	12,500.00					12,500.00
23481	10/1/2019	0	12,500.00					12,500.00
23482	11/1/2019	0	12,500.00					12,500.00
23483	12/1/2019	0	12,500.00					12,500.00
26967	1/31/2020	30	12,500.00					12,500.00
26966	3/2/2020	30	12,500.00					12,500.00
27928	7/31/2021	30	12,500.00					12,500.00
29074	7/21/2022		3,151.50					3,151.50
31398	2/9/2023	0	5,761.23					5,761.23
32834	4/1/2023	0	12,500.00					12,500.00
31535	5/22/2023	0	8,555.00					8,555.00
32843	1/30/2024	30	9,023.72		9,023.72			

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Invoice Number	Due Date	Terms	Balance	Current 2/14/2024 3/15/2024	Over 30 1/15/2024 2/13/2024	Over 60 12/16/2023 1/14/2024	Over 90 11/16/2023 12/15/2023	Over 120 Up to 11/15/2023
RBPAC (R&B of the Pacific (Rock & Brews)) (continued)				Phone: (408) 888-2250 Last Pymt: 12/31/2023 0.00				
32844	1/30/2024	30	8,752.53		8,752.53			
32845	1/30/2024	30	6,030.03		6,030.03			
32846	1/30/2024	30	5,871.65		5,871.65			
RBPAC Totals:			297,145.66	0.00	29,677.93	0.00	0.00	267,467.73
					9.99 %			90.01 %
								27 Invoices
RECREA (Recreation Enterprises)				Last Pymt: 5/9/2023 25,000.00				
27916	3/10/2024	0	27,500.00	27,500.00				
RECREA Totals:			27,500.00	27,500.00	0.00	0.00	0.00	0.00
					100.00 %			1 Invoice
SACCOUNT (Sacramento County)				Last Pymt: 4/27/2023 24.27				
27283	9/23/2020	30	3,286.99					3,286.99
22701	12/31/2020		80,000.00					80,000.00
22702	7/4/2021	30	80,000.00					80,000.00
22703	7/4/2022	30	80,000.00					80,000.00
27869	5/1/2023	30	96.75					96.75
27868	7/31/2023	30	96.75					96.75
27867	10/31/2023	30	96.75					96.75
27866	1/31/2024	30	96.75		96.75			96.75
SACCOUNT Totals:			243,673.99	0.00	96.75	0.00	0.00	243,577.24
					0.04 %			99.96 %
								8 Invoices
SACFAIR (52nd District Agricultural Assn)				Last Pymt: 12/21/2023 6,429.00				
32852	9/30/2023	30	201.86					201.86
32850	10/30/2023	30	236.35					236.35
32851	11/30/2023	30	268.79				268.79	
SACFAIR Totals:			707.00	0.00	0.00	0.00	268.79	438.21
							38.02 %	61.98 %
								3 Invoices
SacVMarine (Sacramento Valley Marine Assn)				Phone: (916) 988-1704 Last Pymt: 5/12/2023 45,000.00				
31406	3/7/2024	0	47,500.00	47,500.00				
SacVMarine Totals:			47,500.00	47,500.00	0.00	0.00	0.00	0.00
					100.00 %			1 Invoice
SPAEMP (Hot Tub Emporium)				Phone: (916) 677-7319 Last Pymt: 1/29/2024 15,000.00				
32638	9/17/2023		819.50					819.50
SPAEMP Totals:			819.50	0.00	0.00	0.00	0.00	819.50
								100.00 %
								1 Invoice
SPRINT (T-Mobile (fka Sprint) / paid by Vertical Bridge)				Last Pymt: 2/13/2024 4,552.76				
28720	3/1/2024		4,552.76	4,552.76				
SPRINT Totals:			4,552.76	4,552.76	0.00	0.00	0.00	0.00
					100.00 %			1 Invoice
SUCKITU (Toucan/Suck It Up)				Phone: 909-301-7204 Last Pymt: 7/31/2023 51,643.61				
32950	7/31/2023		90.00-					90.00-
SUCKITU Totals:			90.00-	0.00	0.00	0.00	0.00	90.00-
								100.00 %
								1 Invoice
THISEVENTS (This Events, LLC)				Last Pymt:				
32596	10/9/2023		20,000.00					20,000.00

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Invoice Number	Due Date	Terms	Balance	Current 2/14/2024 3/15/2024	Over 30 1/15/2024 2/13/2024	Over 60 12/16/2023 1/14/2024	Over 90 11/16/2023 12/15/2023	Over 120 Up to 11/15/2023
THISEVENTS Totals:			20,000.00	0.00	0.00	0.00	0.00	20,000.00 100.00 %
1 Invoice								
VERIZO (American Tower (formerly Verizon))			Last Pymt: 5/25/2023 4,096.97					
27724	3/2/2024	30	4,096.97	4,096.97				
VERIZO Totals:			4,096.97	4,096.97	0.00	0.00	0.00	0.00
1 Invoice			100.00 %					
WALLD (Douglas E. Waller)			Phone: 916-681-3581 Last Pymt:					
01216	8/16/2009		886.60					886.60
WALLD Totals:			886.60	0.00	0.00	0.00	0.00	886.60 100.00 %
1 Invoice								
WESCON (West Coast Concessions Fairs, Inc.)			Phone: 805-712-5983 Last Pymt: 7/31/2023 73,586.63					
32980	7/31/2023		985.00-					985.00-
WESCON Totals:			985.00-	0.00	0.00	0.00	0.00	985.00- 100.00 %
1 Invoice								
WWAGER (Watch and Wager LLC)			Last Pymt: 3/29/2023 2,469.51					
31617	6/30/2023	30	10,264.50					10,264.50
32847	1/30/2024	30	314.90		314.90			
32848	1/30/2024	30	21,826.50		21,826.50			
WWAGER Totals:			32,405.90	0.00	22,141.40	0.00	0.00	10,264.50 31.67 %
3 Invoices			68.33 %					
Grand Totals:			2,038,033.32	139,080.67	305,768.62	59,071.23	1,167.96	1,532,944.84
50 Customers 146 Invoices			6.82 % 15.00 % 2.90 % 0.06 % 75.22 %					

* Calculated Balance shown is not Current Balance

C. REQUEST OF RELIEF OF ACCOUNTABILITY

INCLUDED IN STAFF REPORT

OLD BUSINESS - ROCK & Brews

State of California

California Exposition & State Fair
1600 Exposition Boulevard
Sacramento, CA 95815
Tel: (916) 263-3010

MEMORANDUM

Date: March 22, 2024
To: Board of Directors, California Exposition & State Fair
Via: Tom Martinez, Chief Executive Officer
From: Marcia Shell, Deputy General Manager
Subject: R & B of the Pacific, Inc.

BACKGROUND

In March of 2017, Cal Expo executed a 20-year agreement with R & B of the Pacific to build, equip, operate, and maintain a restaurant and family entertainment center, formerly known as Paradise Island, on the Cal Expo grounds. R & B engaged their design team to begin the process for renovation of the facility, which was most recently contracted to Fright Planet, a Halloween haunted house. The project was delayed from the start due to the illness of one of the project managers. Subsequently, there were delays in refurbishments of the interior compounded by a delay in the issue of a building permit. In March of 2020, Governor Newsom ordered that Cal Expo was to be closed to public events to curb the spread of the Covid-19. This closure included the R & B facility. The R & B restaurant closed for 16 months and opened on July 19, 2021 with some restrictions.

December 8, 2023

Scottlyn Hubbard, a guarantor of any obligation of the corporate debt of R & B, is requesting that the Board consider waiving all rents (and other amounts) owed for the sixteen-month period between Mar 12, 2020 and July 19, 2021. This amount is \$214,567.04. The basis for the request is that for sixteen months R & B was closed and unable to perform under the lease agreement. In the lease there is a Force Majeure clause that states:

Neither Party shall be liable to the other for any delay in or failure of performance, nor shall any such delay in or failure of performance constitute default, if such delay or failure is caused by "Force Majeure." As used in this section, "Force Majeure" is defined as follows: Acts of war and acts of God such as earthquakes, floods, and other natural disasters such that performance is impossible.

RECOMMENDATION

This communication is provided exclusively for informational purposes to keep the committee informed of ongoing operations with our business partner. Under board approval and direction, staff has applied the necessary journal entries to show credits pertaining to force majeure equaling \$214,567.04.

LONG RANGE PLANNING - NEW BUSINESS



LONG RANGE PLANNING and EXPOSITION FACILITIES & OPERATIONS

Notice of Regular Meeting

To Be Held

Friday, March 22, 2024 at 10:30 a.m.

In the Administration Building Boardroom

California Exposition & State Fair

1600 Exposition Blvd., Sacramento, CA 95815

COMMITTEE MEMBERS: Chair Rina DiMare
Director Arturo Barajas Director Kim Craig

MISSION STATEMENT

The mission of the Long Range Planning Committee shall be to review and make recommendations to the Board on policy matters related to maintaining the continuity and attention to the forward outlook of the 21st century California State Fair facility.

The mission of the Exposition Facilities & Operations Committee shall be to review and make recommendations to the Board on policy matters concerning rentals, shows & events, leases, and capital improvements and contracts that occur outside of the Annual State Fair event.

PUBLIC COMMENTS

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.

AGENDA

All matters noticed on this agenda, in any category, may be considered for action as listed. Any item not so noticed may not be considered.

NEW BUSINESS

- a. California Dreamin
- b. Deferred Maintenance Projects

- c. Renewable Energy Update
- d. Long-Term Planning

ADJOURNMENT

Date of Notice: March 12, 2024

Pursuant to the American 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 office, 1600 Exposition Boulevard, or by calling 916-263-3247, during normal business hours. Requests should be made one week in advance whenever possible.

a. CALIFORNIA DREAMIN

b. DEFERRED MAINTENANCE PROJECTS

MEMORANDUM

Date: March 19, 2024
To: Board of Directors
California Exposition & State Fair
Via: Tom Martinez, Chief Executive Officer
From: Mitch Pryor, Chief of Plant Operations
Subject: \$15 Million Deferred Maintenance Projects

DEFERRED MAINTENANCE HISTORY

Cal-Expo was given \$15 million dollar to fund deferred maintenance projects across the facility.

DEFERRED MAINTENANCE PROJECTS

The attachment of current and completed projects is attached.

RECOMMENDATION

This report is for information purposes. No vote is required.


\$15M Deferred Maint Projects Completed	
Reroof Buildings	\$ 5,715,782.00
Replacement and Rehabilitation of Water Wells	\$ 1,185,964.00
HVAC systems repairs/replacement	\$ 1,212,852.00
Gas Main Line and Valve	\$ 943,694.00
Electrical	\$ 123,969.00
Fire Alarm System/Sprinkler Replacement	\$ 975,559.00
Water Tower Paint	\$ 506,710.00
Asphalt and Paving	\$ 1,476,741.00
Door Replacement	\$ 579,742.00
Security Gates	\$ 133,797.00
IT/Fiber Optic/PA System	\$ 469,242.00
Water Tower Cathodic Protection	\$ 23,320.00
White Tent/Main Gate Fabric Roof Replacement	\$ 1,652,189.00
	\$ 14,999,561.00

Deferred Maintenance Project List Template

Department Name:	California Exposition & State Fair
Fiscal Year:	2018/2019
Deferred Maintenance Contact:	Robert W Murray Stroud, Chief of Plant Operations
Phone/Email:	(916) 263-4182 / rstroud@calexpo.com

The undersigned, on behalf of the Department, certifies and agrees:

This deferred maintenance project list was prepared under my supervision, or the supervision of other Department personnel for whom I am responsible, and to the best of my knowledge the information is accurate, correct, and complete.

Name of Department Representative:	Rick K. Pickering
Title:	Chief Executive Officer
Signature:	
Date:	8/30/18

Deferred Maintenance Project List Template Instructions

- Deferred maintenance projects should be listed in priority order and should include the following:
 - **Facility Location:** Should include the facility/district/unit name and address, and should NOT include acronyms.
 - **Project Title and Description:** Should include a meaningful description of the deferred maintenance project.
 - **Estimated Cost:** Estimated project cost.
- The cover page of the project list must be signed by a Department Representative (Deputy Director or above).

Department Name: California Exposition & State Fair

Facility Location	Project Title and Description	Estimated Cost
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Building Roofs - Reroof several old buildings throughout facility as determined by roofing assessment. Includes installation of appropriate safety equipment (fall protection) to access roofs safely per CalOSHA. Total estimated square feet of roofing systems: 226,000. <u>This cost would be considered Phase 1 of a larger overall roof deferred maintenance plan. Since there are more than 90 structures on the fairgrounds, Cal Expo intends to apply for additional deferred maintenance funding to address several remaining building structures in the following years.</u>	\$ 5,400,000
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Replacement of water well/emergency backup power systems - Cal Expo maintains its own water system, which is comprised of four wells, a water tower, and a distribution system. Replace inoperable water well and emergency back-up power system (continues operation in the event of a power loss).	\$ 800,000
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Heating Ventilation and Air Conditioning Systems (HVAC) - The current system used to control the HVAC units was installed over 20 years ago and is no longer supported by the HVAC industry. Replace and install cooling towers, swamp coolers, smaller units, and an energy management system (EMS) to meet current energy efficiency standards, which will save thousands of dollars annually. <u>Since there are numerous HVAC units at Cal Expo, this cost would be considered Phase 1 of a larger overall HVAC deferred maintenance plan.</u>	\$ 1,000,000
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Gas Main Line and Valves - Pacific Gas and Electric provides natural gas to one main meter on the Cal Expo facility. From the meter, Cal Expo runs its own gas lines to the buildings on the state fairgrounds, which resides on more than 350 developed acres. Replace and refurbish 50 year old gas lines and valves in order to limit gas leaks. <u>This cost would be considered Phase 1 of a larger overall gas deferred maintenance plan, given the size of the state fairgrounds.</u>	\$ 600,000
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Electrical - Refurbish electrical vaults and sub-vaults, replace electrical panels. <u>Again, this cost would be considered Phase 1 of a larger overall electrical deferred maintenance plan.</u>	\$ 1,000,000

California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Fire Alarm System - Replace outdated fire alarm systems. <u>This cost would be considered Phase 1 of a larger overall fire protection deferred maintenance plan.</u>	\$	1,200,000
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Paint (Pavilion and Water Tower) - Repaint the Water Tower and the Pavilion to protect the structures from the environmental elements and maintain the structural integrity. <u>Given the number of structures at Cal Expo, this cost would be considered Phase 1 of a larger overall painting deferred maintenance plan.</u>	\$	300,000
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Asphalt and Paving - Cal Expo has hundreds of acres of paved parking lots, internal fair grounds, and interior/covered areas, of which an estimated 70% of the asphalt is in need of replacement or seal coating. Repair and replace asphalt as needed throughout grounds. <u>This cost would be considered Phase 1 of a larger overall asphalt/paving deferred maintenance plan.</u>	\$	3,300,000
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Door Replacement - Cal Expo has several original door systems that are not functioning properly, which has caused a high level of building heating and cooling inefficiencies. Types of doors include store front, roll-up, and large glass electronic doors. Replace inoperable/inefficient doors throughout facility and also comply with current ADA standards. Cal Expo intends to address additional door replacements in other building structures in the year(s) ahead which will also allow the state fairgrounds to be compliant with modern ADA standards.	\$	600,000
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Security Gates - Cal Expo has dozens of vehicular egress/ingress gates that surround the facility for both public, employee, and emergency response use. The automated gates continually fail as they have not been modernized or updated in decades. Cal Expo intends to repair four of the most pressing security gate systems, and will seek to address other gate systems in future deferred maintenance funding requests. Replace inoperable security gate systems.	\$	50,000
California Expo/State Fair, 1600 Exposition Blvd. Sacramento, CA 95815	Fiber / PA System - Cal Expo currently has a facility-wide PA emergency announcement system, which is now 25 years old. The technology for the system is outdated and the system does not work properly anymore. Over the years, Cal Expo has patched the underground fiber to connect the fire alarm system, PA system, computer system, and most recently a security surveillance camera system. Replace inadequate and outdated underground fiber and switch enclosures and restore network bandwidth to appropriate levels.	\$	750,000
	Total	\$	15,000,000

C. RENEWABLE ENERGY UPDATE

MEMORANDUM

Date: March 15, 2024
To: Board of Directors
California Exposition & State Fair
From: Tom Martinez, Chief Executive Officer
Subject: Long-Term Renewable Energy Outlook

On the heels of Governor Brown’s clean energy plan for the State of California, Governor Newsom released an update on the state’s clean energy progress and an implementation plan to reach these goals. This is an update to the Board on Cal Expo’s plans to reach these goals.

HISTORY

In September 2018, Governor Brown enacted California Executive Order B-55-18, requiring all State of California agencies to achieve carbon neutrality by 2045. In September of 2020, Governor Newsom established executive order N-19-19 with the goal of making all California vehicles emissions free by 2035. This will help put the state on a path to carbon neutrality by 2045.

In 2000, Sacramento Municipal Utility District (SMUD) installed almost 14,000 solar photovoltaic modules in the main parking lot of Cal Expo. At the time, it was the world’s largest solar parking lot. Each cantilevered structure has three rows of PV panels. Each of the 20 arrays, made up of 685 modules, is 130 feet long, 42 feet wide and 14 feet high. The project was installed under SMUD’s PV Pioneer I program, where the utility retains ownership of the solar equipment that feeds renewable energy directly to the power grid.

Prior to the pandemic, Cal Expo collaborated with the Department of General Services (DGS) as part of a formal Energy Services Company (ESCO) project. As part of its ESCO initiative, DGS prequalified an external company, Apollo, to assess energy usage at Cal Expo and to recommend facility retrofits for improved cost efficiency and enhanced monitoring systems. Following the submission of Apollo’s proposal, it was reviewed by Cal Expo’s Board and Staff. They determined that the financial implications of Apollo’s recommendations were imprudent. DGS also dismissed Apollo’s proposal, deeming it cost-ineffective. For instance, Apollo’s suggestions included the purchase of new equipment with a payback period of 20 to 30 years, despite having an expected lifespan of only 10 to 15 years, rendering the equipment obsolete before the costs could be recuperated.

CURRENT INFRASTRUCTURE

Cal Expo operates two distinct photovoltaic (PV) systems:

1. The initial PV installation, situated in Parking Lot B, was completed in 2000 as a demonstration project entirely funded by SMUD. These elevated solar panels near the Main Gate have since provided approximately 440 KW annually. As a result of this project, Cal Expo gained early recognition in green energy adoption, benefited from shaded parking, an enhanced lighting system attached to the panel structures, and additional parking space creation. The initial partnership with SMUD concluded in 2009, transitioning to an annual agreement thereafter. In 2014, SMUD's analysis indicated that the panels yielded about \$40,000 in annual electricity, with a degradation rate of approximately 1% per year. Under the original terms, SMUD is set to transfer ownership of the equipment to Cal Expo at no cost. However, Cal Expo would incur an estimated \$80,000 expense to integrate the system into its grid at the Main Carnival Lot. Alternatively, Cal Expo could compel SMUD to dismantle the aging installation and restore Parking Lot B, at an estimated cost of \$1 million to SMUD. To date, SMUD has declined to cover the \$80,000 needed for Cal Expo to adopt the existing energy setup.
2. The second PV system was installed atop the Race Horse Training Barns in 2001. A significant portion of the equipment was provided by SMUD, and Cal Expo secured a \$300,000 no-interest loan from the CDFR, which also contributed a \$200,000 grant to the project. Designed to generate about 650 KW annually, this net metering initiative allows Cal Expo to utilize all the energy produced, directly benefiting the barn area. Surplus energy feeds back into SMUD's grid, which in turn deducts the value from Cal Expo's electricity bills. This arrangement results in an estimated annual saving of \$60,000 for Cal Expo on its electricity expenses for the barn area.

EMERGENCY RESPONSE

Cal Expo has significantly enhanced its emergency response capabilities to support the State of California and the Sacramento Region, especially evident during the COVID-19 pandemic. The facility was extensively utilized by state and local governments for various pandemic-related functions. In collaboration with FEMA and the City of Sacramento, Cal Expo dedicated parts of its fairgrounds as an isolation facility for unhoused individuals at risk of COVID-19. Early in the pandemic, it established the region's first indoor drive-through testing site, and as vaccines became available, it transitioned into a primary vaccination center for essential workers, eventually being designated as a "Super-Vaccination Site." This site managed a drive-through vaccination program with ten lanes, in partnership with the County of Sacramento and the National Guard, delivering up to 5,000 vaccinations daily through Kaiser Permanente's operations on the premises. Additionally, Cal Expo supported the County's mobile vaccination efforts, housing and restocking six vaccination trucks and vans.

Beyond pandemic response, Cal Expo has been instrumental in broader emergency services. It serves as a designated emergency back-up government seat for the State of California, a National Pharmaceutical Stockpile location for Northern California, and a

Tsunami Recovery Center for the San Francisco Bay Area. It functions as a regional evacuation center for both people and animals and a crucial distribution hub during natural disasters. During peak wildfire seasons, Cal Expo collaborates with various emergency services and agencies to coordinate response efforts. It has also hosted over 1,000 National Guard troops during periods of civil unrest and serves as a regional law enforcement command center and mass booking jail facility.

Cal Expo lends its resources, including equipment and personnel, to other state agencies, fairgrounds, and evacuation centers, supporting a range of events and emergency needs. Notably, it provides potable water from its Water Tower, which proved vital during emergencies like the Camp Fire, with its RV Parks housing displaced families. Through these diverse roles, Cal Expo has become an integral part of the region's emergency response and community support infrastructure.

Since Cal Expo is integrated into the city's power grid, it experiences power outages concurrently with the rest of the city. This connectivity to the grid poses a significant limitation, as the loss of power prevents Cal Expo from fulfilling its emergency response functions.

FUTURE

The California Energy Commission offers a variety of funding opportunities to advance the state's transition to clean energy and transportation through innovation, efficiency, and the development and deployment of advanced technologies. Even though Cal Expo is self-funded and would benefit greatly from these programs, because it is classified as a State Agency, it is unable to apply for these funding opportunities.

Looking ahead, we have initiated discussions with stakeholders to explore approaches to achieve our renewable energy objectives. This includes:

- Identifying potential uses for the existing, outdated solar canopy infrastructure.
- The Board look into potentially removing the outdated canopy in Parking Lot B and transitioning our efforts towards the roofs of our largest buildings to supply immediate benefits to those areas requiring power during emergencies.

RECOMMENDATION

This is still a number of years away, but I wanted to bring it to the Board's attention as we strive meet the state's ambitious climate goals as laid out by Governor Newsom. I plan to give to the Board periodic updates on Cal Expo's progress.

d. LONG-TERM PLANNING

State of California

California Exposition & State Fair
1600 Exposition Boulevard
Sacramento, CA 95815
Tel: (916) 263-3010
Fax: (916) 263-7903

MEMORANDUM

Date: March 18, 2024
To: Board of Directors
From: Tom Martinez, Chief Executive Officer
Subject: Current Partners

This report is provided solely for informational purposes to update the Long Range Planning and Exposition Facilities & Operations Committee on the existing revenue-generating partnerships currently operating at Cal Expo.

PARTNERSHIP OVERVIEW

Cal Expo is actively engaged in various collaborative partnerships that contribute significantly to its revenue generation. Below are the details of the current revenue-generating partnerships at Cal Expo:

- Partnership with Silverwood Entertainment, LLC (California Dreamin'):**
This collaboration integrates state-of-the-art technology and top-tier Location Based Entertainment (LBE) centers. Silverwood Entertainment is renowned for its forward-thinking approach, introducing groundbreaking technology and proprietary attractions. The company boasts over two centuries of collective experience, demonstrating a significant history of innovating new business models in collaboration with national iconic brands and revitalizing industry standards. The partnership has facilitated the leasing of space for a waterpark, underlining the next phase in experiential entertainment evolution. The lease duration extends from August 1, 2023, to December 31, 2033, spanning a decade. Presently, the construction of the waterpark is in progress, with the inauguration date yet to be determined.
- Partnership with Rock & Brews:**
In the early months of 2016, Cal Expo engaged in discussions with representatives from Rock & Brews regarding the establishment of a franchised establishment. This initiative was proposed to occupy a leasehold interest situated on the Southwest corner of Exposition/Arden/Ethan. Rock & Brews is renowned for its superior American comfort cuisine, a selection of classic favorites, and a distinguished variety of international and local craft beers. This collaboration materialized into a formal agreement on March 15,

2017, which is scheduled to remain in effect until December 31, 2036.

3. **Partnership with the Sacramento Republic FC (SRFC):**

Sacramento Republic FC has a partnership with Cal Expo to lease Heart Health Park, the SRFC's official home pitch. Situated on the expansive grounds of Cal Expo, the stadium is not only home to numerous soccer matches, but also hosts a variety of other sporting events and concerts. Owned and operated by Cal Expo, Heart Health Park is a hub of activity and entertainment year-round, attracting both locals and tourists. Heart Health Park boasts a slew of amenities beyond its main soccer pitch, including concessions, exclusive merchandise stalls, VIP areas, field seating, a lively beer garden, and a host of engaging activities suitable for attendees of all age groups. Sacramento Republic FC's inaugural match at Cal Expo took place on June 20th, 2014, and the current terms for the next season are currently being worked out.

4. **Partnership with Watch and Wager, LLC (W&W):**

Initiated in August of 2012, this agreement authorized W&W to conduct harness meets at Cal Expo. Notably, W&W is the sole Harness Racing entity west of the Mississippi, hosting approximately 50 days (nights) of live racing annually from November to May. The initial agreement duration was from August 2012 through May 2017, including an option for extension without a predefined period. In May of 2022, the contract was extended by the Board, prolonging the engagement until May 2030.

RECOMMENDATION

This communication is provided exclusively for informational purposes to keep the committee informed of ongoing operations of our business partnerships. Should there be any interest from new partners, we will promptly update your committee accordingly. Our commitment is to maintain open and timely communication regarding potential new collaborations.



Notice of Meeting

California Exposition & State Fair
Meeting of the Board of Directors

To Be Held

Friday, March 22, 2024, 11:15 a.m.

In the Administration Building Boardroom at

California Exposition and State Fair

1600 Exposition Boulevard

Sacramento, CA 95815

Willie Pelote, Chair

Kim Craig, Vice Chair

Arturo Barajas, Director

Sonney Chong, Director

Rina V. DiMare, Director

Che Salinas, Director

Nick Hardeman, Director

David Mallel, Director

Brian May, Director

EX OFFICIO MEMBERS

Governor Gavin Newsom

Senator Angelique Ashby

Senator Melissa Hurtado

Assembly Member Kevin McCarty

Assembly Member Esmeralda Soria

112 days to California State Fair (July 12-28, 2024)

This notice is also available on the Internet at: www.CalExpoStateFair.com

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 – Public Meeting

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. INTRODUCTION OF GUESTS & STAFF

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 a future meeting.

6. CONSENT AGENDA

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

- a. Approval of Board Meeting Minutes for January 26, 2024
- b. Approval of Committee Meeting Minutes for January 26, 2024
- c. Service Contracts/Purchase Orders Requiring Board Notification/Approval

7. COMMITTEE/STAFF REPORTS

- a. Executive Committee (Chair Pelote)
- b. Finance Committee (Chair May)
- c. Long Range Planning & Expo Facilities & Operations (Chair DiMare)

8. NEW BUSINESS

- a. 2025 Annual State Fair Dates
- b. OVG 360 – 2024 MOU

9. MATTERS OF INFORMATION

- a. CEO Comments
- b. Directors Comments/Agenda Items for Future Meetings
- c. Next Board Meeting **Friday, April 26, 2024**
- d. Other, if any

10. ADJOURNMENT

Date of Notice: March 12, 2024

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.

CONSENT AGENDA



CALIFORNIA EXPOSITION & STATE FAIR
LEGISLATIVE and HORSE RACING COMMITTEE

Committee Meeting Minutes
Friday, February 23, 2024
9:30 a.m.

MINUTES

Committee Members Present:

Che Salinas, Chair
Director Kim Craig
Director Nick Hardeman

Staff Present:

Chief Executive Officer (CEO)
Chief Deputy General Manager (CDGM)
Recording Secretary

Tom Martinez
Matt Cranford
Sue O'Brien

Committee Chair Salinas called the Legislative and Horse Racing Committee Meeting to order at 9:30 a.m. and dispensed with reading the Mission Statement and Public Comments Statement. Roll was taken and quorum was present.

Staff Reports

- a. Legislative Update
- b. Year Around Horse Racing

CEO Martinez reviewed the staff report and letter from CARF with the Committee. The letter from CARF stated "that after final review of all financial capital improvement requirements and review of operational on-site requirements it was clear that Pleasanton was better suited for immediate implementation of this plan."

Chris Scheck from Watch & Wager spoke to the Committee about AB 3261. This bill would release the cap on imported races. Watch & Wager is against this bill.

ADJOURNMENT

The Legislative and Horse Racing Committee meeting adjourned at 9:41 a.m.



**CALIFORNIA EXPOSITION & STATE FAIR
ANNUAL STATE FAIR COMMITTEE**

Committee Meeting Minutes
Friday, February 23, 2024
9:50 a.m.

MINUTES

Committee Members Present:

Sonney Chong, Chair
Director Arturo Barajas
Director Nick Hardeman

Staff Present:

Chief Executive Officer (CEO)
Chief Deputy General Manager (CDGM)
Recording Secretary

Tom Martinez
Matt Cranford
Sue O'Brien

Committee Chair Chong called the Legislative and Horse Racing Committee Meeting to order at 9:50 a.m. and dispensed with reading the Mission Statement and Public Comments Statement. Roll was taken and quorum was present.

Staff Reports

a. un common 2024 State Fair Campaign

Amber Williams, Brantley Payne and Siobhann Mansour presented un common's 2024 State Fair Campaign, "State of Awe" Brantley Payne went into details regarding the messaging, posters, billboards. He added this is just the beginning of the ideas for CSF 2024 and mentioned that they have already started 2025 campaign.

Chief Deputy General Manager Cranford reported that this year we have received 197 entries for Olive Oil competition. This is up 40% over pasted years. CEO Martinez went on to explain that since COVID entries have been down. However, we received entries from all 58 counties in the State of California for the 2023 CSF which was a great accomplishment. This year we have olive oil entries from 29 counties and with the fine art competition they will cover the rest of the counties. The wine competition has 11 new wineries represented already this year. Of course, there will be more grounds entertainment along with bring back the Speak Easy lounge/bar with a live ban.

CEO Martinez reported out on concerts from last year and what was learned and what's planned for this year. Some changes in seating and additional beverage stations. The social media screens worked well last year and will probably be expanding these social media screens for this year. This year we will be making our website more user friendly. In discussion with some other State Fairs, we've learned that they don't have apps for their Fair's. They use their websites.

ADJOURNMENT

The Annual State Committee meeting adjourned at 10:25 a.m.

CALIFORNIA EXPOSITION & STATE FAIR

Minutes of the Board of Directors Regular Meeting

Held Pursuant to Due Notice
February 23, 2024

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

Directors Present

Director Willie Pelote, Chair
Director Kim Craig, Vice Chair
Director Arturo Barajas
Director Sonney Chong
Director Rina V. DiMare
Director Nick Hardeman
Director David Mallel
Director Brian May
Director Che Salinas

Executive Staff Present

Tom Martinez, Chief Executive Officer
Matt Cranford, Chief Deputy General Manager
Marcia Shell, Deputy General Manger Expo Events
Sue O'Brien, Recording Secretary

Staff and Guests

Alex Alcantar, Business Development
Diana Barrios, Accounting Manager
Pat Conner, IT Manager
Craig Walton, Chief of Police
Stephanie Dyer, HR Manager
Annie Donahey, Executive Staff
Kameni Gandher, IT Staff
Michael Beller, Arden Business Alliance
Steve Dooner, California Dreamin
Darla Givens, Media
Brian, Honebein, Event Partnership
Corey Brandt, OVG
Carla Miller, OVG 360
Damon Berry, OVG 360
Christopher Scheck, Watch & Wager
Susanne Fox, Hollywood North Movie Studio

1. CALL TO ORDER – Public Meeting

Chair Pelote called the public meeting to order at 10:30 a.m. Chair Pelote read the Mission Statement and the Policy Statement into the record.

2. ROLL CALL

Roll call was taken and a quorum was present. The Board convened into Closed Session at 10:35 a.m. The Public Meeting will resume at 11:30 a.m.

3. Closed Session

- a. Pursuant to Government Code Section §11126(c)(7)(A), the Board will convene into closed session for the purposes of discussing matters of real property negotiations.

4. RESUME PUBLIC MEETING

- a. Report out of Closed Session, if needed.
Public meeting resumed at 11:32 a.m. Chair Pelote reported out that no action was taken.

5. PLEDGE OF ALLEGIANCE

Chair Pelote asked Director Craig to lead the Board and Staff in the Pledge of Allegiance.

6. INTRODUCTION OF GUESTS & STAFF

Chair Pelote asked the Deputy General Manager Shell introduced guests and staff that were in the audience.

7. 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 a future meeting.

8. CONSENT AGENDA

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

- a. Approval of Board Meeting Minutes for January 26, 2024
- b. Service Contracts/Purchase Orders Requiring Board Notification/Approval

MOTION:

Chair Pelote asked for a motion approve the consent agenda. Vice Chair Craig moved the motion. Director Chong seconded the motion. Discussion – None
Chair Pelote asked for a roll call vote: Director Barajas, yes; Director Chong, yes; Director DiMare, yes; Director Hardeman, yes; Director Mallel, yes; Director May, yes; Director Salinas, yes; Vice Chair Craig, yes; Chair Pelote, yes. **Motion passes unanimously.**

9. COMMITTEE/STAFF REPORTS

a. Legislative & Horse Racing Committee

Director Salinas reported that the committee received a staff report from staff regarding updates from the California Association of Racing Fairs (CARF) and their plans for the future of Horse Racing at Cal Expo.

b. Interim Events Report

Ms. Shell reviewed the interim events report with the Board. She noted that in 2023 the months of January, September and December were over \$500,000. in income. She noted the change in our Food & Beverage income since there was a change in the contractor/operator.

c. Annual State Fair Committee

Chief Deputy Manager Cranford gave a summary of the un/common presentation, Olive Oil competition, the exhibits and the plans for the 2024 State Fair.

10. OLD BUSINESS

a. Future Fair Dates

Chief Deputy General Manager Cranford reviewed the staff report with the Board of Directors. He explained how the middle of August or middle of September are looking favorable. He is asking the board for guidance and direction to begin negotiations with the Carnival Company and others.

Board Discussion: Director Mallel is wondering why we would go back to dates that we had before? Director May asked about our Carnival provider and any issue with horse racing dates. Director DiMare asked about the Livestock kids missing school for State Fair. Director Salinas noted that changing dates maybe changing the fair. CEO Martinez stated that Cal Expo has been exploring the idea of changing dates for a while. Any dates that are looked at are usually on top of someone. We have to look at what is best for Cal Expo. Chief Deputy General Manager Cranford mentioned that talking with our Partners for State Fair, many of them are already scheduling routes for the next 5 – 10 years. Rebranding and getting the message out will take a couple years making the date change difficult to do in 2025. He asked the Board if they wanted to keep the same dates in July and adjust the opening/closing times or do they want to overlap fair dates with Alameda and risk losing some vendors. Director Chong suggested to keep the 2025 dates and adjust the times while working on a plan for 2026.

b. SRFC 2023 Agreement

Chair Pelote asked for a motion to approve the SRFC 2023 Agreement.

MOTION:

Director Salinas made a motion to adopt the proposal as provided in the board materials. Director Hardeman seconded the motion. Discussion – Director Mallel stated that Cal Expo had been subsidizing SRFC under a different contract with another party involved to be here at Cal Expo.

Moving forward I am glad to see Cal Expo is not at a net negative. Chair Pelote asked for a roll call vote: Director Barajas, yes; Director Chong, yes; Director DiMare, yes; Director Hardeman, yes; Director Mallel, yes; Director May, yes; Director Salinas, yes; Vice Chair Craig, yes; Chair Pelote, yes.
Motion was adopted, unanimously.

11. CORRESPONDENCE

a. Letter from JJ La Britt

It was noted that this letter was addressed to the Board of Directors and in their board materials for information only.

12. MATTERS OF INFORMATION

Please note that unless you were speaking into your mic it was hard to understand your comments.

a. CEO Comments

CEO Martinez noted that there have been legislative committee change in the Capitol and will be supply board materials to the Ex Officio Members. Thanked staff for their hard work and thanked the board for their patience. Lastly, thanked our Chief of Police who is out here in good weather and stormy weather.

b. Directors Comments/Agenda Items for Future Meetings

Director DiMare – Thanks for the great job.

Director Chong – Thanks to everyone.

Director Mallel – Want to thank everyone. See everyone at Fair this summer.

Director Barajas – Thanks everyone and Director Mallel thank you for your leadership.

Director May – Thank you David for your work. Welcome Director Hardeman and Thank you staff.

Director Salinas – Appreciate our staff

Vice Chair Craig – Thank you to Director Mallel and thanks to staff for getting the board packets out in a timely manner.

Chair Pelote – Agree with what everyone else has said.

c. Next Board Meeting **March 22, 2024**

d. Other, if any

13. ADJOURNMENT

The Board of Directors meeting was adjourned at 12:40 p.m.

California Exposition & State Fair

PURCHASE ORDERS

February 16, 2024 to March 15, 2024
From \$15,000 to \$99,999 (rounded) [Requiring Notification](#)

Vendor/Merchant	Amount
Amlon Industries, Inc. <ul style="list-style-type: none">2024 State Fair Thermal Ticket	\$24,458
Ewing Irrigation Products, Inc. <ul style="list-style-type: none">Heart Health Park – turf coverings	\$75,619
Brown United, Inc. <ul style="list-style-type: none">Heart Health Park – stage renovation project (parts, electrical)	\$96,092

SERVICE CONTRACTS

February 16, 2024 to March 15, 2024
From \$15,000 to \$99,999 (rounded) [Requiring Notification](#)

Contractor	Amount
Bartell Noll dba All-Alaskan Racing Pigs <ul style="list-style-type: none">2024 State Fair – Grounds Entertainment Act	\$24,650
Brown United, Inc. <ul style="list-style-type: none">Heart Health Park – stage renovation project, removal of existing and installation of new electrical system	\$39,911
July 21 – Big Name Concert Artist – TBA <ul style="list-style-type: none">Toyota Concert Series	\$65,000
Area Portable Services, Inc. <ul style="list-style-type: none">Portable restroom and handwashing station servicesTerm: 4/1/24 through 3/31/2026 (2 years)	\$77,620 (\$38,810/yr.)
Quiet Events, Inc. <ul style="list-style-type: none">2024 State Fair – Silent Disco Exhibit	\$84,369

Upcoming Solicitations (estimated through May 2024)

Invitation for Bid (IFB)

- Concert Stage Security services
- Heart Health Park: Equipment rental services

Request for Proposal (RFP)

- State Fair Entertainment Booking services

COMMITTEE/STAFF REPORTS

a. EXECUTIVE COMMITTEE

COMMITTEE CHAIRS TO REPORT OUT FROM COMMITTEE MEETING

b. FINANCE COMMITTEE

COMMITTEE CHAIRS TO REPORT OUT FROM COMMITTEE MEETING

C. LONG RANGE PLANNING

COMMITTEE CHAIRS TO REPORT OUT FROM COMMITTEE MEETING

NEW BUSINESS

a. 2025 ANNUAL STATE FAIR DATES

State of California

California Exposition & State Fair
1600 Exposition Boulevard
Sacramento, CA 95815
Tel: (916) 263-3010
Fax: (916) 263-7903

MEMORANDUM

Date: March 8, 2024
To: Board of Directors
Via: Tom Martinez, Chief Executive Officer
From: Matt Cranford, Deputy General Manager
Subject: 2025 Fair Dates

The July 18 – Aug 3rd, 2025 California State Fair Dates are presented to the Board for Approval.

HISTORY

In 2009, the California State Fair rescheduled its dates from August to July to better accommodate young attendees who previously could not participate during the school year.

The current date structure format for the California State Fair (CSF) designates its concluding weekend to coincide with the last complete weekend of July annually, although sometimes it concludes in the first weekend of August. This approach ensures that the Fair spans the entirety of the latter half of July. The State Fair represents the primary source of income for Cal Expo. Key participants, including carnival operators and food vendors, depend on the CSF as a pivotal or highest-grossing event, often planning their schedules over a year in advance to align with it.

The 2024 California State Fair is set for July 12 to July 28.

RECOMMENDATION

Staff recommendation is to approve the **July 18 – Aug 3rd, 2025** dates for the 2025 California State Fair.

b. OVG 360 - 2024 MOU

MEMORANDUM

Date: March 15, 2024
To: Board of Directors
California Exposition & State Fair
Via: Tom Martinez, Chief Executive Officer
From: Matt Cranford, Chief Deputy General Manager
Subject: Oak View Group 360 – Facility Management

In 2022, Oak View Group (OVG) successfully completed a merger with Spectra, entailing two primary components: assuming responsibility as the master food and beverage concessionaire, and managing the Heart Health Park sports field facility. Subsequent to this merger, OVG Hospitality was established to fulfill the role of Master Food & Beverage Concessionaire. Concurrently, OVG360 was instituted as the facility management division within OVG, specifically overseeing Heart Health Park. This arrangement was formalized through an emergency Memorandum of Understanding (MOU), designating OVG360 as the entity responsible for the daily operational management of the sports field beginning January 1, 2023.

OVG360 BACKGROUND

OVG360, a division of Oak View Group, is a full-service venue management company that helps client-partners reimagine the sports, live entertainment, and convention industries for the betterment of the venue, employees, artists, athletes, and surrounding communities. With a portfolio of client-partners spanning arenas, stadiums, convention centers, performing arts centers, cultural institutions, and state fairs around the globe, OVG360 provides a set of services, resources and expertise designed to elevate every aspect of business that matters to venue operators. Service-oriented and driven by social responsibility, OVG360 helps facilities drive value through excellence and innovation in booking and content development, sustainable operations, public health, and public safety, and more.

OVG360 commenced its search for a facility General Manager in January and February, presenting multiple candidates for interviews with the Cal Expo Executive staff. This process enabled staff involvement in selecting a suitable candidate for sports field management. After several months, a decision was made, and the new general manager commenced duties in early April. Before filling this role, Rick Hontz of OVG worked on behalf of Cal Expo and OVG to negotiate an agreement with Sac Republic FC. Following weeks of negotiation, Rick was ready to have an agreement signed between Cal Expo and SRFC, with the contract term being the final point of contention. Cal Expo favored a one-year initial term, while SRFC insisted on a multi-year contract, leading to an impasse.

In the absence of a formal agreement between Cal Expo and SRFC, OVG continued managing the field, coordinating with SRFC for its requirements. Concurrently, Cal Expo engaged in ongoing negotiations with OVG360 regarding the emergency operating MOU for 2024 to facilitate the operational work required for SRFC games at the multi-use sports and entertainment venue.

STAFF RECOMMENDATION

Staff recommends that the new, emergency operating MOU between Cal Expo and OVG360 be approved for the **2024** calendar year.