

BOARD OF DIRECTORS MEETING

July 17, 2007

The 30th District Agricultural Association Board of Directors was called to order at 1:03 p.m. in the Board Room on the Fairgrounds.

Director Shelley Macdonald, Vice President of the Board opened the meeting stating some of you filled out the Speaker's Request Forms and there was a question last month as to whether the Speakers' Request Form can be required. The forms are not necessarily required, but requested so staff can get the correct spelling and names in the minutes. Vice President Macdonald requested anybody wishing to address the Board that has not completed a Speaker's Request Form, please make sure you give staff the correct spelling of your name so it will be correct in our minutes

ROLL CALL - APPROVE DIRECTORS ABSENCES: Present were Directors Shelley Macdonald, Greg O'Sullivan, Rich Mehling, John Rayl, Farrell Shatswell. Director Cindy Brown arrived at 1:15 p.m. It was moved by Director Rayl, seconded by Director Shatswell, and carried to approve the absences of Director Bev Ross who was on vacation, Director Hazel Brown who was working out of town, and Director John Growney.

INTRODUCTION OF STAFF/GUESTS: Mark Eidman, CEO, and Carol Hanson, Business Assistant, John Gentry, Fair Publicist/Fair Entertainment Coordinator, Mike Dudley, Red Bluff Round-Up Association, Joe Froome, J&K Motorsports, and Walter Dodd, Tehama County Democratic Central Committee.

APPROVE JUNE 19, 2007 BOARD MINUTES: Director O'Sullivan asked if the minutes were posted at the same time to the website. Business Assistant Carol Hanson replied normally they are, but they were late this month. Director O'Sullivan asked if the minutes were to be posted 3 days prior to the meeting. Business Assistant Carol Hanson replied, yes. It was moved by Director Shatswell, seconded by Director Mehling, and carried to approve the June 19, 2007 as mailed.

PUBLIC COMMENT: There was no public comment at this time.

CONSENT CALENDAR: It was moved by Director Mehling, seconded by Director Shatswell, and carried to approve consent calendar "a, b, c.1 and c.3", and pull "c.2, d.1 and d.2" for discussion.

a. Approve Refunds

- 1. IR07-49 Maria Carrasco** - Renter paid \$250.00 refundable damage deposit on Apr 23, 2007, Rec #28330. There were no damages sustained during the event. Renter is entitled to full refund. Total Refund \$250.00 - Ck #21126 - Jun 23, 2007
- 2. IR07-50 Louisiana Pacific** - Renter paid \$100.00 refundable damage deposit on Apr 2, 2007, Rec #28292. There were no damages sustained during the event. Renter is entitled to full refund. Total Refund \$100.00 - Ck #21127 - Jun 21, 2007
- 3. IR07-52 Martin Renteria** - Renter paid \$250.00 refundable damage deposit on Jun 11, 2007, Rec #28509. Damages were sustained during the event and Renter was charged \$147.00 for damages. Renter is entitled to a refund of \$103.00. Total Refund \$103.00 - Ck #21160 - Jun 26, 2007
- 4. IR07-55 Rosa Ascensio** - Renter paid \$250.00 refundable damage deposit on May 23, 2007, Rec #28403. There were no damages sustained during the event. Renter is entitled to full refund. Total Refund \$250.00 - Ck #21191 - Jul 3, 2007

b. Approve 2nd Quarter Contracts - a report that lists all the F-31, STD210 and STD213 contracts processed for the 2nd quarter, regardless of the dollar amount and sent to F&E each quarter. This report is included in the Board packets and reviewed by the Board. A copy of this report is on file in the Fair office and available for review.

c. Approve Contracts

- 1. Interim Rental #07-88 Bureau of Land Management** hold Burro Auction and a Donkey & Mule Show in the Pauline Davis Pavilion and Bull Sale Arena October 13 & 14, 2007. The Fair will receive \$1,400.00 rental fee plus stall rental, cleaning fees and rotterra usage. Renter will pay a \$150.00 refundable damage deposit. Renter will provide proof of \$1,000,000.00 liability insurance.
- 2. Interim Rental #07-90 Shasta Speedway, Inc. dba B C Promotions** to hold Go-Kart Racing October 20, 2007 through March 16, 2008. Rental rate is 15% of all gross admission sales, pit passes, food, drink and material concessions or \$500.00 minimum per race, whichever is greater plus \$100.00 cleaning fee plus \$64.00 dumpster fee. Renter will provide proof of \$3,000,000.00 liability insurance.
- 3. Interim Rental #07-95 Shasta Team Penning Association** to hold a Team Penning in the Bull Sale Arena every Tuesday, Thursday, Friday or Sunday from October 21, 2007 through March 30, 2008. The Fair will receive \$150.00 rental fee per event on week days and \$300.00 rental fee per event on week-ends. Renter will provide proof of \$1,000,000.00 liability insurance.

c. Approve Contracts - continued:

Director O’Sullivan stated he pulled item c.2 Interim Rental #07-90 Shasta Speedway, Inc. dba B C Promotions mainly because the Board never hears anything from the promoter Bob Carrel and Director O’Sullivan wanted to acknowledge Mr. Carrel for all he does at the fairgrounds. Director O’Sullivan was hoping Mr. Carrel would be attending this meeting so the Board could tell Mr. Carrel they appreciate his 26th year with the fairgrounds. Director O’Sullivan conveyed Mr. Carrel is one of those renters who is dependable and always here. Director O’Sullivan also stated he wanted to ask Mr. Carrel if there is anything the Fair should be or could be doing. Manager Eidman conveyed if you exit out the back gate you will see where Mr. Carrel has spent about \$20,000.00 in the last 3 weeks paving and brought in some fill dirt in the back directly East of Barn G. These improvements will largely benefit Mr. Carrel’s event, but it will also benefit other renters who use the Trinity Parking Lot. Director O’Sullivan stated it looks 100% better. Following additional discussion it was moved by Director O’Sullivan, seconded by Director Mehling and carried to approved item c.2 Interim Rental #07-90 Shasta Speedway, Inc. dba B C Promotions contract.

d. Approve June/July Paid Bills - Manager Eidman reviewed paid bills for June and July. Director Macdonald listed the bills presented for approval which are over Manager Eidman’s \$5,000 approval limit authorized by the Board:

1. CFSA - General Liability Insurance \$19,602.00
2. CFSA - Workers’ Compensation Insurance..... \$15,939.89

PAYEE	DESCRIPTION	AMOUNT
AT&T	50800 Office Phones	131.28
Advanced Carpet Care	53000 Spot Clean Tehama Room	295.00
Airgas	53000 Bldgs/Grds Expense	11.01
Alsco	53000 Bldgs/Grds Expense	162.01
American Express	50700 Clearwire Wireless Broadband	55.34
Ameripride Uniform Services	53000 Bldgs/Grds Expense	171.72
Avaya	50800 Telephone Monthly Service Agreement	34.78
Ben’s Truck Repair	52900 Equipment Expense	3,285.88
Bob Cat of Chico	52900 Equipment Expense	18.18
Butte Community Bank	72305 Tidel IS 1000 Cash Dispensing Machine (ATM)	1,500.00
CFSA	51000 General Liability Insurance	19,602.00
CFSA	50330/52230/54130/56130/63130/64130 Workers’ Compensation Insurance	15,939.89
City of Red Bluff	52800 Water 04/16/07 to 05/15/07	1,235.68
Computer Logistics	50700 Computer Supplies	310.49
Copy Center	63400 Exhibit Expense	18.77
Fisher Oil Company	52900 Equipment Expense	2,261.76
Gentry Media	54400 Monthly Marque Programming	100.00
Gladstone, Inc	63400 Exhibit Expense	550.00
Green Waste	53100 Trash Removal (Non-Fair)	173.80
Green Waste	24100 Trash Removal (Interim Rentals)	4,225.04
Green Waste	24100 Trash Removal (Interim Rentals)	1,161.42
Hawes Ranch and Farm Supply	53000 Bldgs/Grds Expense	841.86
Impressive Print	57400 Exhibit Guide Expense	643.50
JP Office Products	50700 Office Supplies	142.36
Jack Waterman Web Design	50700 Office Expense	63.75
Lassen Lumber	53000 Bldgs/Grds Expense	517.62
Les Schwab Tire Center	52900 Equipment Expense	110.47
MJB Welding Supply	53000 Bldgs/Grds Expense	6.95
North State Starter	52900 Equipment Expense	123.34
Pacific Gas & Electric	52800 Utilities	2,230.52
Parsley’s Pest Control	53000 Bldgs/Grds Expense	120.00
Pitney Bowes	50800 Postage Meter Supplies	280.73
Qwest	50800 Office Phones	19.16
Red Bluff Auto Electric	52900 Equipment Expense	10.60
Red Bluff Daily News	54400 Monthly Advertising	90.00
Red Bluff True Value Hardware	53000 Bldgs/Grds Expense	19.29
Robert A. Paul Fencing	53000 Fence Repair	150.00
Sprint	50800 Maintenance Cell Phone	103.69

d. Approve June/July Paid Bills - continued:

<u>PAYEE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
Tehama Motor Parts	52900 Equipment Expense	349.61
Tractor Supply	53000 Bldgs/Grds Expense	8.19
Xerox	50700 Copier Quarterly Supply/Maintenance Agreement	238.40

Director O'Sullivan asked if Consent Calendar items d.1 and d.2 have been paid and if they were budgeted items. Manager Eidman conveyed items d.1 and d.2 have not been paid pending Board approval and general liability insurance and workers' compensation fees are budgeted items. Manager Eidman reported general liability was \$18,000.00 last year due to the loss we had 2 to 4 years ago when a fair patron tripped on a sprinkler. General liability for this year is \$19,800.00; up \$1,800.00 from 2006. The 30th DAA's Workers' Compensation rate is 6%. Workers' Compensation fee was \$23,000.00 last year. We haven't had any comp claims since January 2005. As a result the Workers' Compensation fee for 2007 is down to \$16,000.00, so it's a net loss between the two, but our liability did go up and comp went down significantly. It was moved by Director Mehling, seconded by Director O'Sullivan, and carried to approve payment for d.1 CFSA General Liability Insurance in the amount of \$19,602.00 and d.2 CFSA Workers' Compensation Insurance in the amount of \$15,939.89.

Director Mehling mentioned in his absence at the June 19, 2007 Board meeting apparently there was some discussion during the Approve June/July Paid Bills as to whether items for the Front Entrance Beautification Project could be paid to Mike Collins without Board approval because they were in the budget, yet the CFSA bills presented today are budgeted items also. Director Mehling asked what differentiates between a budgeted item that can be approved over \$5,000.00 and can't be approved over \$5,000.00? Manager Eidman reiterated from the Jun 19 Board meeting the manager delegation of approval, although a bit cloudy, states the Board was having some problems approving bills when several Directors abstained from voting due to conflicts of interest through business connections, making it difficult to have a quorum to approve the bills. DGS Legal Department was contacted for advise and was told the Board can delegate bill approval to the Manager, but the Board must first delegate a maximum amount for bills paid by the Manager without Board approval. However, all bills were still to be presented to the Board for review at the subsequent meeting. Director O'Sullivan asked if this was an Operating Policy or Board Policy? Business Assistant Carol Hanson conveyed it was not a Policy, it is a Delegation of Authority which is approved by the Board in January of each year. Director Rayl stated if he remembered correctly in the discussion Mike Collins' bills had been paid prior to Board review/approval and thinks that is where the question is. Business Assistant Carol Hanson stated because the project had prior approval, and the Manager was directed by the Board to move forward with the project, the bills were paid and presented to the Board for review at the subsequent meeting. Staff was just following protocol getting the approval. Director O'Sullivan conveyed the 30th DAA has two conflicting protocols and suggested the Board go back over the Delegation of Authority and adopt a revision at the September Board meeting because he is very uncomfortable with the way the current one is structured; it is not clear. If we have a \$5,000 dollar cap on paid bills, and that is what the Board has been led to believe, we need to clarify the Manager's Delegation of Authority To Pay Bills. Director O'Sullivan believes all bills over \$5,000 should come to the Board for approval prior to payment. Director O'Sullivan conveyed he has been reviewing some policies with other boards and there is some pretty specific language, so the Fair Board may also have to go back to the Policy Manual as well as reviewing the Delegation of Authority so these things are both in sync. Director O'Sullivan believes this will give some clarity to staff and the Board as well, however he cannot recommend the review because it is not part of the action, but deems this is something in the minutes the Board should take a look at. Director Mehling stated there are several items that probably need to be reviewed in the whole Policy Manual because policy is basically set by the Board. Anything that is in the Policy Manual is the Board's policies and doesn't have anything to do with F&E other than F&E approves or not approves the Policy Manual. Director Mehling continued stating the 3 minute time limitation for public comment was apparently decided without any policy approval and neither Bagley Keene nor the Brown Act addresses specifically that there should be a time limit set for public comment. If the Board is going to enforce a time limit we need to put it in the policy that the Board approved it. Business Assistant Carol Hanson informed the Board this wording is verbatim from the attorney general, but he instructed us to use common sense. Director O'Sullivan stated he didn't disagree. Common sense is what we should be using and thanked the attorney general for that, but Director O'Sullivan believes we need to reflect this back on Board Policy so we have something to back it up when a member of the public gets up and speaks and they are closed off at 3 minutes. Director O'Sullivan stated he was going to bring this up later during Director Comments because we are getting off track on this particular agenda item, but in his comments he was going to recommend over the next 6 months or year the Board completely revise the Policy Manual because it has been so piecemeal over such a certain period of time that it is hard to follow. A revision to the Policy Manual would give staff and the Board some comfort. Director O'Sullivan stated he agreed with Director Mehling, if we are going to put these policies on our agendas for the public we want to make sure they are also addressed in our Policy Manual or an Operating Policy.

GENERAL CORRESPONDENCE - Manager Eidman reviewed the following correspondence:

- 1. 2007 Risk Pool Fee Assessments** - the CFSA Board agreed to use the same General Liability fee assessment formula used since 1999. The formula was developed to eliminate the effect of a single large loss within a Fair Classification group by imposing a modification ratio fee based strictly on an individual Fair's loss history. The CFSA Board also approved a small increase to the base fee for Fair Classes I - III. This increase will bring these Classes more in line with their apportioned share of the excess insurance cost, the increased cost of the services provided and the overall increased risk exposure. Also, the CFSA Board approved using the same 6% base rate used to assess fees in 2006.
- 2. Renewal of Current Lease with County of Tehama** - letter from Bill Goodwin, County of Tehama Chief Administrator, stating renewal of the current lease of the fairgrounds is at the discretion of the Tehama District Fair. Unless it is found that the District has violated terms of the agreement, a 25 year extension shall be granted by the Board of Supervisors if requested. This extension shall be granted by the Board of Supervisors if requested. This renewal would be for the entire leasehold with no change of conditions or terms. The Fair Board was asked to submit a formal request in mid-2009 for the Board of Supervisors consideration and action.
- 3. State of California Public Liability and Workers' Compensation Insurance Fiscal Year July 1, 2007/June 30, 2008** - letter from Karen Bianchini, Associate Risk Analyst for DGS, stating the State of California has elected to be insured for its motor vehicle and general liability exposures through a self-insurance program. The state Attorney General administers the general liability program through an annual appropriation from the General Fund. The Office of Risk and Insurance Management administers the motor vehicle liability program.
- 4. OES Cooling Centers** - memo from Bruce Lim, Assistant Director Division of Fairs and Expositions, notifying fairs the Governor's Office has directed OES to task the Department of Food and Agriculture to open 17 cooling centers at California fairgrounds. Manager Eidman reported the Tehama District Fairgrounds was designated as one of the 17 OES Cooling Centers and it was a whole lot of paperwork, phone calls and hassle, and nobody showed up. An OES Inspector stopped by to look at our Cooling Center and make sure everything was correct. The Inspector informed Manager Eidman the reason OES uses the fairgrounds is because OES doesn't have to pay them. Manager Eidman conveyed that countered what he were told, but our fairgrounds was set up as a Cooling Center and it will be interesting to see how this all works out. Manager Eidman stated the interesting part of this is the Governor himself contacted OES and said he wanted Cooling Centers opened and wanted them opened now. This was at 2 p.m. on Tuesday and by 5:00 p.m. that same day they were all open. In the past this has come from the County and the County OES people were a little upset that somebody circumvented them. Manager Eidman stated he did participate in a conference call with all the fairs listed, conveying Ventura County had 3 visitors, Glenn County had 1, Shasta had 2 or 3, so it was pretty minimal usage. The Tehama District Fair didn't have any, but we were here, we were available, and we were open.
- 5. Thank You Tehama Shrine Club** - Manager Eidman reported the Tehama County Shrine Club decided their median age was too high, they couldn't get enough help, and were having trouble running their hamburger/hot dog concession stand during the annual Fair and had decided to give it up. Manager Eidman sent a letter to Tehama County Shrine Club thanking them for their long history and many years of service to Tehama District Fair. Manager Eidman has a search going out at this point trying to locate a non-profit organization to take over this concession. If the Board has any ideas, Manager Eidman stated he will surely welcome them. Manager Eidman mentioned he has offered the concession to 2 or 3 organizations and has sent letters out to 2 or 3 more stating he would prefer a non-profit organization for this concession.

JUNE INTERIM RENTAL REPORT

- a. Revenues Received** - Manager Eidman reviewed June's interim rental revenue which generated \$9,502.00 as compared to \$16,591.00 for June 2006, a decrease of \$7,089.00. The decrease is attributed to a Horse Show and a Bull Ride that did not re-book from 2006 as well as several other smaller events. There were various new events in 2007 including a Boer Goat Show, a Project Animal Sale, and the Redneck Championships. The Redneck Championships did not gross what Manager Eidman had hoped it would, but he believes the event will build. Manager Eidman conveyed it is awfully hard to rent the fairgrounds in June, July and August due to the heat.
- b. Attendance Reports** - Reported attendance for the month of June was 5,076. Year to date total attendance is 93,030. 2006 attendance year to date 91,085.

BUILDINGS AND GROUNDS REPORT - Manager Eidman reported on the following:

- a. White Tables** - these tables are always a high use, high wear item because maintenance staff moves them around with a forklift and people sit on them. Maintenance staff has gone thru all the white tables and they have been repaired or painted or taken a part and used for parts on other tables.

BUILDINGS AND GROUNDS REPORT - continued:

b. Sprinklers and Valves - There has been another rash of irrigation lines breaking and maintenance staff has fixed 3 in the last month. The old metal pipes that are underneath this facility are getting old and tired. At some point we are going to have to replace them, but for now maintenance just keeps replacing and fixing them.

c. Preparation Prior to Fair - There has been a lot of painting, cleaning and repairing just getting the facility ready for Fair. This is a slow time so maintenance staff has a chance to do some preparation for the Fair.

2nd QUARTER FINANCIAL REPORT - Manager Eidman reviewed the 2nd quarter financial report with the Board. Total 2nd quarter revenues are reported at \$254,120.77. This is \$42,192.45 over 2006 revenues of \$211,073.41 for the same period. The 2007 Budget projected revenues for year end at \$686,265.00. The 2007 2nd quarter actual revenues are \$432,144.23 under the 2007 budget projection. Total 2nd quarter expenses are reported at \$283,279.60. This is \$31,734.33 over 2006 expenses of \$251,545.27 for the same period. Net income for the 2007 2nd quarter is \$120,841.17. It was noted the net income figure includes the annual State Allocation of \$150,000.00 and without the annual allocation the Fair would show a net loss of \$29,158.83. Director O'Sullivan asked "when does the Fair have to notify the State as far as any types of revisions to the budget. For example, if you move 10% under any category does the Fair have to notify the State?" Business Assistant Carol Hanson replied the budget can be revised with Board approval, but when the new budget for the upcoming year is prepared the original approved budget figures are used, not the revised figures. A copy of the revised budget is kept on file at the Fair office so we have a record and does not have to be submitted to F&E for approval. Director O'Sullivan asked "so the State doesn't become involved if we move from one category to another?" Manager Eidman replied, "at the end, if we change more than 10% and/or \$10,000.00 then there has to be justification for it." Business Assistant Carol Hanson interjected "that is when the Board approves a budget transfer." Director O'Sullivan asked "where does the front entrance improvement expenses show up on the 2nd Quarter Financial Report?" Business Assistant Carol Hanson replied the Front Entrance Beautification Project is a capital operating expense and does not show on this report. The funds for this project come directly out of our reserves and it only shows on the first page of our Operating Budget. The 2nd Quarter Financial Report only shows our day to day income and expenses. Director O'Sullivan asked "would that not come in at some particular point either under buildings and grounds or temporary employees?" Business Assistant Carol Hanson replied "no, because it is a capital expenditure that is paid directly out of our reserve and does not impact our day to day income and expenses." Director O'Sullivan asked "isn't it budgeted showing money coming into the budget then money being paid back out?" Business Assistant Carol Hanson replied "no, on the Operating Budget the Front Entrance Beautification Project shows as capital expenditure on page 1 directly reducing our reserves. The expense does not directly impact our daily income and expenses. It is a page 1 budget item only and is not reflected in the budget on pages 2 thru 10. Director O'Sullivan stated that just seems peculiar you would budget for a previous year. Even coming out of the reserve you wouldn't put it into your budget and then take it back out under a category whether it is a buildings and grounds expense or something else. Business Assistant Carol Hanson again conveyed the project is a line item on page 1 of the budget. The project is not reflected on the 2nd Quarter Financial Report. This report is just our day to day income/expenses from pages 2 thru 10 of the Operating Budget and does not reflect the project because it is a capital operating expense. The Front Entrance Beautification Project expenses will show up at the end of the year on page 1 when the budget is prepared. Director Rayl interjected "when this project was started this issue was under discussion quite a bit because I didn't understand it either." Director O'Sullivan stated it makes no sense.

J&K MONSTER TRUCK CONTRACT DISCUSSION - Director Macdonald explained IR07-79 J&K Motorsports, Inc. contract was approved at the June 19, 2007 Board meeting. Director Macdonald advised the Board Joe Froome, Event Promoter, has submitted an addendum to his contract and a copy is included in the Board packets for review. Mr. Froome reported he met with Board President Bev Ross, Director John Rayl, and Manager Eidman in regards to his contract. Mr. Froome stated he wanted to clarify some items so J&K could become a better renter due to the fact there has been a lot of changes within his organization. Mr. Froome explained in the future he may not even be the one who looks over the contracts with Tehama District Fair. Mr. Froome conveyed in the addendum he listed areas he felt needed to be clarified, e.g.; things J&K has always done certain ways or not done certain ways in the past. This way everybody will be on the same page when it comes to how J&K is going to run their event and pay for the event. Mr. Froome stated he would be happy to answer any questions the Board may have. Director Mehling asked Mr. Froome if any of the items in the addendum presented to the Board were addressed at all in the contract. Mr. Froome replied, yes. The Board began review of pre-inspection of the grounds, number of portable toilets needed, arena restoration, event settlement, use of additional areas, fee for white tables, folding chairs, J&K and Fair staff contacts, and the marquee policy. The Board discussion is as follows:

J&K MONSTER TRUCK CONTRACT DISCUSSION - continued:

- **Pre-Inspection of the Grounds** - Mr. Froome conveyed to the Board J&K has a facility pre-check list the Fair can divert to their own requirements. Director Rayl liked the idea of the pre-inspection check list and would like to see all our renters receive one. Director Rayl asked Manager Eidman what would be a good time to do a pre-inspection of the facilities with Mr. Froome. Manager Eidman stated it needs to be the Monday after Fair. Mr. Froome stated he was thinking of doing the pre-inspection prior to Fair that why if something is damaged during the Fair you already know ahead of time the damage wasn't from the Monster Trucks or maybe there is something J&K has a question on e.g.; perhaps a part of the facility isn't used during the Fair and there is something J&K feels may be a safety issue. Mr. Froome stated he understood staff is gearing up for the Fair, but he would really like to try to do the pre-inspection prior to Fair. Director Macdonald stated the pre-inspection prior to Fair was a good idea. Director Rayl stated it wouldn't take that long. Mr. Froome stated it could be done in 10 minutes. Manager Eidman conveyed he would prefer to do the pre-inspection the Monday following the Fair because it would give staff a better assessment of the damages prior to Monster Trucks and any areas of concern that Mr. Froome feels is a safety issue.
- **Paragraph 13 Portable Toilets** - Mr. Froome stated there are more sellable seats now because J&K is selling the new bleachers as reserved seats and they will pick up about 15% more spectators. Mr. Froome doesn't want to have problems when they get to the event and are short restroom facilities. Director Rayl stated when staff put the contract together they were trying to target a figure for the portable toilets, but the event is growing, so 20 portable toilets would be a more realistic number. The Board directed Manager Eidman to amend the contract to read; Fair will provide and pay for 20 portable toilets.
- **Paragraph 13 Arena Restoration** - Mr. Froome asked if the wording is now different. Manager Eidman conveyed there has been no changes to the wording in the last 3 years. Directors Rayl and Mehling questioned part of the wording which states; A \$500.00 allowance will be allowed for the end of the year grading necessary. Director Rayl stated he understands this is a credit to Mr. Froome when he seals the arena, but it doesn't read very well. The Board directed Manager Eidman to amend the arena restoration wording to better clarify the Fair's intent.
- **Event Settlement** - Director Rayl stated Mr. Froome is asking to extend the settlement part of his contract in regards to the concessionaires. Mr. Froome interjected settlement for all the parking and tickets will be done Monday after the event. Continuing, Mr. Froome stated the contract dates are for October 5, 6, and 7, 2007, so October 31 is still less than the 30 days. Director Rayl reiterated we will still be under the 30 day delinquent payment policy.
- **Use of Additional Areas** - Mr. Froome requested, as in the past, use of the Kerstiens Area on Tuesday, October 2, 2007. Mr. Froome also requested the use of the cafeteria for J&K's after show dinner on Sunday, October 7, 2007. Mr. Froome asked the Board to consider including the usage of these areas in J&K's rent and not charge him additional rental fees. Director Macdonald asked Mr. Froome if J&K has also always used the Cafeteria. Mr. Froome replied last year J&K was billed for the Cafeteria and that was one of the things J&K is being charged for this year. Mr. Froome conveyed J&K has always used the Kerstiens Area and not been billed for it. Mr. Froome asked if there was a way to get all this structured into the contract so there's no additional after event charges. Director Macdonald asked Business Assistant Carol Hanson if the dates Mr. Froome submitted for use of the Kerstiens Area and Cafeteria were available. Ms. Hanson replied, yes, both dates are available in October. Ms. Hanson conveyed she had some additional input on the use of these areas which staff has researched. Continuing, Ms. Hanson informed the Board in 2005 and 2006 Mr. Froome used the Cafeteria on Sunday and was charged the additional rental fee. We have, in the past, allowed Mr. Froome the use of the Kerstiens Area for his media BBQ without charge. Renters have always been charged for buildings used which are not listed on the contract. Renters have never used a building without permission except Mr. Froome, who used the Cafeteria last year. In 2005, Mr. Froome called and asked Manager Eidman if he could use the Cafeteria. Renters are charged for the areas used. If the contract needs to be amended to add the Cafeteria at the daily rental fee of \$300.00 staff writes the additional building and rental fee on the contract, Manager Eidman and the renter initials the change. Staff has followed this practice many times with renters who have decided an additional area is needed after the contract has been negotiated and signed. Based on this information, Mr. Froome stated J&K has always tried to use as little of the grounds as possible and conveyed J&K is just trying to figure out a way to make this all work. If the Board decides J&K should pay for the Cafeteria then they will pay for it because J&K has to hold their event, but will not be happy about having to pay. Continuing, Mr. Froome stated

J&K MONSTER TRUCK CONTRACT DISCUSSION - continued:

- **Use of Additional Areas - continued:**
whatever the Board feels is the best for the fairgrounds, J&K will do it. Director O'Sullivan asked what the financial impact is. Director Rayl replied, \$300.00. Director O'Sullivan suggested the Cafeteria just be incorporated into the contract and move on. Director Rayl suggested putting more detail into the contract, e.g.; J&K must clean Cafeteria immediately following use. If Fair maintenance staff has to clean, J&K will be billed following event. Director Rayl stated this wording should be in the contract so there is never any question going forward. The Board directed Manager Eidman to incorporate all additional areas J&K will be using into their contract.
- **White Tables** - Mr. Froome requested the white tables, which are used for vendors and ticketing areas, be supplied at no charge. Manager Eidman stated he was instructed several years ago by the Board to get the white tables into shape and start charging for the ones that were used. If this practice is to be followed we need to be consistent. Mr. Froome stated maybe some other contracts are different with the white tables, but in his opinion the majority of the white tables J&K uses for ticketing are at the front gate and the Fair receives 7% of those ticket sales. The other white tables are used for vendors and the Fair receives a percentage of the concession fees as well. Mr. Froome conveyed the Fair is getting some value from the white tables and J&K is paying a pretty good chunk of change for rent. Director Mehling stated these white tables were a bone of contention last year and they aren't addressed at all in the contract this year. Director Mehling conveyed in his opinion the Board shouldn't have to look at these matters, they should have been settled and taken care of long before they came before the Board, and if there are problems they should be ironed out before the next year's event. Mr. Froome stated he wanted to address the white tables and not leave any gray areas. Director Rayl stated it was the Board's intent to stick some hard numbers in the contract and fine tune it as we go, so year after year it's addressed and there is no gray area, it's in the contract. Director Macdonald asked what the Fair charges to use the white tables. Manager Eidman replied, \$10.00 per table. Director Macdonald asked Mr. Froome how many white tables J&K normally used. Mr. Froome replied, "I think last year our additional bill was about \$380.00." Mr. Froome suggested the Fair give J&K a certain amount of white tables included with the rental fee and anything above that number J&K will be charged \$10.00 per table. Mike Dudley, Red Bluff Round-Up conveyed in his opinion \$10.00 per table to a \$30,000.00 renter is a slap in face. Mr. Dudley continued stating the Red Bluff Round-Up uses a few of the white tables and to charge the rodeo an extra \$300.00 is trivial. Mr. Dudley stated he would much rather have the Fair raise the Round-Up's rent \$300.00 and let them use the white tables. It is ridiculous to nickle and dime people to death. Director Mehling asked if other contracts specifically listed the white tables as being charged for in the contract, where as in J&K's contract there is no specificity as far as the white tables at all. Director Rayl replied what was reviewed were the bills attached to the contracts and the white tables were charged out. Director Shatswell stated he didn't see any reason why J&K should be charged for the white tables and suggested the Board let Mr. Froome have them.
- **Folding Chairs** - Mr. Froome requested to use the folding chairs at no charge as in the past. Mr. Froome conveyed the folding chairs have never been an issue because Manager Eidman has always let J&K use the folding chairs, but it wasn't in the contract. Mr. Froome wanted to bring up the folding chairs and make sure it is stipulated in the contract because if he is not the one reviewing this contract for his company next year at least as many gray areas as possible have been fixed.
- **J&K/MLMT Staff** - By September 1, 2007, Mr. Froome will supply the Fair with a contact list for the MLMT which will include operations, ticketing, accounts payable, vendor and event director information. Mr. Froome stated this is being done due to the structural changes of J&K Motorsports.
- **Tehama District Fair Staff** - Mr. Froome requested the Fair supply J&K Motorsports with names of the point people along with their contact numbers for after normal operating hours. Mr. Froome will in turn supply the Fair with contact people and numbers for all aspects of their operation.
- **Marquee** - As a renter, Mr. Froome wanted to know if J&K would get anytime on the marquee as part of their rent because it wasn't addressed in the contract. Director Macdonald replied, yes, messages will run free for one (1) week prior to event. Mr. Froome stated J&K wants to rent the reader board as much as possible so for anything the Fair may be giving up on white tables they are probably going to make it back on the marquee. The only concern Mr. Froome had in regards to the marquee was he didn't want to interfere with the Fair. Mr. Froome stated he didn't even care if J&K paid for using the marquee. If our commercial runs every 5th time on the marquee leading up to the Fair, J&K will be completely off the week of the Fair. Mr. Froome conveyed even though J&K is on the marquee in the long run the fairgrounds is making money because they are getting a percentage of J&K's gate.

Board of Directors Meeting
July 17, 2007

J&K MONSTER TRUCK CONTRACT DISCUSSION - continued:

Director O'Sullivan asked Director Rayl if the Contract Review Committee worked on this addendum and if the Committee was comfortable with all of the requests. Director Rayl replied, "the only one he would throw out would be the white tables because he did not want to deviate from the Fair's standard practice on the other contracts." Director Rayl conveyed he wanted the other renters to be the same. Director Rayl reported the Contract Review Committee checked other contracts and discovered other renters besides J&K are paying for use of the white tables. Mr. Froome stated his whole goal is to try to get it to where once settlement is done there is not a huge bill afterwards in anybody's favor and we are very close on this contract. Mr. Froome conveyed if J&K destroys the bucking chutes again or something else, of course the Fair will bill J&K afterwards as far as the event settlement goes and J&K will know that going in. Director O'Sullivan questioned Mr. Froome in regards to his earlier statements that he was not doing this contract and if that meant J&K Motorsports was not the renter. Mr. Froome replied, "J&K just has a bigger company now and we are doing shows all a cross the country at NASCAR Speedways, so for the first time ever it just won't be me doing everything." Director O'Sullivan again expressed his concern to Mr. Froome stating if there are significant ownership changes that would constitute a new contract. Mr. Froome assured Director O'Sullivan and the Board there has been no significant ownership change. Mr. Froome conveyed "he just has the ability now to hire employees so he doesn't have to do everything himself." Director O'Sullivan also expressed his concern about negotiating a contract in public and before the Board stating, "Mr. Froome knows this particular contract has been negotiated on two separate occasions in front of this Board, once approving a cap and we have done some other things." Director O'Sullivan stated the Board is getting into financial things that probably shouldn't be public information and expressed his concerned. Director Mehling disagreed with Director O'Sullivan because if J&K's contract goes into a Finance Committee meeting that meeting is open to the public. Director Rayl interjected "all our meetings are public." Mr. Froome stated he met with Directors Rayl and Ross and Manager Eidman in regards to J&K's contract and didn't like meeting in public either. Mr. Froome agreed with Director O'Sullivan 100%, stating the only reason he came today was to answer any questions. Mr. Froome stated if you really look down this addendum, outside of the 5 extra portable toilets, and Mr. Froome understands that is a financial concern, J&K is not asking for any concessions on rent, we are just trying to get some of these matters clarified in the contract. Mr. Froome conveyed one of the things that is confusing to him is when the Board approves a contract it might be approved by the Board, but until the renter signs the contract it is not an executed contract. Directors O'Sullivan and Macdonald concurred. Mr. Froome stated there isn't really a mechanism in place for a renter to be able to talk about a contract other than a public forum. Mr. Froome conveyed all renters would like to be able to sit down, not in a public forum, with their contract and discuss any issues of concern before the contract is ratified by the renter signing it and giving the Fair a deposit. Director Mehling informed Mr. Froome the only way a renter could discuss their contract in a non-public forum would be to discuss it with Manager Eidman. Director O'Sullivan stated it didn't sound like Mr. Froome was at an impasse.

Director O'Sullivan stated he is comfortable with the way the Contract Review Committee worked on J&K's contract and it sounds like there are only a couple of points that need to be resolved. Director O'Sullivan conveyed he would defer to the Contract Review Committee completely on whether those are incorporated in or not and bring it back around as a completed contract, however, he would like to send the contract off to legal review before the contract is finished. Director Rayl asked if the contract would need an addendum. Director O'Sullivan instructed Director Rayl to ask Deputy Attorney General Jerry Blair how to handle the contract, stating this is a \$30,000.00 contract and its for protection of Mr. Froome and the Board. It needs another layer of review. Director Mehling stated since the contract has not been signed you don't need to do an addendum, just redo the contract. Director O'Sullivan agreed directing staff to just incorporate the items of discussion into the new contract. Manager Eidman interjected other then the existing contract was approved by the Board at the July 17, 2007 Board meeting and it has an August 1st due date, if Mr. Froome is not here with a signed contract, the Board held him up and forces Mr. Froome into a past due situation. Director Mehling agreed it wouldn't be Mr. Froome's fault and the Board should not penalize Mr. Froome for being late. Mr. Froome stated he didn't have any problem putting a deposit down right now in good faith, conveying he has plenty of good faith and trusts the Board, so when the contract is done he will sign it. Director O'Sullivan conveyed to Mr. Froome he is not in violation if the Board takes action on something and it is dated the Board cannot hold Mr. Froome accountable. Director Rayl stated the Board can't enforce that. Director O'Sullivan agreed. Director O'Sullivan would like to see a new contract brought back to the Board, something Mr. Froome can work with. Director Rayl asked "can we do that through an addendum?" The only thing Director Rayl was worried about is the time frame stating at this point we don't want to force Mr. Froome into a past due situation. Director O'Sullivan stated this is probably something staff could put an addendum to and run it by legal council just to make sure everything is in order. Director Rayl stated he certainly didn't have a problem doing that as long as we don't force the contract into a time change.

J&K MONSTER TRUCK CONTRACT DISCUSSION - continued:

Director O'Sullivan asked if all of this was included in the Contract Review Committee meeting. Mr. Froome replied, yes, this exact same thing and we all went over it. Director O'Sullivan asked Director Rayl if it was acceptable at the meeting and if the Committee came to the Board meeting today with a recommendation that said except this, looks good and everyone ended the contract review meeting with an understanding. Manager Eidman conveyed the white tables and the additional areas go against policy in what we have done in the past. If the Board is going to change the policy on these white tables, then again we are making a policy change. Director O'Sullivan stated he didn't believe the Board was changing policy, but they were adopting in public a negotiated agreement which he hated to do, but for a renter that is probably one of our bigger renters, the white tables are less than 1% of the gross and the \$300.00 fee for the white tables is minimal. Director Mehling stated he didn't think this was against policy because we are dealing with the contract. Mr. Froome interjected another way the Board can charge a rental fee for the white tables or the Cafeteria without setting precedence is since J&K does the arena restoration make the arena restoration credit \$1,000.00 or \$1,200.00 then disburse from that credit the rental fee for the white tables and the Cafeteria. This way the Board is not specifying in the contract J&K will not be charged for the white tables or the Cafeteria because J&K is the only renter doing the arena restoration. Director Macdonald stated there is no need for a motion because this is a discussion item. The Board just needs to give Director Rayl some direction for his Committee or Manager Eidman on how to proceed with J&K Motorsports contract. Director Mehling suggested giving Manager Eidman the direction he possibly re-looks at this rental agreement and makes the adjustments that have been reviewed. Director Rayl stated this is a nice layout of what the Board is looking for. Director O'Sullivan suggested running the contract by F&E so it conforms to Deputy Attorney General Jerry Blair's new contracts. Director O'Sullivan asked Mr. Froome how many years he has been promoting the monster truck event at the Tehama District Fair. Mr. Froome replied, "this is their 10th year." Director O'Sullivan congratulated Mr. Froome and commended him for doing a great job with the West Coast National Monster Trucks.

APPROVE RENEWAL OF CDF AGREEMENT FOR EMERGENCY USE OF FACILITIES

Manager Eidman reviewed the CalFire renewal Agreement for Emergency Use of Facilities with the Board stating the existing agreement expires on August 15, 2007, and with the frequency of fires in the State and with CalFire's new contract people they wanted to make sure the 30th DAA had a contract in place and ready to go. The only difference over the previous 3 year agreement is the rental fee for daily use increased \$250.00 per day and set up/tear down days increased \$250.00, but other than that there were no changes to the agreement. Director Mehling asked if CDF Chief Gary Durden has reviewed the agreement. Manager Eidman replied, yes, and Mr. Durden has signed it. It was moved by Director Mehling, seconded by Director O'Sullivan, and carried to approve the 3 year renewal Agreement for Emergency Use of Facilities with CalFire.

2007 FAIR DISCUSSION

a. Approve Mesa Productions Concert Proposal - Manager Eidman reviewed a draft proposal from Mesa Productions to produce the Tanya Tucker Concert on Saturday, September 29, 2007 during the annual Fair. Payment will be based on a scale of actual tickets sold. Maximum payment is \$20,000.00 if 800 tickets or less are sold. Every 200 tickets sold reduces the payment by \$4,000.00. Payment is reduced to zero (\$0) at 1,800 tickets sold. Ticket prices for the concert are \$32.00 reserved floor and box; \$22.00 general admission grandstand. All concert tickets purchased will include free admission to the Fair. Tehama District Fair will receive \$5.00 from each ticket sold. Mesa Productions will advertise the concert independent of the Fair. Tehama District Fair will also include the concert in all their advertisements. The Fair will provide the following at no cost to the producer: covered stage, sound wings, electrician, fork lift and operator, security personnel, ushers, cashiers and ticket sales personnel day of concert, chairs and set-up, clean up, and all required electrical power. Tehama District Fair will be a ticket outlet and all profits from alcohol sales at the event will be split 50:50 between the Fair and Mesa Productions. Director Macdonald asked what the Fair's estimated cost would be. Manager Eidman replied approximately \$1,000.00 for stage transport and an electrician. The sound wings are trailers donated by Ben Sale and the rest of it is trades. Director Macdonald asked what ticket outlets will be used. Manager Eidman stated possibly Diamond W in Chico, The Loft in Red Bluff, and Shasta Western Shop in Cottonwood or Corral West in Anderson. Mesa Productions will also select a ticket outlet for the Redding area. Director Mehling inquired as to what this year's entertainment budget was. Manager Eidman replied \$7,000.00 was budgeted for Friday night, \$10,000.00 for Saturday night, and \$5,000.00 for Sunday night. Director Macdonald inquired if Manager Eidman expected the concert to be under budget with the exception of the trades. Manager Eidman replied, yes, but again it is all projected on ticket sales. John Gentry, Fair Publicist/Entertainment Coordinator, suggested the Fair volunteer to do the ticket printing because as part of the Fair's sponsorship package for a large sponsor they get a color logo on the front of the concert ticket. If the Fair doesn't do the ticket printing, Mr. Gentry doubted Mesa Productions would want to print color tickets with the sponsor's logo on front, so

2007 FAIR DISCUSSION - continued:

a. Approve Mesa Productions Concert Proposal - continued:

Mr. Gentry suggested appropriate wording be incorporated into Mesa Productions contract stating the Fair sponsors can appear on the tickets, otherwise it will dilute a portion of the Fair's sponsor package. Director O'Sullivan stated that made good sense. Director O'Sullivan commented he was hoping to talk to Mesa Productions about their proposal and get a feeling on what they thought the draw would be for Tanya Tucker. Manager Eidman conveyed he has had several conversations with Mesa Productions and they don't think the Oroville date will be as much of a conflict as he does because Mesa said people in the north half of Chico go to Red Bluff where as the ones in the south half go to Oroville. Manager Eidman conveyed he went on line and the Tanya Tucker Concert in Oroville was almost sold out. Director O'Sullivan stated the Fair sells tickets at the office and takes credit cards and asked if there was anyway to take a look at the credit cards and do zip code searches to find out where these people are actually coming from who attend these events. Additional discussion ensued. It was moved by Director Mehling, seconded by Director Rayl to approve the contract with Mesa Productions subject to adding the line item in regards to Tehama District Fair doing the ticket printing. Director Mehling asked to amend his motion as follows; the Board will approve the contract with Mesa Productions and Tehama District Fair will do the ticket printing. If Mesa Productions does not allow the Fair to do the ticket printing, then Mesa Productions contract with Tehama District Fair will be terminated. The amended motion was seconded by Director Rayl and carried.

b. Education Day - Director Macdonald reported as of this morning we had 956 kids signed up for Education Day which is up about 70 kids so far from last year. There is an Education Day meeting on Monday, July 23, 2007. Director Macdonald stated once again we are in need of group leaders, so any of the Directors that are willing to be group leaders please contact her, Director Ross or Manager Eidman.

c. Exhibitor Handbook Report - Manager Eidman reported the 2007 Tehama District Fair Exhibitor Handbook came out on July 5 in the Red Bluff Daily News, and there has been a pretty steady stream of people coming to the office for them also. The Exhibitor Handbooks will be taken to Corning and Los Molinos Chambers by the end of the week. Several new classes have been added which people are really excited about. The cute logo on the front of the book was done by John Gentry, Fair Publicist.

MATTERS OF INFORMATION

a. Directors' Comments - Director Mehling stated the Board didn't want to slow down the process of acquiring the marquee waiting for a permit approval from CalTrans to advertise, so they waited until the marquee was up and running. Now that it is up and running, Director Mehling would like to see staff begin selling advertising and make some income off of the marquee. Director O'Sullivan suggested Manager Eidman might want to contact the Grants Pass and Crescent City Fairs to see what their policy is for advertising.

Director Macdonald inquired about the photography building wanting to know if there is going to be more room this year or are we going to have to start limiting entries. Director Macdonald also asked if there was going to be a Coloring Book Contest again this year.

Director O'Sullivan reported the ADA Fact Finding Committee is working on a set of ADA Guidelines. The Committee has retained a consultant to write some ADA guidelines that will accompany each of the contracts and staff will have a handout that can be part of that. The ADA Fact Finding Committee has a couple of meetings scheduled for this month. Director O'Sullivan conveyed the Fair appreciates the Round-Up sharing the costs of the ADA consultant and helping us move forward on the ADA issues. Director O'Sullivan also commented he had toured around the Crescent City fairgrounds and noted they are building an outside horse arena just for day use. They allow day use horses to come on the grounds for a ½ day or full day and charge by horse. Director O'Sullivan stated these are not clubs, these are single riders coming in to use the fairgrounds. Director O'Sullivan conveyed the Board always had concerns about liability insurance, but noted Crescent City gets around the liability issue by using a simple hold harmless release form. Each rider has to sign this form when they pay to use the facilities and the payment initializes their hold harmless release. Director Macdonald interjected Humboldt County does the same thing. Director O'Sullivan stated maybe this is something staff might want to think about since Manager Eidman has indicated June and July are always slow months. Director Rayl was wondering whether overnighting horses might be a good service for our fairgrounds to offer because there are a lot of horse travelers up and down Interstate 5 and the Fair could make some money off of this service. This is something we might want to consider. Manager Eidman stated year to date our overnight horse stalls have generated \$11,500.00 which has tripled probably in the

MATTERS OF INFORMATION

a. Directors' Comments - continued:

past 5 years. Director O'Sullivan continued, stating the other matter he would like the Board to consider in the future is trying to recruit a horse track or something like that to use these grounds. Director O'Sullivan would like the Board to take a look at maybe the RV's and the stables to see if it would be feasible to actually lease that whole endeavor out for someone to run the stables and the RV portion here at the fairgrounds. Maybe even put a person on site to do that as a franchisee or a manager. Director O'Sullivan stated the Fair is losing a huge opportunity. Director O'Sullivan was marveling whether this might be a business enterprise that might be better off handled by the private sector. RV Parks are running RV campgrounds all around town, maybe they would do this as a franchisee on the fairgrounds. Director O'Sullivan asked the Board just take a look at this and see how the Fair can do some of these things. Director O'Sullivan also stated the fairgrounds has great frontage in the main parking lot and asked the Board to envision what else could go out front to bring in some additional revenue to the Fair. Director O'Sullivan conveyed he always equates income to more improvements to the fairgrounds and making our Fair a better place. This is just another thing Director O'Sullivan would like the Board to take a look at in the next 3 or 4 months.

Director Macdonald reported she and Director Rayl had been appointed to the CEO Fact Finding Committee and they have finished their evaluation and wrote up a full report which has been submitted to Director Ross, President of the Board.

b. Manager's Comments - Manager Eidman conveyed the City of Red Bluff's Fire Department flag that flies from their hook and ladder truck was conspicuously absent during last year's Fair. Manager Eidman stated he was told the flag was being exposed to much and it diminished its impact. Since then, Manager Eidman had a conversation with Gerry Gray, the new Fire Chief, and Manager Eidman has also received a letter from Fire Chief Gray, so there is a pretty good chance the flag will be here at the 2007 Fair. Manager Eidman said "I don't think you can diminish the impact of the American flag, but that is my personal opinion." Manager Eidman also reported there has been quite a shake up at the Red Bluff Daily News. Manager Eidman wasn't sure exactly where this is all going to end up, but at any rate its been pretty difficult to get stories in the paper lately. Manger Eidman stated it is just the opposite with the Redding Record Searchlight. Manager Eidman conveyed in Tehama Today, which is the Sunday edition of the Redding paper, the Fair is getting some press. There are two articles; one the OES Cooling Center and one about our Exhibitor Handbook. Manager Eidman shared with the Board when he received his monthly bank statement from Chase County Kansas it included about a quarter of a page flier that had all the events at their local fair. Manager Eidman stated he thought that was an interesting way to advertise the fair. Manager Eidman didn't know if that was something we could get through one of our local banks or not because there are probably some restrictions as to what you can do in California vs a little tiny community in Kansas, but it was neat to see the flier in his bank statement. The highlight of the Chase County Kansas Fair is there is no carnival. Chase County has a population of 3,000 people, so if you get 1,000 people at the fair you are doing very well. They have a talent show on Friday night, a bicycle obstacle course on Saturday, then the Farm Bureau has a watermelon feed on Saturday afternoon. Manager Eidman stated the possibility of getting this little flier or a big flier in the bank statement was interesting to him because this is just another way to spread the word out to more people about the Fair.

c. Next Board Meeting Tuesday, August 21, 2007 at 1:00 p.m.

ADJOURNMENT - It was moved by Director O'Sullivan, seconded by Director Rayl, and carried to adjourn the meeting at 2:25 p.m.