

**NOTICE OF COMMITTEE MEETING**  
**Sonoma County Fair & Exposition, Inc**

Notice is hereby given that meetings of the Sonoma County Fair and Exposition, Inc. will convene at times and locations set forth in this notice.

**EXECUTIVE COMMITTEE MEETING**  
**JANUARY 29 – 5:00 P.M.**  
**ADMINISTRATION BOARD ROOM**

**DIRECTORS:** Rob Muelrath, President; Max Mickelsen, Vice President; Marcia Mickelson, Treasurer; Teejay Lowe, Secretary; Marilyn Herzog, Past President; Ross Liscum, Lisa Wittke Schaffner

**AGENDA**

1. **Call to Order**
2. **Introduction of Guests**
3. **Public Comments**  
*Any member of the audience desiring to address the Board on a matter not on the agenda: Please stand and after receiving recognition from the Chair, please state your name and make your comments. In order that all interested parties have an opportunity to address the Board, each person is granted 3 minutes to speak. While members of the public are welcome to address the Board, under the Brown Act, Board members may not deliberate or take action on items not on the agenda, and generally may only listen. For items that are on the agenda, each person will be allowed to address the topic being discussed, and will be allowed 3 minutes to speak.*
4. **Approval of Agenda**
5. **CLOSED SESSION – Conference with Property Manager (Government Code Section 54956.8)**  
Property: APN 009-371-010  
Property Owner: County of Sonoma  
Negotiating Parties:  
Owner's Representative: Caroline Judy, General Services Director of County of Sonoma  
Fair's Representative: Becky Bartling, CEO, Sonoma County Fair & Exposition, Inc.  
Under Negotiation: Terms and Conditions for Potential Lease
6. **Discussion regarding Aston Barns**
7. **Update on Fairground's projects**
8. **Discussion and possible action regarding amending and restating the Sonoma County Fair & Exposition, Inc. Articles of Incorporation (Attachment #1)**
9. **Request for Future Agenda Items**
10. **Adjournment**

For additional information please call Lorna Fox at (707) 545-4200 x 201.

*DISABLED ACCOMODATION: If you are a person with a disability and require information or materials in an appropriate alternative format; or if you require any other accommodation, please contact 707-545-4200. Advance notification within this guideline will enable the County to make reasonable arrangements to ensure accessibility.*

ANY MEMBER OF THE AUDIENCE DESIRING TO ADDRESS THE BOARD ON A MATTER ON THE AGENDA: PLEASE STAND UP AND AFTER RECEIVING RECOGNITION FROM THE CHAIR, GIVE YOUR NAME AND ADDRESS, AND YOUR COMMENTS OR QUESTIONS. IN ORDER THAT ALL INTERESTED PARTIES HAVE AN OPPORTUNITY TO SPEAK, PLEASE BE BRIEF AND LIMIT YOUR COMMENTS TO THE SUBJECT UNDER DISCUSSION. THE LIMITATIONS SHALL BE AT THE DISCRETION OF THE CHAIR OR BOARD

RESTATED ARTICLES OF INCORPORATION OF  
THE SONOMA COUNTY FAIR AND EXPOSITION, INC.

The undersigned certify that:

1. They are the duly-elected and acting President and Secretary, respectively, of the Sonoma County Fair and Exposition Inc., a nonprofit corporation formed pursuant to the provisions of Title I, Division II, Part I of the Corporation Code of the State of California; and
2. The Articles of Incorporation as originally filed on March 24, 1955 are hereby amended and restated pursuant to Corporations Code section 5819 to read as follows:

ARTICLE I.

That the name of this corporation shall be: THE SONOMA COUNTY FAIR AND EXPOSITION, INC.

ARTICLE II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

B. This corporation is organized and operated exclusively for public benefit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

C. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III.

That the purposes for which this corporation is formed are as follows:

A. To act as agents of the County of Sonoma, under such authority as may be upon it conferred, in the maintenance, conduct, management and operation of the Sonoma County fairgrounds properties.

B. To hold an annual fair and to solicit and arrange for exhibiting at such fair the agricultural, livestock, horticultural, viticultural, mineral, industrial, commercial, climatic, educational, recreational, artistic, musical, cultural and other resources and advantages of the County of Sonoma.

C. To host expositions and exhibitions throughout the year for the purpose of advertising and exhibiting the products, industries, resources and enterprises of every kind or nature of the County of Sonoma and State of California, so as to improve, exploit, encourage and stimulate them.

D. To solicit and receive by gift or otherwise funds and donations of real or personal property.

E. To buy and sell, lease, hire, let and sublet real and personal property for all purposes authorized by law, including concessions and services consistent with public park and recreation purposes, and to enter into contracts, offer prizes, purchase insurance and do all other things within the limits prescribed by law as agents of the County of Sonoma necessary or incidental to the carrying out of the above purposes.

F. To construct buildings of every kind and character either for sale or lease or on contract or otherwise and to improve lands owned, managed and/or leased by said corporation under direction of the Board of Supervisors of the County of Sonoma.

G. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the obligations or purposes of this corporation and to mortgage, pledge, hypothecate and/or convey in trust any or all of its property to secure the payment thereof, under the direction of the Board of Supervisors of the County of Sonoma.

The general purposes and powers of this corporation are to be exercised within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

#### ARTICLE IV.

That the street and mailing address of this corporation is 1350 Bennett Valley Drive, Santa Rosa, California, 95404.

#### ARTICLE V.

That the authorized number and qualifications of the members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each or all classes of membership, shall be set forth in the By-Laws of this corporation. There shall be no liability of any class of fees, dues or assessments in connection with their affiliation of this corporation as members, directors, or otherwise.

ARTICLE VI.

That this corporation shall annually render a budget for approval by the Board of Supervisors of the County of Sonoma. The same shall be rendered, to such departments of the State of California when and as by law may be required.

ARTICLE VII.

That this corporation's agent for service of process is Michael Margetts, 1350 Bennett Valley Road, Santa Rosa, CA 95404.

ARTICLE VIII.

The property of this corporation is irrevocably dedicated to public benefit purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the County of Sonoma.

ARTICLE IX.

The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of the Sonoma County Fair and Exposition, Inc.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed on the date set forth below in the City of Santa Rosa, California.

By: \_\_\_\_\_  
Rob Muelrath, President

By: \_\_\_\_\_  
Teejay Lowe, Secretary

Date: \_\_\_\_\_, 2019

Date: \_\_\_\_\_, 2019