

# VERDE VALLEY FAIR ASSOCIATION

## Board of Directors Meeting

September 21, 2011

**CALL TO ORDER:** A regular meeting of the Verde Valley Fair Association Board of Directors was held September 21, 2011 in the Boardroom of the Verde Valley Fair Association, Cottonwood, Arizona. Mary Valenzuela, Board of Directors President called the meeting to order at 1:03 p.m. with Terra Shanks, Director recording minutes.

**ATTENDANCE:** The following Board of Directors Members and staff were in attendance:

Mary Valenzuela, President  
Dimas Bejarano, Vice President  
Kim Moore, Treasurer  
Cari Wells, Secretary  
John O'Donnell  
Terra Shanks, Director

**CALL TO THE PUBLIC:** Sonny Zale  
Charly Crick  
Stacey Chambers  
Beth Canedy  
Lindsay O'Dell – Ledbetter Law Firm

**Prior to guests speaking Mary Valenzuela stated that the "Call to the Public" grants each speaker five (5) minutes.**

- Beth Canedy voiced her concerns regarding the Job Descriptions of the Secretary and Treasurer of the Board of Directors as well as meeting times and notification of meetings.
- Beth Canedy read a letter voicing her concerns and gave each Board Member a copy along with signed proxies for whom she was speaking for.
- Beth Canedy requested that there be a workshop to discuss Bylaws or have this item placed on the next Agenda.
- Stacey Chambers voiced her support of Ms. Canedy's comments.
- Charly Crick voiced his concern regarding meeting times and Treasurer's Report.
- Terra Shanks made a quick introduction of Board Members to Guests and vice versa.

**CONSENT AGENDA ITEMS:** John O'Donnell made a motion to approve the consent agenda items as presented. Motion seconded and passed.

**CURRENT FINANCIAL  
STATUS AND/OR  
BUDGETS:**

The bank reconciliation for the month of August 2011 was presented for review.

Account Balance 8/1/11 thru 8/31/11

Beginning Balance	\$ 73,583.94
Income	+ 13,461.31
Expenses	- 28,245.78
Ending Balance	58,799.47

**UNFINISHED BUSINESS:** Minerals Research & Recovery – Right-Of-Way Easement Request

- Lindsay O'Dell explained PUE's, Exclusive vs Non-Exclusive Easements.
- Cari Wells moved to have the Easement as Non-Exclusive. No Second. Motion died.
- Kim Moore moved to have the Easement as Exclusive with provisions for dust abatement, well upgrade and building placement and possible non-removal of building at completion of mining process. Motion was seconded and passed.

Franklin Templeton Corporate Resolution and CID Profile Request

- John O'Donnell stated that the Board Members need to decide who the financially responsible person(s) are for the Association. John made a motion that read: "The President of the Board of Directors will act as the financially responsible person for the Association's Investment Accounts. Motion seconded. Discussion. John O'Donnell amended his previous motion by adding the words "and Treasurer", making this motion read: The President and Treasurer of the Board of Directors will act as the financially responsible persons for the Association's Investment Accounts. Motion seconded and passed.

**OTHER BUSINESS:** Arena Discussion Update

- Terra reported that the arena meeting with the City and County has not yet been confirmed.

Fence Damages Update

- Terra reported that the Small Claims papers had been filed and mailed to the individuals who damaged the fence. Terra

reported she had just filed for default on the case and was awaiting a court date.

Beer Tasting Festival

- Terra reported that the Beer Festival was a great event. John O'Donnell made a suggestion to have the Board Members sell tickets for next year's Festival.

**NEW BUSINESS:**

Cari Wells made a motion to move the following agenda items to Executive Session – 2011 Livestock Rule Approval (New Business) and Bylaws and Articles of Inc. (New Business). Motion seconded and passed. Executive session was held after all other Agenda items were discussed.

Approval of Request for Records Form

- Terra explained the new form and reviewed it with all Board Members. Cari Wells moved to accept the Request Form. Motion was seconded. Discussion took place; Dimas Bejarano asked Lindsay O'Dell to clarify the form where it asks for Board Approval on requests made. Lindsay explained the 501©3 status of the Association. She also explained why names and addresses need to be withheld and why a membership list needs to be requested with a summary of its intended use. Motion carried.

**EXECUTIVE SESSION:** Cari Wells made a motion (1:51 p.m.) to move to Executive Session. Motion seconded and carried.  
John O'Donnell made a motion to exit Executive Session at 3:16 p.m. Motion seconded and carried.

**NEXT MEETING:** The next regular meeting of the Board of Directors was TBD

**ADJOURNMENT:** Meeting Adjourned at 3:17 p.m.

Reported by: \_\_\_\_\_  
Terra Shanks, Director

Attested by: \_\_\_\_\_  
Cari Wells, Secretary