

AGENDA ITEM FOR ADMINISTRATIVE MEETING () Discussion only
(X) Action

FROM (DEPT/ DIVISION): County Counsel

SUBJECT: Fair Memorandum of Agreement

<p>Background:</p> <p>In 2005, the Board of Commissioners signed a memorandum of agreement with the Fair Board regarding the operation and management of the Umatilla County Fair and fairgrounds. Since that time, the fairgrounds have been sold, and other aspects of the agreement are outdated. Following discussions with the Fair Board, an updated memorandum of agreement is before the Board for approval. The new MOA has been approved by the Fair Board.</p>	<p>Requested Action:</p> <p>Approve and authorize signing of Memorandum of Agreement</p>
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ATTACHMENTS: Proposed Memorandum of Agreement

*****For Internal Use Only*****

Checkoffs:

- () Dept. Heard (copy)
- () Human Resources (copy)
- () Fiscal
- (X) Legal (copy)
- () (Other - List:)

To be notified of Meeting:

Needed at Meeting:

Scheduled for meeting on: November 26, 2024

Action taken:

Follow-up:

UMATILLA COUNTY FAIR
MEMORANDUM OF AGREEMENT (MOA)

1.0 DATE

The date of this agreement is December , 2024.

2.0 PARTIES

The parties to this agreement are the Umatilla County Board of Commissioners and the Umatilla County Fair Board.

3.0 PURPOSE The purpose of this agreement is to clarify the understanding between the parties regarding: (1) the annual County Fair, (2) the management of the Fairgrounds, and (3) the protocols between the parties. The parties agree to the terms and provisions set out in this memorandum of agreement regarding the Umatilla County Fair.

4.0 BACKGROUND

- A. The annual Umatilla County Fair and management ultimately are the responsibility of the County.
- B. The County's powers are exercised by and through the elected Board of Commissioners, per statute, ordinance, Home Rule Charter, and adopted policies.
- C. The County exercises its powers through delegation of authority and responsibility to designated County Commissioner liaison and/or department director and through delegation of authority to various boards, officers and employees of the County.
- D. Regarding the annual County Fair, the Fair Board is also empowered by State Statute. It is desirable and in the best interests of all to clarify, by this agreement, the protocols that are to govern the management of the annual county Fair.
- E. The primary function of the Fair Board should be to oversee the planning, preparation, and production of the annual County Fair. The County should provide adequate fair management/staff assistance to the Fair Board to discharge this responsibility in line with county financial, budget and fiscal process. The management of the staff assistance will be an assigned duty of the Fair Manager.
- F. The County shall provide for the occupancy of the EOTEC property as outlined in the Lease between the City of Hermiston and Umatilla County.

5.0 FAIR BOARD The Board of Commissioners will appoint a seven member Fair Board.

- A. Each member of the Fair Board must be a resident of the county. A balance of interests, skills and geographic representation will be sought, to the extent practicable.

- B. Members shall be appointed to a numbered position for a term of 3 years. Terms will begin on January 1 and end on December 31. Positions will be rotated so that approximately one-third of the positions end in successive years. Members may serve no more than two complete consecutive terms, unless the Board of Commissioners grants an exception to this limitation.
 - C. Board members who desire to serve an additional term must so notify in writing the Board of Commissioners by Nov. 1. The Board of Commissioners before December 31 shall either make the reappointment or notify the Fair Board of its intentions.
 - D. At the conclusion of a term, a Fair Board member will "hold over" and continue in that position until one of the following: (1) The Board of Commissioners reappoints that member to another term, (2) The Board of Commissioners appoints another person to that position, (3) the member chooses to not continue and so notifies the Fair Board and the Board of Commissioners, or (4) the Board of Commissioners declares that position vacant.
 - E. In the event of a vacancy before expiration of the appointed term, the Board of Commissioners may appoint to fill the balance of the term, or choose to leave the position vacant. If the appointment is made, the service to fill out that partial term shall not prevent reappointment for two complete terms. In deciding whether or not to fill a vacancy, the Board of Commissioners shall consider: the amount of time left in the term, the current composition of the Fair Board, the business pending before the Fair Board, the desires of the Fair Board, and such other factors as the Board of Commissioners deem relevant.
 - F. By law, ORS 565.210(3), each member is to furnish a bond or irrevocable letter of credit prior to participating in Fair Board business. The County will provide this bond on behalf of the Fair Board as part of its system-wide insurance as required by ORS 565.210(3).
 - G. As required by ORS 192.700, during each term of appointment, a Fair Board member must participate in training on Oregon public meetings law through the Oregon Government Ethics Commission.
 - H. Pursuant to ORS 565.210, no more than one member of the Fair Board shall be a member of the Board of Commissioners.
 - I. Members may be removed by the Board of Commissioners for causes set out in ORS 565.225, further defined in Section 30.07 of the Umatilla County Code of Ordinances. Procedures to remove a member from office shall be conducted in accordance with ORS 565.225.
- 6.0 OFFICERS Annually, the Fair Board shall elect a chairperson and vice-chair person. Each will perform the duties normally associated with those offices.
- 7.0 SECRETARY The Fair Board will annually select a Fair Secretary who may be a member of the Fair Board, or the Fair Board may utilize the Fair Manager or Fair administrative aide

as the Fair Secretary. The County will provide the Secretary's/Administrative Aide bond as part of its system-wide insurance as required by ORS 565.210(3). The Fair Secretary will be the official custodian of Fair Board records and will perform the duties normally associated with that office, plus such other duties as are assigned by the Fair Board

8.0 PROCEDURES Subject to public law and this agreement, the Fair Board may organize itself, and adopt by-laws governing its procedures, as it deems best in order to discharge its responsibilities. Copies of the Fair Board's bylaws, meeting notices, and minutes will be furnished to the Commissioner Fair Liaison. The Fair Board is a subject to Oregon Public Meeting law, including notice, public attendance, and minutes.

9.0 COUNTY FAIR The Fair Board is responsible to ensure that a suitable county fair is planned, prepared and produced each year. To discharge this responsibility the Fair Board shall have and may exercise all related powers, including:

- A. Making rules and regulations for conduct and management of fairs (ORS 565.240)
- B. Providing security during the County Fair including, if necessary, the appointment/approval of marshals or police. (ORS 565.240 and 565.640). Contracts for such security shall be consistent with County procedures and will be approved for form by County Counsel.
- C. Set the dates of the County Fair.
- D. The Fair Board will develop short and long-term plans for the planning, preparation, development, promotion and production of the annual Umatilla County Fair. These plans shall be updated annually. Copies of the business plan and updates shall be furnished to the County Fair Commissioner Liaison, and will be reviewed during the annual meeting between the Fair Board and Board of Commissioners.

The Fair Board shall assure that County Fair business is conducted in compliance with County and Fair Board policies, protocols, and requirements; and that County Fair staff/employees are suitably informed and trained. The Fair Manager, Commissioner Fair Liaison, and Fair Board shall consult and collaborate to assure compliance.

10.0 FAIR MANAGER

- A. The County will employ a Fair Manager to perform the functions set forth in a Position Description approved by both the Fair Board and the Board of Commissioners. Duties shall include assisting the Fair Board with the production of the annual County Fair.
- B. The Fair Manager may be selected by the Board of Commissioners. The Fair Board Chairperson or designee' will participate in the selection process.
- C. The Fair Manager will work under the supervision of the Fair Board in connection with planning relating to the annual County Fair.

- D. The Fair Manager will work under the supervision of the Board of Commissioners designated liaison in connection with day-to-day and year-round administration and reporting.
- E. The Fair Manager will be evaluated annually by the Board of Commissioners designated liaison. The Fair Board will be consulted as part of this evaluation.
- F. The County may engage other employees to assist the Fair Manager as resources and circumstances allow. Volunteers are recognized as a source of assistance in connection with County Fair matters. The Fair Manager will be responsible to insure compliance with County policies.

11.0 STRUCTURE

- A. Within the County structure, the County Fair will be assigned to the Board of Commissioners for administrative, reporting and liaison purposes.
- B. The County Fair Manager will be the Fair liaison and the Board of Commissioner designated Commissioner will be the County liaison. They will insure communication, exchange of information, access to essential county support services (e.g., fiscal/budget, legal, personnel, etc.) and such other coordination with County Departments and Board of Commissioners as is useful or necessary.
- C. Further working arrangements may be made through the Liaisons. When advisable, these may be documented as memorandums of understanding or agreement.

12.0 BUSINESS PLAN The Fair Manager will assist the Board of Commissioners and the Fair Board to develop suitable Business Plans for production of the annual County Fair. The Board of Commissioners designated liaison will coordinate the development of the Business Plan. When advisable, any business plans must be documented as a memorandum of understanding or agreement and be filed with the Board of Commissioners and Fair Board.

13.0 COUNTY POLICIES The Fair Manager will provide the fiscal oversight and accountability and reporting for the County Fair and the Fair Board. County fiscal and human resources policies will be followed by the Fair Manager and Fair Board.

14.0 COUNTY LIABILITY An objective in creating and implementing fiscal, budget, human resource and legal policies is to limit the exposure and liability of the Fair Board and the County.

If the Board of Commissioners deem it advisable, the County and the Fair Board will separately document an agreement pursuant to ORS 565.230(4) on steps, provisions and actions to protect the county and the Board of Commissioners from liability. This agreement could include hold-harmless, indemnity, and other agreed protections from liability for

personnel matters, contractual matters, property matters, catastrophic events and all the general risks that are the subject of prudent risk management.

15.0 ANNUAL MEETING Annually, in or about late November or early December, the Liaisons will schedule a meeting with the Board of Commissioners and the Fair Board. At or prior to the meeting, the Fair Board will furnish the Board of Commissioners with the following (or an appropriate summary):

- A. An annual report furnished to the Oregon Fairs Association.
- B. A summary of any significant operational issues or unresolved matters that have arisen since the last annual meeting.
- C. An evaluation of the county's administrative support and recommendations for improvement or change.
- D. The current Business Plan.

At the annual meeting, the parties will review the above items, business plan(s) and other matters covered in this agreement, discuss such other matters as are timely or informative to either party, and take such actions as are prudent and desirable for conduct of the affairs of the respective parties.

The Board of Commissioners and the Fair Board may meet as often as needed, but will have at least one annual meeting.

16.0 AMENDMENTS This agreement may be reviewed and/or amended from time to time by mutual agreement of the parties.

UMATILLA COUNTY
BOARD OF COMMISSIONERS

UMATILLA COUNTY
FAIR BOARD
