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**CLATSOP COUNTY
BOARD OF COMMISSIONERS/FAIR BOARD
MEMORANDUM OF UNDERSTANDING**

This Memorandum of Understanding replaces the Memorandum of Understanding initially entered into between the Clatsop County Board of Commissioners and the Clatsop County Fair Board on October 25, 2000 and revised on July 2, 2010.

I. Definitions. As used in this document:

"Fair Board" means the Clatsop County Fair Board, which shall be a lay commission appointed by and accountable to the Board of Commissioners for policy-making, budget development and financial execution and planning of Fairground events, operations and facilities.

"Fairgrounds Manager" means the Manager of the Clatsop County Fairgrounds, who shall be responsible for management, operations and maintenance of the Fairgrounds. The Fairgrounds Manager shall also organize and support the governance processes of the Fair Board.

"Fairgrounds" means the grounds and all other property owned, leased, used or controlled by the County and devoted to the use of the County Fair.

"Fair Related Improvement" means any improvement to the grounds, buildings and facilities used for the holding of the county fair.

II. Recitals

- A. The Clatsop County Fairgrounds is located on a 108.76-acre parcel of land on Walluski Road in Clatsop County. The land includes the Fairground facilities, parking areas, forestland, agricultural land, and river frontage.
- B. Pursuant to ORS 565.210(2), the Board of Commissioners has appointed or shall appoint a board consisting of not less than three nor more than seven resident taxpaying citizens of the County to be known as the Clatsop County Fair Board. The Fair Board members shall serve staggered terms of three years each. At the first meeting in January, upon the expiration of the term of a Fair Board member, a successor shall be appointed to serve for three years. ORS 565.210(5) provides that no more than one member of the Board of Commissioners may serve as a member of the Fair Board. Members of the Fair Board are subject to removal per ORS 565.225.
- C. Pursuant to ORS 565.210(3), each member of the Fair Board is required to furnish a good and sufficient bond in favor of the County, conditional upon faithful performance of the duties of the office. The bond for each member shall be in a sum equal to \$10,000 or 20 percent of the total revenues received by the Fair in the last fiscal year ending prior to the appointment of each member, whichever is the lesser amount. The bond when approved by the Board of Commissioners shall be filed with the County Clerk. The Fair Board shall pay the premium on the bond.
- D. Pursuant to ORS 565.220, the members of the Fair Board shall, as soon as their bonds have been filed and approved, and thereafter in January of each year, meet and organize by electing a Chair and Vice Chair. A majority of the members of the Fair Board shall constitute a quorum for the transaction of all business at meetings. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair.

- E. The County Fair Funds are components of the Clatsop County Budget, and subject to review by County staff, approval by the Clatsop County Budget Committee, and adoption by the Board of Commissioners.
- F. The voters of Clatsop County approved a levy for the fairgrounds in 2006, to provide tax funding for fair operations and the maintenance and improvement of fair buildings. Thereafter, additional five-year operating levies were approved by the voters in 2010, 2016 and 2020.
- G. Pursuant to ORS 565.240, the Fair Board shall make and enforce all rules and regulations necessary for the proper conduct and management of the fair and all activities conducted on the Fairgrounds.
- H. Under ORS 565.230(1), the Fair Board has statutory authority for the exclusive management of the ground and all other property owned, leased, used or controlled by the County and devoted to the use of the County Fair and Fairgrounds.
- I. Under ORS 565.230(1), the Fair Board is entrusted and charged with the entire business management and financial and other affairs of the County Fair.
- J. Under ORS 565.230(2), in order that the Fairgrounds and buildings may be utilized to the fullest extent for pleasure, recreation and public benefit, the Fair Board has statutory authority to provide park facilities for the public or to issue licenses and grant permits for the holding of any exhibitions, shows, carnivals, circuses, dances, entertainment, or public gatherings upon the Fairgrounds.
- K. The Board of Commissioners and the Fair Board have negotiated and hereby enter into this agreement concerning the roles, rules, policies and procedures to be used in the conduct of fair activities for the purpose of limiting the liability of the County for personnel or contractual matters pursuant to ORS 565.230(4).
- L. The Board of Commissioners and the Fair Board also enter into this agreement to establish processes for major maintenance and construction of improvements at the Fairgrounds.

III. Understandings

Below are stated the understandings between the Board of Commissioners and the Fair Board as to how the Fair Board shall perform its responsibilities under the statutes and Clatsop County Home Rule Charter.

1. Fairground Personnel

- a. The Board of Commissioners and the Fair Board agree that Clatsop County ("County") shall be the exclusive employer of all Fairground employees, including the Fairground Manager, and shall retain sole responsibility for hiring, supervising, disciplining and discharging of said employees. The job description for the Fair Manager shall include provisions requiring the Fairground Manager follow the policies and direction of the Fair Board pursuant to its authority as set forth in ORS Chapter 565. Clatsop County will include two Fair Board members in the hiring process for the Fairground Manager.
- b. The Fairground Manager shall be responsible for hiring and supervising all Fairground employees. The Fairground Manager shall be required to follow the Clatsop County Personnel Policies and Procedures and any applicable collective bargaining agreements

when hiring, supervising, disciplining or discharging any Fairground employees.

- c. The County agrees to use its best efforts to ensure that the Fairground Manager and other Fair employees follow and implement the policy and direction of the Fair Board so long as those policies and directions are not in direct conflict with County policies. In the event of a conflict between County and Fair Board policies, the County Manager (or designee) and the Fair Board Chair and/or Vice Chair shall meet to resolve any differences. However, all decisions directly impacting employment rights or liabilities of Fairground employees shall be made exclusively by the County.
- d. The Fair Board shall provide the County with an annual performance evaluation of the Fairground Manager. The Board's evaluation shall be provided directly to the designated County supervisor. The Fair Board's evaluation will be considered as part of the Fairground Manager's performance evaluation prepared by the County.
- e. The Fair Board shall provide written reports to the County Manager or designee concerning all personnel issues, including copies of supporting documentation. The County shall investigate reports and take any actions it deems appropriate and necessary.

2. Operations and Management

- a. The Fair Board shall operate and otherwise manage the Fairground, including all other facilities located at the Fairground. The Fair Board, with the assistance of staff, is responsible for recruiting bookings, scheduling, establishing rental fees, general promotion, food service, concessions, maintenance and all other related operational activities.
- b. At least annually, the Board of Commissioners and Fair Board will hold a joint meeting to review 1) a summary of any significant operational issues or unresolved matters that have arisen since the last joint meeting; 2) information regarding current and anticipated events and past, current and projected financial condition; and 3) information regarding Facilities Maintenance Plan and/or Capital Projects Plan.
- c. The Board of Commissioners shall appoint one of its members to serve as liaison with the Fair Board. When either the Board of Commissioners or the Fair Board contemplates major actions or major projects, each Board shall communicate with the other early in the process.
- d. The Fair Board shall adopt Fair Board policies related to the unique and specific operational needs of the Fairground. The Fair Board and Fairground employees shall otherwise follow county policies and procedures.
- e. The Fair Board has authority to make expenditures from Fair Funds. In making expenditures the Fair Board shall comply with local budget law, Board of Commissioner Budget Policy, County departmental budget preparation instructions and deadlines, public purchasing laws, County Public Purchasing and Local Contract Review Board Rules, and other policies and/or procedures of the County related to budgeting and financial management.
- f. The County will provide the Fairground, at Fairground expense, with financial, budget, legal, administrative, Human Resources, Information Technology and other internal services as requested. The Fair Board will compensate the County for these services

pursuant to the County Indirect Cost Allocation Policy.

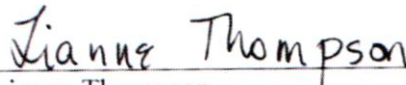
- g. An annual Facilities Maintenance Plan will be developed to identify and prioritize maintenance related projects. County Building and Grounds staff are available to assist with the assessment and prioritization process upon request.
- h. The Fair Board and Board of Commissioners will collaborate and partner in the development and/or update to the Fairgrounds Master Plan and resulting capital project plans.
- i. Fair Board will notify and work with County staff on contract and permit requirements for all Fairground related improvement projects requiring building permits and costing less than \$30,000. Fair related improvement projects estimated to cost more than \$30,000 require the approval of both the Fair Board and Board of Commissioners.
- j. The approval of both the Fair Board and Board of Commissioners is required for the sale of any standing timber on the property.
- k. County Board of Commissioners approval as landowner is required on any federal or state environmental permit (such as a wetland fill permit from the Corps of Engineers).

3. Operations

- a. The Fair Board shall defend and indemnify the Board of Commissioners and the County from liability arising out of contractual matters occurring under the Fair Board's direction, management or authority, to the extent permitted by law.
- b. This agreement is binding on both parties and can only be amended by the concurrence of both parties.

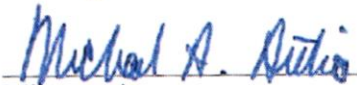
Dated this 9th day of November, 2022.

Clatsop County Board of Commissioners



Lianne Thompson
Vice - Chair

Clatsop County Fair Board



Mike Autio
Chair