

**Exhibit A  
to the  
2012 Fair Board Resolution**

**Definitions:**

“Board of County Commissioners” means the Teton County Board of County Commissioners.

“County Fair” means the annual Teton County Fair event, inclusive of the time set for the public use and reasonable time for set up and teardown, unless stated otherwise.

“Fairgrounds” or “Fair Complex” means the ground and all other property owned, leased, used or controlled by Teton County located at 305 W. Snow King Ave., Jackson, Wyoming.

**Purpose:**

To clarify the understanding between the parties regarding: 1) the annual County Fair event, and 2) the management of certain Fairgrounds property both when it is and is not devoted to the use and production of the County Fair.

**Recitals:**

- A. The County’s powers are exercised by and through the Board of Commissioners, per the County’s adopted County policies and state statutes.
- B. The Board of Commissioners exercises some of its powers through delegations of authority and responsibility to various appointed boards, the County Commissioners’ Administrator, and employees of the County.
- C. It is desirable and in the best interests of all to clarify the management of the Fairgrounds and the production of the County Fair.
- D. The primary function of the Fair Board is to oversee the planning, preparation and production of the County Fair. The Board of Commissioners should provide adequate financial assistance to the Fair Board to discharge this responsibility.
- E. During the period of the County Fair, the Fair Board will have the use and control of the Fairgrounds or such part of it as is needed for the County Fair purposes.
- F. During the rest of the year, the management of the Fairgrounds will be the responsibility of Teton County via a Fair and Fairgrounds Manager, who will provide for day-to-day oversight pursuant to the direction of the County Commissioners’ Administrator, or his/her designee as mutually agreed upon by the County Commissioners’ Administrator and the Teton County Fair Board, in accordance with Fair Board and County policies and procedures and subject to the ultimate decision making authority of the Board of Commissioners.

G. During the rest of the year, the primary function of the Fair Board is to maximize the use of the fairgrounds by supporting the planning, promotion, and scheduling of events and programs by the Fair and Fairgrounds Manager that support western heritage and culture. Additionally, the Fair Board shall serve as an advisory and recommending body to the Fair and Fairgrounds Manager regarding facility maintenance and improvements, as well as long-range planning. It is recognized that cooperation between the Fair Board and the Fair and Fairgrounds Manager is essential for the successful operation of the facilities and grounds.

### **Operations:**

1. **Manager:** The Fair and Fairgrounds Manager will be responsible for all planning, records, finances, clerk for board meetings and general operations of the fairgrounds and fair. The Fair and Fairgrounds Manager shall report to the County Commissioners' Administrator (or his/her designee as mutually agreed upon by the County Commissioners' Administrator and the Teton County Fair Board), who shall supervise the Fair and Fairgrounds Manager, and have the power to hire, fire, and discipline the Fair and Fairgrounds Manager and all employees of the Fair.
2. **Procedures:**
  - a. The Board of Commissioners will appoint a Fair Board that generally represents the following interests: a) Agriculture, b) Equine and Livestock, c) Youth / Education / 4H, d) Facility user groups, e) Motorsports, f) other interests as determined by the Board of Commissioners
  - b. 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. 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 and such other factors as the Board of Commissioners deems relevant.
  - c. The Fair Board may establish the procedures and policies it deems best in order to discharge its responsibilities subject to the terms of this agreement and to applicable laws, such as Wyoming's public records and meeting laws, and government standards and practices law. Copies of the Fair Board's meeting notices and minutes will be provided to the County Clerk and the public.
  - d. The Fair Board shall comply with all applicable state laws and County policies, and procedures in terms of contracts, personnel, budget and fiscal management.
  - e. The Fair Board shall recommend the awarding of all public purchasing contracts, permits and licenses, related solely to the County Fair to the Board of County Commissioners for approval. The Fair Board agrees to follow the County's purchasing and contract rules and procedures. In accordance with these rules, the County Board of Commissioners will serve as the contract agency, and the County's contract review process and competitive bid rules also apply to the Fair

Board. The Fair and Fairgrounds Manager (or designee) will manage contracts, permits and licenses.

- f. The Fair Board is prohibited from soliciting, negotiating, awarding or executing any contracts, permits, licenses or other documents that, in any manner, may impact the County's authority over the Fairgrounds outside the County Fair, without approval of the County Commissioners' Administrator. The County Attorney and County Commissioners' Administrator (or his/her designee as mutually agreed upon by the County Commissioners' Administrator and the Teton County Fair Board) shall review contracts, permits, licenses, and other documents prior to award and execution to ensure compliance with this provision. In the event of impact on the County's authority outside the County Fair, the County Commissioners' Administrator has authority to require document modifications or conditions to the approval, including that the County execute the contract and that it manage matters outside the County Fair.
- g. The Fair Board shall require third party contractors to defend, and indemnify the Fair Board, its members, Teton County, its Commissioners, officers, agents and employees and provide additional insured coverage for the same on the contractor's liability insurance, in addition to any other standard County contract provisions.

3. **Use of Certain Fairgrounds Property for County Fair:** The County agrees to devote the Fairgrounds to the exclusive management of the Fair Board during the time for the County Fair. Any actual use of property not expressly devoted for the use of the County Fair in accordance with this provision does not constitute devotion by implication.

4. **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 has and may exercise all related powers including:

- a. Making rules and regulations for the conduct and management of the County Fair.
- b. Providing security during the County Fair.
- c. Setting the dates and scheduling for the County Fair.
- d. In exercising the above powers, the Fair Board shall give priority to:
  - 1) The personal safety and security of members of the public who attend, as well as those who work and participate in the Fair, and
  - 2) The security and preservation of the property being used at the Fairgrounds. The Fair Board shall maintain and keep the Fairgrounds in good condition during the County Fair, normal wear and tear excluded.
- e. The Fair Board shall ensure that the County Fair business is conducted in compliance with all applicable statutes and policies and protocols. The County Board of Commissioners, Fair Board, County Commissioners' Administrator (and/or his/her

designee as mutually agreed upon by the County Commissioners' Administrator and the Teton County Fair Board), and Fair and Fairgrounds Manager agree to consult and collaborate to assure the Fair Board is able to achieve compliance.

f. Annually, the Fair Board will develop or update short and long-term plans for the planning, preparation, development, promotion and production of the County Fair. Copies of the business plan and updates will be furnished to the County Commissioners' Administrator (or his/her designee as mutually agreed upon by the County Commissioners' Administrator and the Teton County Fair Board) and may be reviewed during a joint meeting between the Board of County Commissioners and the Fair Board.

5. **Authority and Management of Fairgrounds Outside of County Fair:** The County will manage, via the Fair and Fairgrounds Manager, the use of the Fairgrounds at times other than during the County Fair. The County's priority is to maintain and preserve the Fairgrounds to support western heritage activities, maximizing the use of the Fairgrounds to the fullest extent possible for the pleasure, recreation, education and benefit of the public outside of the County Fair, in keeping with the Teton County Fair Board's mission and vision statements. The Fair Board will serve as an advisory and recommending body to the Fair and Fairgrounds Manager in support of this management.

6. **Fair and Fairgrounds Manager/Personnel/Volunteers:** The County agrees to provide adequate assistance to the Fair Board to discharge its responsibility to provide the County Fair, including providing meeting space and access to the Fairgrounds as appropriate for Fair Board business, both during the County Fair and otherwise.

a. The County will employ a Fair and Fairgrounds Manager whose duties include:

1) providing support to the Fair Board in planning, preparing and producing the County Fair; and

2) managing the fairgrounds and associated staff and volunteers during the remainder of the year, to include the coordination and support of special event activities.

b. In the event of a vacancy of the Fair and Fairgrounds Manager position, the County Commissioners' Administrator (or his/her designee as mutually agreed upon by the County Commissioners' Administrator and the Teton County Fair Board) will consult with the Fair Board on the position description for the Fair and Fairgrounds Manager, and will solicit the advice, participation, and recommendation of the Fair Board with respect to the selection of the Fair and Fairgrounds Manager.

7. **Structure/Organization/Liaison:**

a. The County Commissioners' Administrator (or his/her designee as mutually agreed upon by the County Commissioners' Administrator and the Teton County Fair Board) and the Fair and Fairgrounds Manager will ensure communication, exchange of information, access to County support services and other such coordination with the Board of County Commissioners, Fair Board and County departments as is useful or necessary.

b. The Fair Board shall designate one of its members to be a liaison with the Board of County Commissioners. A County Commissioner will serve as the County's liaison with the Fair Board. Liaisons shall keep their respective board members and each other apprised of all significant activities, events, or issues that may arise, in particular, any which would likely impact the other Board. When major actions or projects are contemplated which affect the County or the County Fair, the liaisons shall bring it to the attention of the Board of County Commissioners Chair and the Fair Board Chair for the purpose of scheduling a joint meeting to discuss and consult regarding the proposed action or project.

8. **Business Plan(s):** The Fair and Fairgrounds Manager will assist the Fair Board to develop a suitable business plan for the production of the County Fair. Additionally, the Fair and Fairgrounds Manager will assist the County and Fair Board to develop a suitable business plan for the year-round management and western heritage programming of the Fairgrounds. The Fair Board and the Board of Commissioners will review the business plan annually

9. **Facilities Capital Improvement Plan:** The Fair and Fairgrounds Manager, with input from the Fair Board, will develop an annual Facilities Capital Improvement Plan for fairground buildings and structures. The plan will identify and prioritize capital related projects. A maintenance plan may also be developed to identify and prioritize maintenance related projects.

10. **Budget and Fiscal:** The Fair and Fairgrounds Manager and other assigned staff will provide the fiscal oversight, accountability and reporting for the County regarding the Fairgrounds and will provide the same oversight, accountability and reporting for the Fair Board and County regarding the County Fair. The Fair Board and the County shall ensure that the Fairgrounds and the County Fair are operated in compliance with all applicable state and county laws, ordinances, rules, policies and procedures relating to budget and fiscal management. The Fair Board Secretary/Treasurer shall also provide oversight and accountability for all annual Fair fiscal management. All funds, budgets, finances, payables and receivables shall be in the County's appropriated budget and under the policies and procedures of the County Clerk and Treasurer.

11. **Legal Representation:** The Teton County and Prosecuting Attorney will provide legal representation to the Fair Board.

12. **Annual and Other Joint Meetings:**

a. At least annually at a reasonable time after completion of the County Fair, the Board of Commissioners and Fair Board will hold a joint meeting to discuss topics of mutual concern.

b. The Board of Commissioners and the Fair Board may schedule and hold additional joint meetings as mutually determined to be needed or desired. Scheduling of additional joint meetings is subject to the reasonable availability of the members of both boards.