

**MINUTES OF OCFEC BOARD OF DIRECTORS MEETING  
HELD JANUARY 28, 2016**

**1. CALL TO ORDER:**

Chair Mouet called the meeting to order at 9:00 a.m.

**2. MISSION STATEMENT**

**3. PLEDGE OF ALLEGIANCE:**

The Pledge of Allegiance was recited by Director Ruiz. Roll call was taken by Jessica Zimmerman.

**4. DIRECTORS PRESENT:**

Chair Mouet, Vice Chair Berardino, Director Tkaczyk, Director La Belle, Director Aitken, Director Bagneris, Director Ruiz, and Director Cervantes

**DIRECTORS ABSENT/EXCUSED:** none

**OTHERS PRESENT:**

Kathy Kramer, OCFEC CEO; Ken Karns, OCFEC VP Operations; Jessica Zimmerman, OCFEC; Jerry Eldridge, OCFEC; Evy Young, OCFEC; Joan Hamill, OCFEC; Deborah Fletcher, Office of the Attorney General; Josh Caplan, Office of the Attorney General; Janet Taylor, Stenographer; Bill Harvey, City of Costa Mesa Rec. Leader; Roberta Harvey, City of Costa Mesa Rec. Leader; Megan Riel, Ranch After-School Program Coordinator; Teresa Dayton, Centennial Farm Program Coordinator; Reggie Mundekis; Beth Refakes; Kim Harmes; Steve Furlan; Bobby Florentz; Carol Fusso; Lynda Jones; Steven Davis; Sean Roberts; Ed Mitchell; Bob Berkowitz; Theresa Sears; Nick Anderson

**5. CEO'S OPERATIONAL UPDATE**

Kathy Kramer, OCFEC CEO, introduced the new Vice President, Operations, Ken Karns. Karns came to OCFEC from the Western Fair District in Ontario, Canada where he spent 25 years. He directed numerous construction projects and master site plans; as a Director of Facility Development he oversaw expansion initiatives.

Michele Richards, OCFEC Vice President, Business Development, discussed the upcoming events for the months of January and February.

Kramer announced that the Centennial Farm Ranch After-School Program is the recipient of the 2015 California Park and Recreation Society Award of Excellence. This award recognizes outstanding achievement in the area of facility design, park planning, marketing and communications, and community improvement. The program demonstrates the benefit of community partnerships and how these partnerships come together to create agricultural education. Kramer then introduced Evy Young, OCFEC Centennial Farm Supervisor.

Young discussed the Centennial Farm Ranch After-School Program at OCFEC. Started in 2003 the Ranch Program currently serves six schools in the Newport-Mesa Unified School District and 800 students. UC Master Gardeners provided volunteer help. Over 100 volunteer hours are dedicated for the Ranch Program every year.

Jerry Eldridge, OCFEC Director of Facilities, discussed the Pacific Amphitheatre seating replacement project. Renovation started on January 18.

Kramer thanked Beth Refakes in connection with the Family Readiness Officer with the 5<sup>th</sup> Battalion Marine Corps based in Camp Pendleton to connect the military families to the Fair. Kramer also noted that OCFEC received notice to participate on the California State University Fullerton Consulting Program. OCFEC will be working with MBA students to conduct analysis to help identify opportunities to grow our agricultural programming and outreach starting mid-February with a project report delivered back to us on mid-May. Also, announced the new OCFEC event, farm-to-table dinners at Centennial Farm on Saturday, May 14.

Kramer announced awards OCFEC received at this year's annual WFA convention. OCFEC received nine achievement awards, three 1st place, four 2nd place and two 3rd place. She also announced that the OC Fair was ranked the eighth largest fair in attendance in North America by Venues Today; and the Pacific Amphitheatre maintained its rank as number 15 top stops in 2015.

Kramer concluded congratulated the entire Board of Directors for making the annual list of Who Made the News and Lent Influence in 2015 list by the Daily Pilot and also congratulated Director Aitken and Director Tkaczyk on being reappointed to the Board of Directors by Governor Brown.

Chair Mouet thanked Kramer on all the high expectations and the great news of the farm-to-table initiatives. He spoke about the youth in Orange County exploring fair agriculture and the intake to the education. He noted that he is excited about the partnership with the California State University Fullerton.

## **6. PUBLIC COMMENT**

Beth Refakes thanked Kramer for meeting with the Family Readiness Officer and spoke about the Crossroads of the West Gun Show.

Kim Harns has been a vendor for 31 years in the OC Market Place and stated his concern about the loss of vendors and wanted more clarity of how to handle better communication with Tel-Phil. She asked to please save the OC Market Place.

Steve Ferland has been a vendor for 32 years stated it's their lively hood. They want more information as to what is happening with the OC Market

Place. He asked the board for help to do something to save the OC Market Place.

Bobby Florentz is the Guardians of the Oath, they sponsored the gun show; they work with law enforcement and military to go by all the rules. He asked to please keep the OC Market Place, it's great to go after the gun show.

Carol Russo is a vendor of the OC Market Place, which represented most of the vendors in the public. She believes it can be brought back and be saved.

Director Tkaczyk asked Russo if they called Tel-Phil and see what they have told them?

Russo stated they have called but Tel-Phil will not return their calls and they will not answer them. She has heard rumors that OC Market Place is being sold.

Reggie Mundekis asked to use OC Fair as an emergency evacuation site and reminded the Board about the obligations under the 2012 Pacific Amphitheatre settlement agreement. Lastly asked where is the direction to book EDM rave events coming from specifically mentioning the Night Nation Run to be held on April 2.

Lynda Jones is also from the Guardians of the Oath. She asked to the Board to please consider keeping the gun show.

Steven Davis is a director of security for the First Southern Baptist Church of Buena Park and a member of the Interfaith Defense Council. He stated he wants to make sure the Board understands that the gun show is very important because they are an expression of a Constitutional right.

Sean Roberts is also a vendor of the OC Market Place; he shared his frustration along with everyone else. He stated they need to pay a \$7 fee on the marketing on a monthly basis which has been imposed to them. He has requested the Board's support to make this work.

Ed Mitchell works with the Constitution Association, he discussed about the gun show; and asked the board to maintained control of the Gun Show.

Bob Borkowitz thanked the board for the opportunity. He has talked to Tel-Phil several times and they have told him they will be selling the OC Market Place. Also mentioned that Mr. Teller from Tel-Phil is not telling them the truth. All he wants a positive way to help all the vendors to be successful at the OC Market Place.

Chair Mouet thanked all the public speakers.

**7. MINUTES:**

**A. Board Meeting held December 17, 2015**

**ACTION:** Director Aitken motioned and Director Cervantes seconded to review and approve the minutes from the Board meeting held December 17, 2015. **MOTION CARRIED. AYES: Chair Mouet, Vice Chair Berardino, Director La Belle, Director Tkaczyk, Director Aitken, Director Bagneris, and Director Ruiz. NAYES: none.**

**8. CONSENT CALENDAR**

A. Standard Agreements: SA-014-16IO; SA-019-16AS; SA-020-16HB; SA-021-16BB; SA-022-16BB; SA-024-16GE; SA-025-16HB; SA-027-16GE; SA-028-16HB; SA-029-16GE; SA-030-16GE; SA-031-16GE; SA-261-SP; SA-264-15MA

B. Amendments : SA-17-11FA

C. Interagency Agreements: SA-269-15HR

D. Letters of Understanding: 03215051

E. Rental Agreements: R-158-15; R-160-15; R-162-15; R-010-16; R-011-16; R-012-16; R-015-16; R-016-16; R-019-16; R-027-16; R-028-16; R-032-16; R-041-16; R-042-16; R-043-16; R-044-16; R-047-16; R-048-16; R-051-16; R-054-16; R-059-16; FT-002-16; FT-004-16; FT-052-16

F. Active Joint Powers Authority Agreements: none

G. Correspondence

i. none.

Communications to the Board from the public in response to Board discussion or to comments made before the Board are to be listed on the meeting agenda and included in the Board materials as an item of public disclosure.

Director La Belle asked to pull SA-270-15SP, PepsiCo Company Contract.

Richards asked to pull SA-270-15SP, PepsiCo Company Contract. There are couple of details that we are working on.

**ACTION:** Director La Belle motioned and Director Bagneris seconded to review and approve the Consent Calendar with SA-270-15SP removed. **MOTION CARRIED. AYES: Chair Mouet, Vice Chair Berardino, Director La Belle, Director Tkaczyk, Director Aitken, Director Bagneris, Director Ruiz and Director Cervantes. NAYES: none.**

## **9. GOVERNANCE PROCESS:**

### **A. Committee/Task Force/Liaison Reports**

- i. Centennial Farm Foundation Board (Vice Chair Mouet)
- ii. Heroes Hall Foundation Board (Vice Chair Berardino, Director La Belle)

Chair Mouet announced the draft of the MOU between OCFEC and the Centennial Farm Foundation to clarify on how to relate to each other. Once it has been executed there will be more clarity.

Director Aitken asked if this will be done also for Heroes Hall?

Chair Mouet stated yes but he believes the nature of Heroes Hall Foundation was a different species of foundation based on previous legal matters.

Director Bagneris stated there is not any difference between the Centennial Farm Foundation and Heroes Hall as far as foundational, both are public foundations.

Vice Chair Berardino stated they raised \$15,000 for the foundation and up about \$120,000 that the foundation has raised.

Director La Belle state the next meeting is next month on February 3. He also asked if the MOU had been drafted for the Heroes Hall Foundation.

Richards answered yes it has been drafted.

Vice Chair Berardino stated they have received the determination letter by the IRS and they are approved.

Director Bagneris asked if the fees have been reimbursed the OCFEC, such as the attorney fees.

Director Tkacyk requested to agendize the consumer initiatives recommendations for next month, February.

### **B. Review of Board Committee/Task Force/Liaison Reports**

Chair Mouet announced that Vice Chair Berardino and Director La Belle will continue in Heroes Hall Foundation. Vice Chair Berardino and Director Aitken will continue serving on the Workers' Memorial Task Force. Director La Belle and Director Cervantes will be serving on the OC Fair City Liaison Committee.

Chair Mouet reported that Director Aitken and Vice Chair Berardino will be joining Legislative Monitoring Task Force; Director La Belle and Director Ruiz will continue serving the Organizational Needs

Assessment Task Force; Vice Chair Berardino and Director Tkacyk will continue to serving Tenant Liaison Committee; Director Bagneris and Chair Mouet will continue in the Finance Committee.

Chair Mouet recommended to create a Master Plan Development Task Force, and would like to serve in the Master Plan Development Task Force if the board agrees.

Director Aitken suggested having the Organizational Needs Task Force go through the ONA report again and show what has been accomplished.

Reggie Mundekis requested for status on the H-2B visa issues. She also suggested they should look at how it will be going to the public outreach countywide.

Teresa Sears asked not to use the last consultant, LSA due to the bad experiences in the past.

Director Aitken suggested if an email account can be established such as masterplan@ocfair.com so people can email if they have any questions or concerns about what the board is doing.

### **C. Heroes Hall Construction Project**

Chair Mouet asked for public comments to come first, called on Beth Refakes.

Beth Rafakes asked for a monthly updated regarding whether the project is over or under budget. She also asked to have historical records when the building would be built.

Chair Mouet than turned it over to Kramer to provide updates on Heroes Hall Construction Project.

Kramer stated the Heroes Hall bid has been pulled. An addendum was inadvertently omitted in the bidding process, this has disqualified all bidders and staff is working with CFFA to reissue the construction bid.

Director La Belle asked if Heroes Hall Project would be finished by Veterans Day this year; perhaps have the contractor complete the project sooner than later might be a better option.

Director Tkaczyk stated he would rather have the project done on time and not in a rushing matter. He believes the celebration can continue taking place on Veterans Day no matter where the project stands and have another opportunity for a completion celebration. If the project is not done an official hard opening celebration can be done for the following Veterans Day.

Chair Mouet has accepted another comment for the OC Market Place from Nick Anderson.

Nick Anderson stated his concerns about OC Market Place and asked for assistance to organize and get some points to who the person in charged.

**D. Update on Construction Management options for 32nd DAA Projects**

Kramer asked Deborah Fletcher, Office of the Attorney General, about the regulations and rules on construction before getting into discussion about Director La Belle's inquiry about the potential of using one or more private companies other than CFAA for construction management projects.

Fletcher has stated and reminded everyone about the regulations of the options DGS or CFFA to act on the capacity of the inspection. Other companies can become authorize and certified.

Chair Mouet asked if anyone in the board had any questions.

Director La Belle discussed his experience in the past that most city managers try to crunch everything in 30 days and move on into more important things. He would like to explore the possibility of additional authorization from whatever company to look over the work.

Director Tkaczyk proposed Kramer, Chair Mouet, and Vice Chair to fly out to Sacramento to meet with the GSA.

Director La Belle agreed with Director Tkaczyk to travel to Sacramento and work thru the bureaucracy.

**10. CLOSED SESSION AT 11:05 A.M. – 11:49 A.M.**

Nothing for Closed Session

**11. BOARD OF DIRECTORS MATTERS OF INFORMATION**

Director Ruiz congratulated Director Aitken and Director Tkaczyk in their reappointment; he also thanked the board and wished everyone happy new year.

Director Cervantes congratulated Director Aitken and Director Tkaczyk in their reappointment; she also thanked the board and the staff of all their hard work.

Director Aiken thanked everyone for the congratulations and is happy to continue another 4 years; also thanked the staff for the Girl Scout Cooke drive.

Director Tkaczyk has thanked the staff and board for another four years.

Director Baganeris has thanked the board and announced she will be absent for next board meeting, will be traveling to Washington D.C.

Director La Belle congratulated Director Aitken and Director Tkaczyk in their reappointment; also thanked the board on all the hard work and is excited for this New Year.

Chair Mouet congratulated Director Aitken and Director Tkaczyk in their reappointment and welcomed Ken Karns. Also stated briefly that it was important to attend the WFA and workshops; lastly he mentioned about his walk thru on the gun show with Kramer.

**ACTION:** Director Ruiz motioned and Director Aitken seconded to end board meeting. **MOTION CARRIED. AYES: Chair Mouet, Vice Chair Berardino, Director La Belle, Director Tkaczyk, Director Aitken, Director Bagneris, Director Ruiz and Director Cervantes. NAYES: none.**

**12. NEXT BOARD MEETING: THURSDAY, FEBRUARY 25, 2016**

**13. ADJOURNMENT**

Meeting adjourned at 11:55 a.m.

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Gerardo Mouet, Chair

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Kathy Kramer, Chief Executive Officer