

**MINUTES OF OCFEC BOARD OF DIRECTORS MEETING  
HELD JANUARY 26, 2017**

**1. CALL TO ORDER:**

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

**2. MISSION STATEMENT**

**3. PLEDGE OF ALLEGIANCE:**

The Pledge of Allegiance was recited by Josh Caplan. Roll call was taken by Summer Angus.

**4. DIRECTORS PRESENT:**

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

**DIRECTORS ABSENT/EXCUSED:** Director Mouet and Director Aitken

**OTHERS PRESENT:**

Kathy Kramer, OCFEC CEO; Michele Richards, OCFEC Vice President, Business Development, Ken Karns, OCFEC Vice President, Operations; Adam Carleton, OCFEC Vice President, Finance & Administration; Summer Angus, OCFEC; Jerry Eldridge, OCFEC Director of Facilities; Jason Jacobsen, OCFEC Director of Planning & Presentation; Joan Hamill, Terry Moore, OCFEC Director of Communications; OCFEC Director of Exhibits & Education; Elaine Kumamoto, OCFEC Director of Finance; Ruby Lau, OCFEC Director of Marketing; Thane Hollman, OCFEC Guest Experience Supervisor; Nick Buffa, OCFEC Safety & Security Supervisor; Shannon Kubitz, OCFEC Exhibits & Education Supervisor; Evy Young, OCFEC Agriculture Education Supervisor; Kelly Vu, OCFEC; Mariana Sanchez, OCFEC; Josh Caplan, Office of the Attorney General; Katherine McCoy, Stenographer; Kelly Shelton, City of Costa Mesa; Charlie Johnson, Johnson Consulting; Ryan Johnson, Johnson Consulting; Larry Frapwell, HPI; Megan Gaunce, HPI; Elizabeth Shreeve, SWA; Theresa Sears; Beth Refakes; Reggie Mundekis; Anna Vrska; Jay Humphrey; Roy Englebrecht;

**5. CEO'S OPERATIONAL UPDATE**

Director Cervantes arrived at 9:03 a.m.

Kathy Kramer, OCFEC CEO, announced that while at the Western Fairs Association convention, OCFEC was awarded the Merrill Award, a top industry honor, for the "Our Friends of the Fair" and "We Care Wednesdays" community giveback promotions during the 2016 OC Fair. She also added that OCFEC received an additional seventeen achievement awards and noted that OCFEC staff had lead many workshops and/or served as panelists while at the convention.

Michele Richards, OCFEC VP of Business Development, provided an overview of upcoming events.

Josh Caplan, Office of the Attorney General, stated that there are two ways to answer public questions: in the public comment section of the Board meeting and by asking a Board member directly outside of a Board meeting when there are not enough Board members to qualify a quorum.

Chair Berardino clarified a miscommunicated question and subsequent answer related to the event rental fee increase.

Chair Berardino gave the phone number of his assistant, Cathy Yatch, as a way for the public to reach him, to ask him questions directly.

Kramer reported that since the December Board meeting, staff had spent an estimated 83 hours, at a cost of \$3901.00, fulfilling public records requests.

Richards answered Director Ruiz's question regarding the "We Care Wednesdays" program that through an application process, four nonprofits participate each year.

## **6. PUBLIC COMMENT**

Kelly Shelton, City of Costa Mesa, spoke about how the City answers community member's questions after public comment, during City Council meetings.

Anna Vrska asked for an update regarding payment of the OC Sherriff's invoice incurred from the Trump Rally. She also commented on the Pacific Symphony use of fireworks. Vrska stated her opposition in the reporting of the cost of public records requests, saying it can have a deterring effect to others seeking information.

A woman named Mary asked the Board to consider having a few Board of Directors meeting at different times to allow working people the opportunity to attend. She also inquired about the status of the OC Sherriff's invoice incurred from the Trump Rally. She commented on transparency and also stated her opposition in the reporting of the cost of public records requests. Mary said that she received a pamphlet listing OCFEC as an emergency destination and asked what the fairgrounds offer in an emergency situation.

Jay Humphrey, Costa Mesa resident, stated he was at the City meeting during the fireworks test and observed the disruption from the noise. He stated that the police officers at the meeting did not know that the test was happening. Humphrey spoke his concerns about staff reports not having



enough information.

Beth Refakes, Costa Mesa resident, asked about the status of the OC Sheriff's invoice incurred from the Trump Rally. She thanked Michele Richards and Jason Jacobsen for their presentation at an OC Historical Society dinner. She also shared concerns about the fireworks during the Pacific Symphony performances.

Reggie Mundekis criticized the use of estimates presented in staff reports to the Board of Directors to assist in the decision making process.

Roy Englebrecht, Fight Club OC promoter, shared his excitement about the upcoming seventh season of Fight Club OC. He complimented the team effort and partnership the Fight Club has with OC FEC and Spectra.

**7. MINUTES:**

**A. Board Meeting held December 15, 2016**

**ACTION:** Director La Belle and Director Cervantes seconded to approve the minutes from the Board meeting held December 15, 2016.

**MOTION CARRIED. AYES: Chair Berardino, Vice Chair Bagneris, Director Tkaczyk, Director La Belle, Director Cervantes and Director Pham. NAYES: None. ABSTENTION: Director Ruiz**

**8. CONSENT CALENDAR**

A. Standard Agreements: SA-001-17HB; SA-002-17GE; SA-003-17PA; SA-004-17HB; SA-005-17IO; SA-006-17HB; SA-007-17HB; SA-008-17HB; SA-010-17HB; SA-011-17HB; SA-012-17HB; SA-013-17IO; SA-014-17GE; SA-015-17GE; SA-016-17GE; SA-017-17GE; SA-018-17GE; SA-028-17PA; SA-029-17GE; SA-028-17PA; SA-029-17GE; SA-244-16YR; R1670032

B. Amendments: SA-244-16YR (Amend. #1)

C. Rental Agreements: R-113-16; R-175-16; R-180-16; R-181-16; R-182-16; R-183-16; R-009-17; R-010-17; R-011-17; R-012-17; R-043-17; R-045-17; R-052-17; R-054-17; R-062-17; R-064-17; R-065-17; R-066-17

D. Active Joint Powers Authority Agreements: None

E. Correspondence:

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.

i. none.

*-End of Consent Calendar-*

**ACTION:** Director Cervantes motioned and Director Ruiz seconded to approve the Consent Calendar. **MOTION CARRIED. AYES: Chair Berardino, Vice Chair Bagneris, Director Tkaczyk, Director La Belle, Director Cervantes, Director Ruiz and Director Pham. NAYES: None.**

## 9. GOVERNANCE PROCESS:

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

- i. Centennial Farm Foundation Board (Director Mouet)
- ii. Heroes Hall Veterans Foundation Board (Chair Berardino, Director La Belle)
- iii. Financial Monitoring Committee (Vice Chair Bagneris, Director Pham)
- iv. Workers Memorial Task Force (Chair Berardino, Director Aitken)
- v. 2017 OC Fair City Liaison Committee (Director La Belle, Director Cervantes)
- vi. Legislative Monitoring Task Force (Chair Berardino, Director Aitken)
- vii. Master Site Plan Task Force (Director La Belle, Director Ruiz)
- viii. Tenant Liaison Committee (Director Tkaczyk, Chair Berardino)
- ix. Consumer Initiatives Task Force (Director Tkaczyk, Vice Chair Bagneris)
- x. Agricultural Committee (Director Mouet, Director Cervantes)

Chair Berardino congratulated Director Mouet for his work on the Centennial Farm Foundation Board but stated that, unfortunately Director Mouet must resign his position on the Foundation's Board. Director Cervantes volunteered to take his place on the Centennial Farm Foundation Board.

Director La Belle, on behalf of the Heroes Hall Veterans Foundation Board, stated that the Foundation met the day before to discuss identifying fundraising opportunities. Chair Berardino thanked the City of Costa Mesa for their continued support and their generous donation of \$50,000 to the Foundation.

Vice Chair Bagneris, on behalf of the Financial Monitoring Committee (FMC), stated that the 2016 year-end financial packet will be presented at the February 23 Board meeting. She shared that the FMC will be making some recommendations for improving the reporting process. Director Pham stated that he is looking forward to improving the financial presentation.

Chair Berardino discussed the lessons learned by staff and the Board as a result of Trump Rally at OCFEC and the new policies adopted by OCFEC as a result of that event. He then discussed negotiations with



the OC Sheriff's Department regarding the rally stating that OCFEC and Sheriff's Department had come to an amicable agreement and settled the outstanding invoice.

Reggie Mundekis demanded specific information regarding the payment to the Sheriff's Department.

Chair Berardino cautioned the audience that he will not tolerate members of the public speaking at the podium without being recognized by the Chair, warning that those who attempt to disrupt meetings will be asked to leave.

Chair Berardino, on behalf of the Legislative Monitoring Task Force, stated that language is being written for a bill that is moving forward to make legislative changes to Senate Bill 549 to include District Agricultural Associations to be able to conduct 50-50 style fundraising raffles.

Director Ruiz, on behalf of the Master Site Plan Task Force stated that they had met on January 6 to identify all possible stakeholder groups. Karns added that today's Master Site Plan Stakeholder meeting is the first of a full series of robust stakeholder meetings to take place. Chair Berardino noted that there will be opportunity for public comments before and after each meeting.

## **B. Pacific Symphony Partnership**

### **Information Item**

Michele Richards announced that OCFEC and the Pacific Symphony have reached an initial agreement to move the Pacific Symphony summer concert series to the Pacific Amphitheatre. She said that OCFEC and the Pacific Symphony are continuing talks to finalize a Memorandum of Understanding (MOU). Richards shared highlights of the agreement.

John Forsyte, President of the Pacific Symphony, spoke about the great opportunity and partnership between OCFEC and Pacific Symphony. He shared some history of the Pacific Symphony and gave details about the summer program. Forsyte announced that there will be discounted tickets for Costa Mesa residences. He gave the dates of the two shows that will have firework displays, July 4<sup>th</sup> and September 9<sup>th</sup>.

Chair Berardino welcomed the Pacific Symphony and shared his excitement for the educational opportunity for the community.

Director La Belle also welcomed the Pacific Symphony and is looking forward to a great partnership.

Director Tkaczyk also welcomed the Pacific Symphony and shared his experience and enthusiasm of music.

Vice Chair Bagneris said that the arts are very important and she thanked and welcomed the Pacific Symphony.

Director Pham stated he is looking forward to the partnership between OCFEC and the Pacific Symphony and is looking forward to bring his children to expose them to classical music.

Director Cervantes welcome and congratulated the Pacific Symphony.

Director Ruiz shared that he is looking forward to the summer concert series.

Chair Berardino urged the public to take advantage of this opportunity and to share the experience with their children.

Teresa Sears stated that she has been a season holder for summer series for many years and indorsed the partnership, as a public benefit.

Reggie Mundeikis apologized for her behavior earlier in the meeting. She then criticized OCFEC for the Pacific Symphony fireworks test on November 21. Mundeikis then alleged that the hosting of Pacific Symphony management and Board for dinner by OCFEC on August 10, 2016 violated the Bagley-Keene Act. She requested all documents and communications regarding this matter.

#### **C. Centennial Farm Foundation Memorandum of Understanding and CEO Cover Letter**

##### **Action Item**

Chair Berardino discussed reasons for tabling the Memorandum of Understanding one more month for additional legal clarity.

**ACTION:** Director La Belle motioned and Director Cervantes seconded to table the Centennial Farm Foundation Memorandum of Understanding and CEO Cover Letter to the February 23, 2017 Board of Directors meeting. **MOTION CARRIED. AYES: Chair Berardino, Vice Chair Bagneris, Director Tkaczyk, Director La Belle, Director Cervantes, Director Ruiz and Director Pham. NAYES: None.**

#### **D. Capital Budget Contingency Fund Approval Process**

##### **Action Item**



Karns delivered staff report.

**ACTION:** Director Ruiz motioned and Director Cervantes seconded to approve the Capital Budget Contingency Fund Approval Process. **MOTION CARRIED. AYES: Chair Berardino, Vice Chair Bagneris, Director Tkaczyk, Director La Belle, Director Cervantes, Director Ruiz and Director Pham. NAYES: None.**

**E. 2017 OC Fair Theme Presentation**  
Information item

Richards presented the 2017 OC Fair Theme.

Chair Berardino shared his involvement in the focus groups related to the direction of the theme.

**F. Board of Directors Fair Attendance Award**  
Action Item

Chair Berardino propose "The Stan Tkaczyk Perfect Attendance Award" wherein each board member that has perfect attendance during the Fair would win the award.

Director Tkaczyk thanked the Board for the special recognition.

**ACTION:** Director Cervantes motioned and Director Pham seconded to approve the Board of Directors Fair Attendance Award. **MOTION CARRIED. AYES: Chair Berardino, Vice Chair Bagneris, Director Tkaczyk, Director La Belle, Director Cervantes, Director Ruiz and Director Pham. NAYES: None.**

\*\*\*\*\***LUNCH BREAK – 45 MINUTES**\*\*\*\*\*

Meeting broke for lunch at 10:49 a.m. and resumed at 11:36 a.m.

**Public Comment:**

Reggie Mundekis asked several question regarding the Master Site Plan process relating to stakeholders, timelines, public review of plans, etc.

**G. Master Site Plan Stakeholder Meeting – Board of Directors Session**  
Information item

Karns introduced Charlie Johnson, President of Johnson Consulting, and facilitator of the Master Site Plan (MSP) Stakeholder meeting.

Johnson presented the meeting outline and introduced the other meeting facilitators; Elizabeth Shreeve, of urban planning firm SWA, and Larry Frapwell and Megan Gaunce from architectural firm HPI.

The meeting facilitators and Board of Directors discussed the Master Site Plan and participated in brainstorming exercises.

**10. CLOSED SESSION**

No closed session.

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

Director La Belle and Director Tkaczyk stated that they thought the MSP meeting was excellent and that they are looking forward to more meetings.

Vice Chair Bagneris and Director Cervantes congratulated staff for the awards won at the Western Fairs Association convention.

Chair Berardino said the MSP presentation was great and also congratulated staff on the awards.

**12. NEXT BOARD MEETING: FEBRUARY 23, 2017**

**13. ADJOURNMENT**

Director La Belle motioned and Vice Chair Bagneris seconded to adjourn. All Board members said Aye.

Meeting adjourned at 2:55 p.m.

  
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Nick Berardino, Chair

  
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Kathy Kramer, Chief Executive Officer