

**MINUTES OF OCFEC BOARD OF DIRECTORS MEETING
HELD April 27, 2017**

1. CALL TO ORDER:

Chair Berardino called the meeting to order at 9:01a.m.

2. MISSION STATEMENT

3. PLEDGE OF ALLEGIANCE:

The Pledge of Allegiance was recited by Reggie Mundekis. Roll call was taken by Summer Angus.

4. DIRECTORS PRESENT:

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

DIRECTORS ABSENT/EXCUSED: None.

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; Jerry Eldridge, OCFEC Director of Facilities; Terry Moore, OCFEC Director of Communications; Howard, Sandler, OCFEC Director of Events; Elaine Kumamoto, OCFEC Director of Finance; Nick Buffa, OCFEC Director Security & Traffic; Josh Caplan, Office of the Attorney General; Denise Herft, Stenographer; Tamara Goddard, Tandem; Scott Bruno, Tandem; Juan Quintero, Spectra; Kelly Shelton, City of Costa Mesa; Stephen Spriggs, Jay Humphrey; Reggie Mundekis; Beth Refakes; Jeff Teller

5. CEO'S OPERATIONAL UPDATE

Kathy Kramer, OCFEC CEO, gave a recap of the Imaginology event that occurred April 21-23, 2017.

Adam Carleton, OCFEC VP Finance & Administration presented the March 2017 financials.

Kramer gave a progress update on the Agricultural Workers Memorial.

Kramer reported the conclusion of the third master site plan stakeholder meeting and announced that the public stakeholder meeting will take place June 5, 2017.

Kramer thanked Director Cervantes for introducing her to the Taller San Jose Hope Builders nonprofit organization. Kramer shared that she was appointed to their Board of Directors.

Kramer delivered an update on the progress of Senate Bill SB 741.

Kramer reported that the City Council of Costa Mesa voted to move forward with the production of a 4th of July celebration event at the fairgrounds.

Kramer announced that on May 23rd Heroes Hall will host *Voices*, a Veterans Storytelling project. She also announced that Heroes Hall Educators Night will be held May 18th for teachers to learn about school field trip opportunities.

Vice Chair Bagneris joined the meeting at 9:11 a.m.

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

Kramer reported that since the March Board meeting, staff had spent an estimated 65 hours, at a cost of \$2,650.70, fulfilling public records requests.

6. PUBLIC COMMENT

Jay Humphrey, Costa Mesa resident, suggested more public meetings and more public involvement in master site planning process.

Beth Refakes suggested a modification of the language in the OCFEC rental agreements to include a clause that specifically precludes any promoter the ability to authorize any third party to march or gather at the fairgrounds.

7. MINUTES:

A. Board Meeting held March 23, 2017

Vice Chair Bagneris pointed out a correction to be made in the minutes for the cost of fulfilling public records requests. The corrected amount should be \$1896.27.

ACTION: Vice Chair Bagneris motioned and Director Ruiz seconded to review and approve the minutes, with the correction of \$1896.27 made to the cost of fulfilling public records requests, from the Board meeting held March 23, 2017. **MOTION CARRIED. AYES:** Chair Bernardino, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle, Director Cervantes, Director Ruiz and Director Pham. **NAYES:** None. **ABSTENTION:** Vice Chair Bagneris.

8. CONSENT CALENDAR

- A. Standard Agreements: SA-059-17FT; SA-061-17HB; SA-075-17FT; SA-077-17FT; SA-078-17FT; SA-079-17FT; SA-080-17FT; SA-082-17FT; SA-084-17FT; SA-086-17GE; SA-091-17PA; SA-092-17GE; SA-093-17GE; SA-094-17GE; SA-095-17PA; SA-096-17YR; SA-097-17FT; SA-098-17CF; SA-099-17CF; SA-100-17CF; SA-101-17CF; SA-102-17FT; SA-103-17FT; SA-104-17FT; SA-105-17FT; SA-106-17FT; SA-107-17FT; SA-108-17FT; SA-109-17FT; SA-110-17FT; SA-111-17FT; SA-112-17FT; SA-113-17FT; SA-114-17FT; SA-115-17FT; SA-116-17FT; SA-117-17FT; SA-118-17FT; SA-119-17FT ;SA-120-17FT; SA-121-17FT; SA-122-17FT; SA-123-17FT; SA-124-17FT; SA-125-17FT; SA-127-17HB; SA-128-17GE; SA-130-17BB; SA-131-17PA; SA-134-17BB; SA-135-17PA; SA-136-17PA; SA-137-17GE; SA-138-17HB; SA-139-17BB; SA-144-17BB; SA-145-17BB

- B. Amendments: SA-35-14FV (Amend. #3); (SA-50-14BS Amend. #2)

- C. Rental Agreements: R-013-17; R-014-17; R-028-17; R-047-17; R-051-17; R-085-17; R-094-17; R-096-17; R-100-17; R-103-17; 17 IO-FE 74; 17 IO-FE 75; 17 IO-FE 76; 17 IO-FE 77

- D. Active Joint Powers Authority Agreements: 03217013

- E. Commercial Rental Agreements: 17031; 17104; 17107; 17110; 17111; 17114; 17116; 17117; 17118; 17119; 17120; 17121; 17123; 17126; 17127; 17129; 17130; 17131; 17132; 17133; 17134; 17135; 17136; 17138; 17139; 17140; 17141; 17142; 17143; 17144; 17145; 17146; 17147; 17148; 17149; 17150; 17151; 17152; 17153; 17154; 17155; 17156; 17157; 17158; 17159; 17160; 17161; 17162; 17163; 17164; 17165; 17166; 17167; 17168; 17169; 17170; 17173; 17174; 17176; 17177; 17178; 17179; 17180; 17181; 17182; 17183; 17184; 17187; 17188; 17189; 17194; 17195; 17196; 17197; 17198; 17199; 17200; 17201; 17202; 17203; 17211; 17212; 17213; 17215; 17216; 17220; 17221; 17222; 17223; 17224; 17225; 17226; 17229; 17230; 17231; 17232; 17233; 17234; 17235; 17236; 17238; IMCOM-01-17; IMCOM-02-17; IMCOM-03-17; IMCOM-04-17; IMCOM-05-17; IMCOM-06-17; IMCOM-07-17; IMCOM-08-17

- F. Concession Agreements: 17500; 17501; 17502; 17503; 17504; 17505; 17506; 17507; 17508; 17509; 17510; 17511; 17512; 17515; 17516; 17517; 17523; 17524; 17525; 17526; 17527; 17528; 17529; 17530; 17531; 17532; 17536; 17538; 17540; 17541; 17542; 17543; 17545; 17546; 17547; 17548; 17549; 17550; 17551; 17552; 17553; 17554; 17555; 17557; 17559; 17560; 17561; 17562; 17563; 17564; 17565; 17568; 17569; 17576; 17577; 17582; 17584; 17585; 17587; 17589; 17590; 17591; 17592; 17593IMFO-01-17; IMFO-03-17; IMFO-04-17; IMFO-05-17; IMFO-07-17; IMFO-08-17; IMFO-09-17; IMFO-10-17;

IMFO-11-17; IMFO-12-17; IMFO-13-17; IMFO-14-17; IMFO-15-17;
IMFO-16-17; IMFO-17-17; IMFT-01-17; IMFT-02-17

G. Platinum Rental Agreements: 17706; 17728

H. Judging Agreements: 1O-001-17; 1O-002-17; 1O-003-17; 1O-004-17;
1O-005-17; 1O-006-17; 1O-007-17; 1O-008-17; 1O-009-17; LS-001-17;
LS-001-A-17; LS-002-17; LS-003-17; LS-005-17; LS-006-17; LS-007-
17; LS-012-17; LS-014-17; LS-015-17; LS-016-17; LS-017-17; LS-018-
17; LS-019-17; LS-020-17; LS-022-17; LS-023-17; LS-026-17; LS-027-
17; LS-028-17; LS-029-17; LS-030-17; LS-031-17; LS-032-17

I. 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-

Standard Agreements SA-091-17PA, SA-095-17PA, SA-131-17PA, SA-135-17PA were pulled from the Consent Calendar for further discussion.

Reggie Mundekis complained about the inclusion of proposed GA bleacher seats in the Pacific Amphitheatre artist agreements.

ACTION: Director Mouet motioned and Director La Belle seconded to review and approve the Consent Calendar with agreements SA-091-17PA; SA-095-17PA; SA-131-17PA; SA-135-17PA pulled for further discussion. **MOTION CARRIED. AYES: Chair Berardino, Vice Chair Bagneris, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle, Director Cervantes, Director Ruiz and Director Pham. NAYES: None.**

Josh Caplan, Office of the Attorney General (Counsel) stated that to date he has not seen anything to show that the Board or staff has not been compliant with the law.

Kramer stated that to her knowledge no additional seats have been added to the Pacific Amphitheatre.

Jerry Eldridge, OCFEC Director of Facilities, confirmed no knowledge of additional seats added to the Pacific Amphitheatre.

Director Tkaczyk and Eldridge discussed the Pacific Amphitheatre's actual reduction in seat capacity from its original capacity.

Chair Berardino stated his trust in the OCFEC's Executive Management team.

ACTION: Director Cervantes motioned and Director Aitken seconded to review and approve agreements SA-091-17PA, SA-095-17PA, SA-131-17PA, SA-135-17PA of the Consent Calendar. **MOTION CARRIED.**
AYES: Chair Berardino, Vice Chair Bagneris, Director Mouet, Director Aitken, 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 Cervantes)
- 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)
- xi. Equestrian Center Task Force (Director Aitken, Director Tkaczyk)

Chair Berardino, on behalf of the Heroes Hall Veterans Foundation Board, reported on fundraising efforts. Berardino also reported on potential new exhibits rotating through the museum. La Belle reported that Chair Berardino had made an excellent Heroes Hall presentation to the Orange County City Managers.

Vice Chair Bagneris, on behalf of the Financial Monitoring Committee, reported that the committee continues to meet once a month and are currently working on revising some of the financial reports.

Director La Belle, on behalf of the 2017 OC Fair City Liaison Committee, mentioned the Mayor and City Managers breakfast meeting at the fairgrounds will be on May 18th to unveil the City Days at the Fair. Richards added that this year the public information officers were also invited.

Director La Belle, on behalf of the Master Site Plan Task Force, stated that there will be ample opportunity for public input during the various phases of the master site planning process.

Director Aitken, on behalf of the Equestrian Center Task Force, stated that they had had their first meeting to go over the results of the

surveys received from the equestrian center users. She also said that one of the goals of the committee is to assess what tenants' envision for the future of the center. Aitken reported plans to have the committee visit other equestrian center facilities to observe different operations and community outreach programs.

B. Approval to Enter into Final Contract Renewal with Third Party Sponsorship and Sales Function Provider, Moor + South/Pier Management Co., LP, dba Tandem
Action Item

Kramer answered Director La Belle's question that the first quarter of 2018 the Request for Proposal (RFP) for a third party sponsorship and sales will go out for bid.

Director La Belle suggested the Tenant Liaison committee work with staff in developing the RFP.

ACTION: Director Cervantes motioned and Director Ruiz seconded to review and approve the Final Contract Renewal with Third Party Sponsorship and Sales Function Provider, Moor + South/Pier Management Co., LP, dba Tandem. **MOTION CARRIED. AYES: Chair Berardino, Vice Chair Bagneris, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle, Director Cervantes, Director Ruiz and Director Pham. NAYES: none.**

C. Approval to Release Five Year Strategic Business Plan, Request for Proposal (RFP)
Action Item

Kramer presented staff report.

Chair Berardino discussed the importance for the Board developing a defined vision for the operation of the property. He shared his support for procuring a facilitator to develop a five year strategic business plan.

Director Aitken shared her concerns of the large unbudgeted expenditure and concerns about the process prohibiting innovation.

Kramer explained the positives of having a five year strategic business plan.

Board and staff discussion continued around the five year strategic business plan concept.

Director Mouet commented on his experience with strategic planning and his support for it, stating that it is an important tool for

accountability and budgeting.

Director La Belle suggested to start the RFP process with the provision that the Chair or Vice Chair work with staff to develop the RFP.

ACTION: Director La Belle motioned and Director Cervantes seconded to review and approve to Release Five Year Strategic Business Plan, Request for Proposal (RFP). **MOTION CARRIED. AYES: Chair Berardino, Vice Chair Bagneris, Director Mouet, Director Tkaczyk, Director La Belle, Director Cervantes, Director Ruiz and Director Pham. NAYES: Director Aitken.**

D. Discussion Around Creating and Providing Staff Direction for Heroes Hall Museum and Agricultural Workers Memorial Dedication Plaques

Action Item

Chair Berardino asked that the plaques be completed by fair time.

Director Ruiz stepped out of the meeting.

ACTION: Director La Belle motioned and Director Cervantes seconded to review and approve to the creation of Heroes Hall Museum and Agricultural Workers Memorial Dedication Plaques. **MOTION CARRIED. AYES: Chair Berardino, Vice Chair Bagneris, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle, Director Cervantes and Director Pham. NAYES: None.**

E. Discussion to Establish Board Policy for Defining Terms of Service Agreement Contracts

Action Item. No vote taken.

Chair Berardino asked that no action be taken on the agenda item, instead for it to be handed over to the Tenant Liaison committee to discuss and report back to the Board their recommendations at the June meeting.

Director Ruiz rejoined the meeting at 10:04.

F. Discussion of Appointee, Stephen Spriggs to the Heroes Hall Veterans Foundation Board of Directors

Action Item

Chair Berardino introduced and gave a background on Vietnam veteran, Stephen Spriggs.

ACTION: Director Aitken motioned and Director Ruiz seconded to

review and approve Stephen Spriggs to the Heroes Hall Veterans Foundation Board of Directors. **MOTION CARRIED. AYES: Chair Berardino, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle, Director Cervantes, Director Ruiz and Director Pham. NAYES: None. ABSTENTIONS: Vice Chair Bagneris.**

G. California Department of Food and Agriculture – Fairs and Expositions Branch Visits
Information Item

Kramer delivered staff report.

10. CLOSED SESSION

No closed session.

11. BOARD OF DIRECTORS MATTERS OF INFORMATION

Director La Belle expressed his wish for a group Board ethics training be given by legal counsel.

Director Aitken congratulated Stephen Spriggs on his appointment to the Heroes Hall Veterans Foundation Board of Directors.

Vice Chair Bagneris shared her visit to Imaginology.

Director Cervantes congratulated Stephen Spriggs on his appointment and she also congratulated Kathy Kramer for her commitment to the community and her appointment to the Taller San Jose Board of Directors.

Director Pham commented that his family had a great time at Imaginology.

Ruiz congratulated staff on Imaginology and that he and his family had a great time at the event.

Chair Berardino asked to agendize the Perfect Attendance Award for all fairgoers as well as two plaques to be added to the Heroes Hall Medal of Honor Courtyard, to go before the Board for approval at the May Board meeting.

Chair Berardino announced he will be traveling for the next few weeks and that Vice Chair Bagneris will be acting Chair in his absence.

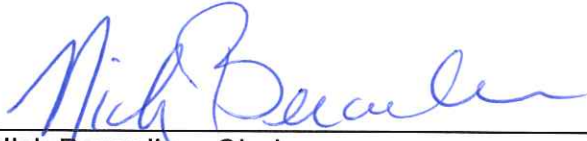
Jeff Teller thanked Kramer and staff for the cross promotion efforts for the OC Market Place over the past weekend.

12. NEXT BOARD MEETING: MAY 25, 2017

13. ADJOURNMENT

Director Ruiz motion and Director Cervantes seconded to adjourn. All Board members said Aye.

Meeting adjourned at 10:21 a.m.



Nick Berardino, Chair



Kathy Kramer, Chief Executive Officer