



*The mission of OCFEC is...*

**CELEBRATION OF ORANGE COUNTY'S  
COMMUNITIES, INTERESTS, AGRICULTURE AND HERITAGE**  
*(with results justifying resources expended)*

**NOTICE OF MEETING**

32<sup>ND</sup> District Agricultural Association  
OCFEC Board of Directors  
**Thursday, January 28, 2016**  
**9:00 a.m.**

Administration Building  
OC Fair & Event Center  
88 Fair Drive  
Costa Mesa, California

**Board of Directors**

Gerardo Mouet, Board Chair  
Nick Berardino, Vice Chair

Ashleigh Aitken, Member	Barbara Bagneris, Member
Stanley Tkaczyk, Member	Sandra Cervantes, Member
Douglas La Belle, Member	Robert Ruiz, Member

**Secretary-Treasurer**

Kathy Kramer CFE, CMP  
Chief Executive Officer, OCFEC

**32<sup>nd</sup> DAA Counsel**

Deborah Fletcher  
Office of the California Attorney General

Those persons wishing to attend the meeting and who may require special accommodations pursuant to the provisions of the Americans with Disabilities Act are requested to contact the office of the 32<sup>nd</sup> District Agricultural Association (714) 708-1500, at least five working days prior to the meeting to insure the proper arrangements can be made.

At the discretion of the Board of Directors, all items appearing on this Agenda, whether or not expressly listed for action, may be deliberated and may be subject to action by the Board of Directors. The Board may convene to closed session pursuant to Government Code section 11126, subdivisions (a) and (e) to consider personnel evaluation and/or possible litigation. Items may not necessarily be taken up in the order shown on this Agenda. This agenda, and all notices required by the Bagley-Keene Open Meeting Act are available on the Internet at: [www.ocfair.com](http://www.ocfair.com)

## AGENDA

### 1. **CALL TO ORDER**

All matters noticed on this agenda, in any category, may be considered for action as listed. Any item not so noticed may not be considered. Items listed on this Agenda may be considered in any order, at the discretion of the chairperson.

### 2. **THE MISSION OF OCFEC IS...**

Celebration of Orange County's Communities, Interests, Agriculture and Heritage (with results justifying resources expended).

### 3. **PLEDGE OF ALLEGIANCE**

### 4. **ROLL CALL (Policy 4.5.2.B)**

### 5. **CEO'S OPERATIONAL ANNOUNCEMENTS AND UPDATES**

### 6. **MATTERS OF PUBLIC COMMENT**

Public comment is allowed on issues NOT on the current Agenda. However, no debate by the Board shall be permitted on such public comments, and no action will be taken on such public comment items at this time, as law requires formal public notice prior to any action on a docket item. Speakers are requested to sign in prior to the start of the meeting and are limited to three minutes.

Comments will be accepted on Agenda items during the meeting. Speakers wishing to address the Board on items on the agenda are requested to sign in prior to the start of the meeting and identify the agenda item(s) on which you desire to address the Board. Speakers are limited to three minutes.

### 7. **MINUTES:**

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

Action Item

### 8. **CONSENT CALENDAR: (Policy 4.3.4)**

All matters listed under Consent Calendar are operational matters about which the Board has governing policies, implementation of which is delegated to the CEO. They will be enacted in one motion. There will be no discussion of these items prior to the time the Board of Directors votes on the motion, unless members of the board, staff or public request specific items to be discussed separately and/or removed from this section. Any member of the public who wishes to discuss Consent Calendar items should notify the Chair of the Board, at the time requested and be recognized by invitation of the Chair to address the Board.

A. Standard Agreements: SA-270-15SP; 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: none
- 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-045-16; 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:
- G. 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-*

## **9. GOVERNANCE PROCESS**

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

Information Item

To assure compliance with the Bagley-Keene Act, Committee reports are only for the purpose of the Committee chair, Task Force members or Liaison to provide a verbal update. Should the Board want to discuss any Committee work item not already on the agenda; those would need to be agendaized for a future Board meeting.

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

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

Information Item

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

1. Authorize CFFA to Award Contract for Heroes Hall Construction Project  
Action Item
2. Approve Letter of Understanding with CFFA to provide project management services for the Heroes Hall Construction Project  
Action Item

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

Information Item

**10. CLOSED SESSION (Closed to the Public)**

- A. Pending Litigation – The Board will meet in closed session to consult with legal counsel regarding the following pending litigation. [Gov. Code section 11126(e).]
- i. To confer with and receive advice from legal counsel regarding potential litigation involving the 32nd District Agricultural Association. Based on existing facts and circumstances, the Board of Directors will decide whether to initiate litigation. (Govt. Code, § 11126, subd. (e).)
  - ii. To confer with and receive advice from legal counsel regarding potential litigation involving the 32nd District Agricultural Association. Based on existing facts and circumstances, there is significant exposure to litigation against the 32nd District Agricultural Association. (Govt. Code, § 11126, subd. (e).)
- B. **Personnel:** The Board will meet in closed session to consider the evaluation of performance of the General Manager / CEO. [Gov. Code, § 11126, subd. (a).]

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

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

**13. ADJOURNMENT**

Respectfully submitted,

A handwritten signature in black ink that reads "Kathy Kramer". The signature is written in a cursive style with a large, sweeping flourish at the end.

Kathy Kramer CFE, CMP  
Secretary-Treasurer  
Chief Executive Officer, OCFEC

Date of notice: 4:00 p.m. January 14, 2016