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2 BEFORE THE ORANGE COUNTY FAIR & EVENT CENTER
3 BOARD OF DIRECTORS
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6 Regarding:)
7 BOARD OF DIRECTORS MEETING,)
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14 OC Fair & Event Center
15 Administration Building
16 88 Fair Drive
17 Costa Mesa, California
18

19 Thursday, September 28, 2017
20 9:00 a.m.
21

22
23 Reported by:
24 LUIS R. HERNANDEZ
25

1 APPEARANCES OF ATTENDEES:
2 BOARD OF DIRECTORS:
3 CHAIRMAN NICK BERARDINO
4 VICE CHAIRMAN BARBARA BAGNERIS
5 DIRECTOR STANLEY TKACZYK
6 DIRECTOR DOUGLAS LA BELLE
7 DIRECTOR SANDRA CERVANTES
8 DIRECTOR NEWTON PHAM

9
10 ALSO PRESENT:

11 KATHY KRAMER

12 JOSH CAPLAN, ESQ.

13 MICHELE RICHARDS

14 KEN KARNS

15 ADAM CARLETON

16 SUMMER ANGUS
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E X H I B I T S

None

1 Costa Mesa, California, Thursday, September 28, 2017

2 9:00 a.m.

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4
5 CHAIRMAN BERARDINO: We will call the meeting to
6 order. Also, please invite your attention to the mission
7 statement behind me. I'll ask Director Aitken if you
8 would please lead us in the Pledge of Allegiance.

9 DIRECTOR AITKEN: Thank you. Before we start the
10 Pledge of Allegiance, I would like to do this in honor of
11 the over 200 firefighters in both Anaheim and Orange
12 County that not only saved my neck of the woods, but
13 really worked hard to -- and are still working hard to
14 fight the canyon fire. Please begin.

15 (Pledge of Allegiance recited)

16 CHAIRMAN BERARDINO: Thank you, Director Aitken.

17 Madam Secretary, please call role.

18 MADAM SECRETARY: Chair Berardino?

19 CHAIR BERARDINO: Here.

20 MADAM SECRETARY: Vice Bagneris?

21 VICE CHAIR BAGNERIS: Here.

22 MADAM SECRETARY: Director Mouet? Director Aitken?

23 DIRECTOR AITKEN: Here.

24 MADAM SECRETARY: Director Tkaczyk?

25 DIRECTOR TKACZYK: Here.

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1 MADAM SECRETARY: Director La Belle? Director
2 Cervantes?

3 DIRECTOR CERVANTES: Here.

4 MADAM SECRETARY: Director Ruiz? Director Pham?

5 CHARI BERARDINO: And, please note for the record,
6 Director Mouet just arrived.

7 We are going to try to move this, obviously, we
8 have five-year -- ten-year plan that's coming up this
9 afternoon or directly after this meeting, so that is going
10 to be lengthy, and, you know, I want to be sure that
11 members of the public aren't overly inconvenienced by a
12 terribly long meeting, so we'll move as quickly as we can.
13 So start with the CEO's operational -- CEO?

14 MS. KRAMER: Thank you, Chair Berardino. Well, good
15 morning. It's hard to believe that the Farm Fresh Fun is
16 now just fond memories of a great 2017 OC Fair. You have
17 that slide Summer?

18 We just -- we finished the 2017 OC Fair with
19 final attendance of 1,334,753. That was less than a
20 percentage point from our attendance last year, but more
21 importantly, and as I like to say, what we really do is
22 what we take to the bank is the revenue. Gross revenues
23 were up. 2017 revenues were 61 million and change, versus
24 60 million in 2016.

25 During the OC Fair, we conduct a patron's survey

1 and we are pleased to see increases in two key areas:
2 Overall enjoyment went from 4.54 to 4.64, and value went
3 from 4.28 to 4.41.

4 Another metric that we are particularly proud of
5 is the increase in our patron survey response as to the
6 patron's knowledge of agriculture after attending the OC
7 Fair. This year's theme, Farm Fresh Fun, was the first
8 year of a three-year initiative focusing on Orange
9 County's roots and agriculture and bringing this message
10 to an urban audience in a fun and educational way.

11 The patron's survey indicated that 88.4 percent
12 of patrons learned something about agriculture from
13 attending the OC Fair, so that's a round of applause for
14 everybody.

15 (Applause)

16 The team is busy working on next year's theme,
17 which would be created around people and agriculture.
18 Staff will present a final OC Fair recap presentation
19 along, with the 2017 OC Fair P/L at the October board
20 meeting.

21 Heroes Hall will be closed from October 2nd
22 through October 13th for detailed maintenance and repairs,
23 and to install a new exhibition. Heroes Hall will reopen
24 on Saturday, October 14, with a new exhibition; Kimberly
25 Millett's Operational Iraqi Freedom.

1 You might be familiar with her photographs, but
2 you might not know her name. Kimberly was in the U.S.
3 Army and on assignment when she photographed the images,
4 which would be the subject of the newest exhibition at
5 Heroes Hall. She was deployed twice with the U.S. Army to
6 Iraq as a journalist. She is from a family that has been
7 involved in the military, including a grandfather who
8 served at the Santa Ana Army base during World War II.

9 Millett's Operation Iraqi Freedom exhibition is
10 an unbridled look at her interaction with the Iraqis, the
11 generals in charge of the war, and the military fighting
12 it. The exhibition consists of 60 photographs, along with
13 Millett's commentary on the content.

14 Another event happening in Heroes -- Heroes Hall
15 will be our Second VOICES performance. This is a veteran
16 storytelling project that will be held in the middle of
17 the honor courtyard on Friday, October 20th. Hear the
18 stories of veterans come alive at Heroes Hall as former
19 military men and women share their very personal stories
20 of their service. This special project is made possible
21 in partnership with Arts Orange County.

22 On Saturday, November 11th, which is Veterans
23 Day, we will be hosting a Veterans Day celebration. We
24 have expanded this year's celebration to include the OC
25 Market Place and the veterans event previously hosted by

1 the Orange County Employees Association.

2 This year's event, hosted by OCFEC, will combine
3 veteran services to include a food drive, Heroes Hall
4 tours, and festivities, as well as entertainment. OCFEC
5 will take the lead in producing this Veterans Day event.
6 OC Market Place and OCEA will contribute veteran's
7 exhibits and resources, as well as entertainment
8 culminating into one great community event honoring
9 veterans. This partnership will provide the opportunity
10 to offer a broader outreach in support of veterans and to
11 showcase Heroes Hall to the community. Next slide.

12 We continue to make improvements to Centennial
13 Farm to ensure the comfort and safety of our farm animals.
14 We just started installing new metal pens to replace older
15 wooden pens. This new system also creates a better
16 viewing experience for our guests and gives Centennial
17 Farm a fresh new look.

18 At this time, I would like to ask Adam Carleton,
19 VP of Finance, to provide the August financials.

20 MR. CARLETON: Thank you, Kathy, Board. I'm pleased
21 to report statement financials for August 2017. And
22 first, I'd like to remind folks that there are detailed
23 financial reports in the Board packet available to all.

24 So for August 2017, year-to-date revenue, actual,
25 42,107,000, versus a budget of 42,000,00 -- a very

1 aggressive budget of 42,395,000. So all this was in
2 negative variance. It is 1.7 million greater than revenue
3 in 2016.

4 Year-to-date expenses are 31 point -- 31,480,00,
5 compared to a budget of 33,924,000, were in favorable
6 variants of 2,443,000. So year-to-date net proceeds, as
7 of August 2017, are 10,626,000, versus a budget of
8 8,471,000. So currently, we are 2,155,000 better than
9 budget for our net proceeds. Next slide, please.

10 For cash and equivalence in August 31st, 2017, we
11 currently have 52,647,000 of cash and equivalence versus
12 August 31st of 2016, was 49,214,000. And this concludes
13 my summary of 2017 financials. Thank you.

14 MS. KRAMER: Thank you, Adam. As I indicated, we'll
15 have a detailed OC Fair P/L at the October Board meeting.
16 At this time, I would like to ask Ken Karns, VP of
17 Operations, to provide an operational update.

18 MR. KARNS: Thank you, Kathy. Just want to -- report
19 on, I'd like to update you on the Arlington
20 Drive Beautification Project. We've been calling it
21 Bio-Swale. It's so important that so we thought, for
22 clarity, the Arlington Drive Beautification Project. So
23 the project will provide a new reconstructed road that
24 will have curbs and gutters on both sides of the road.

25 It will provide a Bio-Swale at the east end, all

1 the way to Newport Drive. An eight-foot wide concrete
2 jogging path will go all the way from Fairview Road to
3 Newport along the entire length of Arlington Drive with
4 new trees and vegetations along the path in the road, and
5 also two eliminated crosswalks will be installed across
6 Arlington.

7 The City of Costa Mesa will also be installing
8 new storm drains that will capture storm water. There
9 will be a storm drain in -- in the curb face to allow for
10 better storm water management and capture and reducing
11 that flooding that was happening along Arlington Drive.

12 So on July 18th, the city awarded the contract to
13 Sully-Miller Contracting. On August 21st, if you were out
14 here, you saw that West Coast Arborists started removing
15 some 118 trees. It certainly transformed the landscape
16 and the look along Arlington right away. The Orange
17 County Water District is out there working and beginning
18 their relocating their underground facilities and storm
19 drain system. All work is anticipated scheduled to be
20 completed by May 2018. Thank you.

21 MS. KRAMER: All right. Any questions? Thank you
22 Ken. The Pacific Symphony concluded the last of five
23 performances at the Pacific Amphitheater on September 9th.
24 All performances were monitored by Sound Media Fusion, our
25 sound monitoring contractor, and we were in compliance

1 with the sound ordinance for each of those performances.

2 We are currently in discussions with the Pacific
3 Symphony to finalize dates for their 2018 Summer Concert
4 Series. Both organizations received very favorable
5 feedback from patrons. And from all accounts, the patrons
6 enjoyed their new experience for picnicking and listening
7 to the Pacific Symphony play under the stars in Costa
8 Mesa.

9 Kelly Associates Management Group won the RFP to
10 facilitate our Strategic Five-Year Business Plan. As part
11 of getting stakeholder input into developing this
12 strategic business plan, we have scheduled two public
13 meetings for October 18th and 19th, and more information
14 will be posted on those meeting in our website.

15 As part of our mission to drive educational
16 initiatives, we are partnering with The Coastline Regional
17 Occupational Program, known as ROP. This program provides
18 career technical education across five Orange County
19 school districts to high school students.

20 We will provide student interns who want to
21 experience real world learning and gain job skills and
22 opportunity to work with OCFCC staff. Our first intern
23 will start in October and we look forward to working with
24 many more students in the future as part of this ROP
25 program.

1 Staff has started developing the 2018 operating
2 budget. We will follow the same process as last year and
3 conduct a public budget study session later this fall once
4 a draft budget has been completed.

5 At this time, I would like to ask Michele
6 Richards, VP of Business Development to provide an update
7 on coming events.

8 MS. RICHARDS. I know we have a very long agenda and a
9 long day today, so I'll be very brief today. Please note
10 that there is detailed information on our website at
11 ocfair.com.

12 Opening today through Saturday is the Quilt,
13 Craft, and Sowing Festival offering a wide variety of
14 supplies, notions, patterns, et cetera. Everything that
15 quilters and sowers need to -- to know.

16 Coming up also, Saturday and Sunday of this week,
17 is the Ultimate Home and Outdoor Living Festival.
18 Everything from home improvement projects and more than
19 100 home improvement experts in -- in one place.

20 We'll be conducting a -- a garden class at
21 Centennial Farm on Saturday. Get ready for Halloween by
22 creating a scary fairy garden, so a really fun family
23 activity at Centennial Farm. And then we're welcoming
24 back Costa Mesa's Speedway on Saturday and Sunday in the
25 Action Sports Arena.

1 The first weekend of October, we welcome back
2 Crossroads of the West Gun Show, Two-Day Gun and Western
3 Americana Show with guns, accessories, tactical gear, and
4 ammunition safes, and personal protection products.
5 That's Saturday and Sunday, this 7th and 8th of October.

6 The following weekend, Sugar Plum, Arts and
7 Crafts Festival will be back; Thursday, Friday, and
8 Saturday with gifts to warm the heart and accessories that
9 make a home.

10 Fightclub OC, back again in the hangar on
11 Thursday October 12th. Boxing and MMA together on the
12 same night inside the same ring in the hangar. And Roy is
13 here, I believe -- yes. Welcome back, Roy.

14 And then that following weekend, October 13th
15 through 15th is the OC Japan Fairs, bringing you an
16 unforgettable cultural experience over three days with
17 authenticate cuisines, notable performances, and unique
18 items.

19 That same weekend, October 13th through the 15th,
20 we welcome back Gem Faire with fine jewelry and precious
21 gem stones. On Saturday, October 14th, at the farm, we
22 will be holding a food preservation class making caramel
23 pear preservers. Super yummy. Yeah.

24 We also welcome on September 14th in the Pacific
25 Amphitheater, Brian Wilson Presents Pet Sounds. His final

1 performance with special guests Al Jardine and Blondie
2 Chaplan -- will be joining Brian Wilson in the Pacific
3 Amphitheater.

4 And as Kathy mentioned, on October 20 -- 20th, at
5 Heroes Hall, we're happy to present Our Second VOICES
6 presentation. This is the Veterans Storytelling Project
7 where the voices of veterans come alive at Heroes Hall as
8 they tell their stories of service.

9 Another class at the Centennial Farm -- on
10 October 21st, Growing an Herb Garden -- and that will be
11 from 9:30 to 11:30. We welcome back Christmas Company the
12 following weekend, October 21st and 22nd, supporting the
13 Junior League of Orange County with great shopping for --
14 for the holidays.

15 And then last but not least, a backyard bee
16 keeping class at Centennial Farm on Saturday, October
17 28th. So as you can see, things remain very, very busy at
18 the OC Fair and Events Center.

19 Again, all of this is available in the -- on our
20 website. A reminder that Centennial Farm is open free to
21 the public Monday through Friday 1:00 to 4:00; Saturday
22 and Sunday 9:00 to 4:00; Heroes Hall, open daily, 11:00 to
23 5:00, with the exceptions of the -- the closures that
24 Kathy talked about earlier. The Market Place, Saturday
25 and Sunday from 7:00 a.m. to 4:00 p.m. with Cars and

1 Coffee from 7:00 to 9:00, and then, of course, our weekly
2 Farmers Market on Thursdays.

3 MS. KRAMER: Thank you, Michele. And that concludes
4 our report.

5 CHAIR BERARDINO: Thank you, Madam CEO. And, first,
6 to comment in your report, I want to congratulate all of
7 you on this fair. That was a marvelous, marvelous fair --
8 really -- very -- very -- very well done. You know, 1.3
9 million people in here, that's not an easy task to manage
10 and people had a great time. There are a couple of people
11 in the audience that will appreciate this.

12 When we do -- for those people that have read
13 polls their whole lives -- and I have 52 years of reading
14 polls -- when you jump the kind of -- when you're on a 5
15 point scale -- and you jump the amount that we jumped in
16 customer satisfaction from -- what was it? 4 point --

17 MS. KRAMER: 54.

18 CHAIR BERARDINO: 4.54 -- 4.64 in that scale -- if you
19 were doing a, like, liability thing or something and you
20 had a candidate, you would bet for that kind. Because on
21 that 5 point scale, to move it that much, it's much more
22 reflective -- I mean, that's hard to move it with that
23 number of people on that number of scale. That means that
24 we went from a fair that was, you know, if you would do a
25 rating of an A minus to an A.

1 I mean, it's a whole kind of grade level jump.
2 So, I don't want to to be lost. That was -- that's huge.
3 Customer satisfaction is huge. So I can tell you there's
4 a lot of candidates that I supported over the years that
5 have seen -- not the job, but the negative report. Oh, my
6 God. We're in trouble. So outstanding job. Okay.

7 Now we have public comment. I would like to
8 start with public comments, you know, we are -- a number
9 of people here to speak, but we're fortunate -- we're
10 getting a public comment -- a visit from one of Orange
11 County's pillar citizens today -- we don't get in our
12 Boardroom very often, but now you're here today, so
13 Jo Elle, you're the first one up. Jo Elle Chatham.

14 MS. CHATHAM: Thank you, Mr. Chairman. My name is
15 Jo Elle Chatham, and today I represent the Pacific
16 Symphony and our President, John Forsyte, who would loved
17 to be here but he's in a conference in Arizona.

18 Our mission today is really to say thank you --
19 to the Fair Board and the Fair for the great welcome, the
20 way your treated Pacific Symphony during the summer. This
21 was our first summer here and it was a hit. Our audiences
22 were very happy for the Concert Series that was put on
23 here and we hope this will be the first of many years to
24 come.

25 Just to give you a little background information

1 of the series, over 25,000 people attended that came into
2 the Fairground, which meant they came in through Costa
3 Mesa. Over 1,000 of them picnicked in the new facility,
4 which was absolutely -- just beautiful, some on the grass,
5 some at the tables -- and what we're really proud of,
6 though, and we do this all the time -- at least a thousand
7 of our attendees were -- those who are helped through our
8 Heartstrings program.

9 Our Heartstrings program deals with over 20
10 non-profit organizations in Orange County that deal with
11 children of autism, the underserved children, minority
12 groups, adults with Alzheimer's.

13 We have a thousand of those who come at the cost
14 of the Symphony as our guest, and we were delighted
15 that -- that they were here. I personally attended all of
16 the concerts, but one. And although I come to the Fair
17 every year, and I must admit this time I came three times,
18 but I did not eat a chocolate-covered pickle. I do have
19 my limits.

20 But I -- this was the first time we had a
21 concert here and my experience was outstanding. This is
22 the first time you hosted us, and when I came in that
23 first night -- the welcome from the people at the gate,
24 from the ushers -- they were very, very friendly but my
25 opinion doesn't really count that much because I'm

1 biassed, but I must say that I just had the -- and she was
2 telling the audience about her experience and was effusive
3 telling they all need to come and she said it was like an
4 out-of-body experience being that close to a major
5 orchestra.

6 But even more important than -- we also do patron
7 surveys. And our patron surveys came back very, very
8 positive about the series. And let's face, it's the
9 venue.

10 Because we've been in the same location for many
11 years, and to get people to go to a new venue is not easy.
12 But here's what they said: "The overall music experience
13 was out standing. They love the intimacy of the venue and
14 experience the sound," and of course, that's very
15 important to an audience. "The sound was excellent. The
16 fireworks were fabulous. The plaza was beautiful."

17 And this is also very important, the caring,
18 courteous ushers and staff that they encountered. And
19 also very important to us, were the musicians. And the
20 musicians were very happy and particularly complimentary
21 of the stage crews.

22 We, the Symphony, look at ourselves as a family,
23 and I think you look at yourselves as a family, and we
24 felt like you were trying to integrate us into your family
25 and we felt very good about that. You invited us to

1 dinners to have various experiences and we appreciated
2 that inclusion very much.

3 And we just hope these two families come together
4 as one and expand, and as we continue to bring in younger
5 families to the Concert Series, as well as diverse
6 communities and more underserved. We just hope we
7 celebrate next year, 2018, early, so that we can start our
8 early bird renewals of our subscriptions to our
9 subscribers.

10 And I would like to say that when you do discuss
11 this issue later on in the agenda, we have three of our
12 senior staff with us. So if you have any questions,
13 Sean Sutton is our Executive Vice President and COO,
14 Susan Kotses is the Vice President of Education and
15 Community Engagement, and Frank Terraglio is our Vice
16 President of Marketing and Public Relations. But again,
17 thank you so much for making us feel welcome.

18 CHAIR BERARDINO: Thank you very much -- will be
19 signing autographs in the back for those of you. Next on
20 public comment is Jay Humphrey.

21 MR. HUMPHREY: Good morning, Board. Jay Humphrey,
22 Costa Mesa resident. Just a couple of items. First, your
23 mission statement acknowledges that you are a member of
24 the community, that this is all a community organization
25 based for the good of the community.

1 Having said that, one of the problems that I see
2 is that the meetings are always in the daytime, always in
3 the morning, always in a time when the community really is
4 unable to participate at any numbers. So what we wanted
5 by doing is -- is hearing little bits and pieces after the
6 fact.

7 There's people like me who are lucky enough to be
8 retired and can -- can show up, but there's an awful lot
9 of people that are not and that have valuable input for
10 this Board for what goes on in the community. And I would
11 ask the Board to try to figure out a way to have at least
12 a couple of meetings a year that were at night so that the
13 public could, in fact, participate.

14 You know, one of the other factors that -- that
15 is important in that, is that as part of the transparency
16 in helping the public understand what you do. Because
17 what you do is important to the community. It affects the
18 community. You're surrounded by the City of Costa Mesa
19 and residential areas, so knowing what you do is
20 important.

21 And I note that -- I look at the -- at the -- the
22 agenda items and I look at the staff report that comes
23 along with that -- and what concerns me about it is not so
24 much that those things aren't there, but the level they're
25 done. If you look at the smoking policy in the current

1 agenda, you got a two-page document that tells you kind of
2 what's going on there. If you look at the Board
3 discussion for the Pac Symphony, you've got a couple of
4 pages, plus a letter from the city, plus all kinds of
5 other things stuck in there.

6 So you have a report that if somebody pulls it
7 off of the Internet -- off -- of line, they can now see
8 what's going on and have a felt feel for that process. If
9 you look at the Master Side Plan -- and using that as an
10 example -- you got a page that spends a lot of time
11 talking about the -- the -- two very small paragraphs that
12 are really just minimal. Nobody else is going to happen.

13 And what I understand is you're going to give a
14 presentation today. But that presentation will only be to
15 the public that actually shows up -- that can show up.
16 And that presentation will not necessarily become a
17 presentation to the public. It will only be a
18 presentation to you, as the word of mouth will now go out
19 to everybody.

20 So I'm very concerned about making sure that
21 everybody has connect in that light. I'd also like to
22 say -- and I've said this before, and I'll say it again --
23 the more impact the public has on your master plan,
24 especially the public directly surrounding you, the better
25 off you're going to be and the better presentation you're

1 going to do in your next 10 years.

2 So it's really important, in my mind, to have the
3 public involved as much as possible. That means more than
4 one meeting. It means more than one little afternoon
5 meeting. Thank you very much -- appreciate your time.

6 CHAIR BERARDINO: Thank you very much, Mr. Humphrey.
7 And there will be public presentations in the evening for
8 the -- good idea.

9 MR. HUMPHREY: No. I knew that it was public today,
10 but will be published.

11 CHAIR BERARDINO: Okay. We'll have a meeting just for
12 the public. Okay. The next item, our Adoption of the
13 Minutes, June 22nd, 2017. Motions in order. Move in
14 second to adopt. Any discussion? Madam Secretary, please
15 call roll.

16 MADAM SECRETARY: Chair Berardino?

17 CHAIR BERARDINO: Yes,

18 MADAM SECRETARY: Vice Chair Bagneris?

19 VICE CHAIR BAGNERIS: Yes.

20 MADAM SECRETARY: Director Aitken?

21 DIRECTOR AITKEN: Yes.

22 MADAM SECRETARY: Director Mouet?

23 DIRECTOR MOUET: Yes.

24 MADAM SECRETARY: Director Tkaczyk?

25 DIRECTOR TKACZYK: Yes.

1 MADAM SECRETARY: And Director Cervantes?

2 DIRECTOR CERVANTES: Yes.

3 CHAIR BERARDINO: Item passes. Next item, Consent
4 Calendar. We'll take the entire Consent Calendar first.
5 Any items that any board member wishes to pull? If not,
6 motions in order.

7 DIRECTOR CERVANTES: So moved.

8 CHAIR BERARDINO: Moved and second it for the Consent
9 Calendar. Any discussion? If not, ma'am Secretary,
10 please call the roll?

11 MS. ANGUS: Chair Berardino?

12 CHAIR BERARDINO: Yes.

13 MADAM SECRETARY: Vice Chair Bagneris?

14 VICE CHAIR BAGNERIS: Yes.

15 MADAM SECRETARY: Director Aitken?

16 DIRECTOR AITKEN: Yes.

17 MADAM SECRETARY: Director Mouet?

18 DIRECTOR MOUET: Yes.

19 MADAM SECRETARY: Director Tkaczyk?

20 DIRECTOR TKACZYK: Yes.

21 MADAM SECRETARY: And Director Cervantes?

22 DIRECTOR CERVANTES: Yes.

23 CHAIR BERARDINO: Next items. Item 9-A. We'll start
24 with the Governance Committee and committee reports. And
25 what I think, though, before moving to that, since we do

1 have people here from the Pacific Symphony, we should
2 take -- if we could just take Item I out of order so we
3 can discuss that item and -- so, do you want to kick this
4 off?

5 MS. KRAMER: Don't we need to do --

6 CHAIR BERARDINO: No. We don't. We're going to come
7 back to it. I just want to make sure we --

8 MS. KRAMER: Perfect. We are currently in disucussion
9 with the Pacific Symphony to finalize their 2018 Summer
10 Concert Series dates and look forward to welcoming them
11 back to the Pacific Symphony or to the Pacific
12 Amphitheater. Attached to the staff report is a letter of
13 support from Costa Mesa City Manager, Tom Hatch, who
14 states:

15 "The Symphony performances are a great fit for
16 the City of the Arts and an exciting complement to all
17 that Costa Mesa has to offer."

18 In addition to working with the Pacific Symphony
19 for their 2018 Summer Concert Series dates, we have been
20 in discussions with them on how we expand our partnership.
21 This partnership would include the Pacific Symphony
22 supporting our educational and community initiatives, as
23 well as leveraging both organizations' marketing assets for
24 a greater outreach.

25 The Pacific Symphony musicians would perform at

1 select OCFEC events, including our Veterans Day
2 celebration, Heroes Hall Holiday Tour, Red Barn Dinner,
3 and an educational activation during our youth event;
4 Imaginology. We would also create a Symphony Day at the
5 OC Fair, including bringing musicians Centennial Farm to
6 introduce their Musical Petting Zoo performance.

7 In addition to these performances, the Pacific
8 Symphony will provide OCFEC access to its customer
9 database and inclusion in program ads, website listings,
10 creating cross promotional opportunities. For this
11 partnership, OCFEC will provide \$100,000 to Pacific
12 Symphony, and this would be reflected in our 2018
13 operating subject.

14 Staff is asking that the Board of Directors
15 consider approving this educational and community outreach
16 partnership with the Pacific Symphony benefitting both
17 organizations.

18 CHAIR BERARDINO: Thank you, ma'am CEO. We have one
19 public comment, and I think we will take the public
20 comment prior to Board discussions. So Theresa Sears?

21 MS. SEARS: Good morning, Board. My name is Theresa
22 Sears and I appreciate the opportunity to talk about the
23 Pacific Symphony.

24 Full disclosure, I am a season ticket holder for
25 the Summer Series and have been a ticket holder for many

1 years, and I totally support the Symphony. They are
2 fabulous. I believe everything that we just stated about
3 the events that happened at our fairgrounds this summer --
4 I was super proud to have them there. It was just a
5 joyous occasion.

6 And each concert was -- oh, my gosh, it's just --
7 it's amazing to have, I mean, we're not having to go all
8 the way down to the Greek Theater, the Hollywood Bowl, and
9 fight all that traffic. It's happening right here under
10 the stars. The climate is beautiful. The sound system is
11 perfect, and as stated, super welcoming.

12 I just, you know, I just don't have any
13 complaints. I mean, we had a little bit of problem the
14 first day trying to figure where are we going to picnic,
15 and how does this go, and what could we bring in. But I
16 think once that got sorted through, it was -- it was
17 smooth sailing.

18 The fireworks -- we -- that was obviously an
19 issue. I had no idea what went on in Costa Mesa on 4th of
20 July. It was like a war zone here and it had nothing to
21 do with the fairground. The nine minutes that they had
22 the -- seven or nine minutes that fireworks were heard was
23 nothing. Because I know in the background we could hear
24 the fireworks. It seemed like bombing exercise out in the
25 city.

1 But other than that -- and then just this last --
2 the closing concert was -- it was great, you know, you saw
3 the cannons up there and the way they replicated it and,
4 of course, you know, I mean, my goodness, we can't ask for
5 anything better.

6 So, you know, we were able to get the -- the
7 plaques from the county, you know, for Heroes Hall. That
8 was a huge coo. I don't know if anybody really
9 understands that. I hope we could keep the Pacific
10 Symphony here over the summer. I mean, I think, Costa
11 Mesa is by far a better choice any day than Irvine, but
12 that's just me.

13 And I like -- versus five point -- whatever. So
14 anyway, do what you can. But please, I would suggest
15 supporting them. I think the educational value that they
16 offer to, you know, the public and to kids and to -- to --
17 to everyone is, you know, it's immeasurable and very
18 important. So, again, another fabulous partnership that
19 this Fairgrounds is -- is instituting so I'm in strong
20 support.

21 CHAIR BERARDINO: Thank you Theresa. So we will open
22 discussion for the Board. I would like to start. I am --
23 the Chair's in complete and total 100 percent, unequivocal
24 support of this item.

25 First of all, the Symphony brings a richness, of

1 course, to the Fairgrounds. And equally important, you
2 know, had the opportunity to talk to John Forsythe and with
3 a community member. We had the opportunity to sit down
4 and talk to John about the educational piece and about how
5 we can serve the underserved kids here on something they
6 don't get anymore.

7 I mean, kids don't get music and arts in the
8 classrooms anymore. I mean, it's like, we have as a
9 society decided that somehow that's not really important
10 or it doesn't enrich their lives. So as -- while -- I
11 discussed with John about the idea of the Pacific Symphony
12 rounding out.

13 I mean, this whole educational program that we
14 have -- that we can take what we already have with, you
15 know, we have the Centennial Farms, and now the Heroes
16 Hall, and the Workers Memorial -- beautifully done, by the
17 way, Director Aitken -- the Workers Memorial, and now
18 bringing in as part -- these are all things kids don't get
19 a lot of in school. And we know as we reach out with, you
20 know, we had now a curriculum advisor for Heroes Hall and
21 they're reaching out to the schools.

22 We -- there's things that kids aren't getting,
23 and particularly underserved kids -- the Heartstrings
24 kids. The people in the community -- they don't get it.
25 And we have Emmy winners. We have people that have won

1 Academy Awards that are -- the artists that are willing to
2 come and use our lobby that we built under the great
3 direction, at that time, Jared -- who, you know insisted
4 on putting air conditioning in that huge lobby, which will
5 now pay off -- that we have -- that we have where children
6 can come and can be motivated and be inspired.

7 And what a way to round out this whole
8 educational program and in discussions we've had with the
9 city about this in terms of them partnering with out
10 educational program. So during the day, this place will
11 be teaming with young people learning, having their lives
12 enriched and fulfilled, and what a way to round it. So I
13 am excited about it, and I hope fellow Board members will
14 also be in support of this great -- this great
15 opportunity.

16 And that's just, of course, that just went
17 through my -- my interest. Also, it's great having music
18 here during the summer too. You know, I mean, I -- I, you
19 know, I'm not discounting that. I mean, that is -- that
20 is really great and music and I've had -- I went, as some
21 of you know, during the first concert that we had with
22 Pacific Symphony.

23 I went and did my own poll walking up and down
24 the aisles, you know, been shooed away by -- for bothering
25 people -- asking them about the sound because what we have

1 here -- there's no better sound anywhere in the country.

2 I'm telling you. There's no question. The way
3 that berm was redesigned, the money we put in redesigning
4 that berm so the sound stays in -- doesn't affect the
5 community. It stays in, but with that sound and the way
6 the berm is, you actually have surround sound. It bounces
7 off the berm, it stays in, goes over -- watches over your
8 head along with the other sides of it.

9 So I went and talked to people and I was asking
10 some of them what they thought of the sound, and they were
11 just "Oh." They were amazed. So what a match. What an
12 opportunity. What a great contribution this would be to
13 our community. So any other comments?

14 VICE CHAIR BAGNERIS: Also, there were a couple
15 concerts we had with other artists -- famous artists and I
16 enjoyed every concert, but I love music and education
17 piece. What a better venue to have that than here. So I
18 look forward to a continued partnership with the Symphony,
19 and I would be in total agreement to this recommendation.

20 CHAIR BERARDINO: Any other discussion? Director
21 Cervantes?

22 DIRECTOR CERVANTES: I also strongly support this
23 great opportunity.

24 CHAIR BERARDINO: Thank you. Director?

25 DIRECTOR MOUET: No. I think it's a great

1 opportunity. It's a great -- to collaborate, especially
2 music -- in this case, classical music -- it brings a lot
3 of people together. A lot of people have stereotypes of
4 classical music -- is just for a certain segment of the
5 society, but it isn't.

6 Inner city kids and low-income communities can
7 benefit a great deal in classical music. And music is a
8 great uniter. It brings a lot of people together, so I
9 think this is a great -- great collaboration. I fully
10 support it.

11 CHAIR BERARDINO: Thank you. Director Aitken?

12 DIRECTOR AITKEN: Yeah. No. I think -- I'm really
13 excited -- I don't know who this Wiley person is but he
14 seems like a nice person. But I would echo the comments
15 of -- of my directors and that it is so important to
16 really collaborate, both with how we're doing with the
17 theater, bringing the VOICES -- veterans for this hall and
18 to do these things with the Symphony and specially
19 bringing it in -- collaborating with our school districts
20 that are just begging for something they can partner with
21 as they see their arts funding being slashed year by year.

22 I think there's a lot of creative things that we
23 can do moving forward to build on this amazing partnership
24 and to really, you know, make it part of -- what we want
25 to do here is just make our destination a year-round

1 destination, not just a destination for people to come
2 here in the summer.

3 CHAIR BERARDINO: Thank you, Director. Director
4 Tkaczyk?

5 DIRECTOR TKACZYK: I -- I think all my fellow Board
6 members have shared great thoughts, and I really look
7 forward to this relationship moving forward.

8 A lot of you may not be aware, but my sister is
9 a -- was a music instructor and taught about 300 students
10 in South County, and she was one of the first women to be
11 first-year, first trumpet at Long Beach State -- so
12 anyway, with that story, brother/sisters do talk, not
13 often but they do, and I got a call from my sister being
14 aware that this has developing here, and she was very
15 pleased and just want to say, "Stanley, I'm really happy
16 that the Symphony is coming to the Fair."

17 And anyway I just want to applaud everyone for
18 putting this together and on behalf of the Tkaczyk family,
19 we're pleased.

20 CHAIR BERARDINO: Thank you. And without any other
21 comments, if the -- then I'll call question and we need a
22 motion.

23 VICE CHAIR BAGNERIS: Yes.

24 DIRECTOR AITKEN: So moved.

25 CHAIR BERARDINO: Okay. Moved by Director Aitken,

1 seconded by --

2 VICE CHAIR BAGNERIS: I'll take the second.

3 CHAIR BERARDINO: All right. Okay. So, okay. Madam
4 Secretary, please call the role.

5 MADAM SECRETARY: Chair Berardino?

6 CHAIR BERARDINO: Yes.

7 MADAM SECRETARY: Vice Chair Bagneris?

8 VICE CHAIR BAGNERIS: Yes.

9 MADAM SECRETARY: Director Aitken?

10 DIRECTOR AITKEN: Yes.

11 MADAM SECRETARY: Director Mouet?

12 DIRECTOR MOUET: Yes.

13 MADAM SECRETARY: Director Tkaczyk?

14 DIRECTOR TKACZYK: Yes.

15 MADAM SECRETARY: And Director Cervantes?

16 DIRECTOR CERVANTES: Yes.

17 CHAIR BERARDINO: Motion passes. Thank you very much.
18 Thank you for the presentation. Okay. Now let's move on
19 to Governance Committee Task Force, and we will start
20 with -- is there a report for Centennial Farm Foundation?

21 MS. RICHARDS: Just the MOU, which is on a later item.

22 CHAIR BERARDINO: Heroes Hall Veterans Foundation
23 Board. I can give a quick update on that. As you can
24 see, I -- we had -- we had 40-some thousand, I think
25 44,000 people visit Heroes Hall during -- and I can just

1 tell you -- I can't express to you the number of people,
2 particularly vets.

3 I was at a veterans event last week and the
4 number of vets that, I mean, came up to me, some of them
5 tearfully about Heroes Hall and what we've done there,
6 and, I guess, this Vietnam series got me going so I'm just
7 going to -- I'm just going to stop talking. It is
8 everything is great. Let's move on. The Financial
9 Monitoring Committee.

10 VICE CHAIR BAGNERIS: We had our last meeting on the
11 15th. We have a monthly meeting and we talked about all
12 of the financials that were recorded today. I'm looking
13 forward to the P/L that we're going to see in October from
14 the fair. It will be the first time we've actually had a
15 real --

16 MS. KRAMER: Last year was the first year.

17 VICE CHAIR BAGNERIS: Last year was the first? Well,
18 it will be even better this year because Adam is on board.
19 So I'm looking forward to that. I think the key here is
20 that we have regular meetings. We come out and hear
21 what's going on and we can share over the course of the
22 month as things go on.

23 So I appreciate the staff's involvement. I get
24 to go in Adams's office and look over his shoulder and I
25 really enjoy that. And he has been a fine addition to our

1 staff.

2 CHAIR BERARDINO: Thank you very much, Vice Chair
3 Bagneris. Next is -- any reports on city liaison,
4 Director Cervantes?

5 DIRECTOR CERVANTES: Not -- not at this time.

6 CHAIR BERARDINO: Not at this time. Legislative
7 Monitoring Committee. Director Aitken? Anything?

8 DIRECTOR AITKEN: No. Not right now, and I believe
9 they're on vacation for a while so you won't see anything.

10 CHAIR BERARDINO: Yeah. The legislature -- that's
11 right. I mean, oh. Someone said they're always on
12 vacation. Anyway, we'll move on. Master Site Task
13 Force -- wait and we're going to be doing that.

14 MS. MUNDEKIS: I put in a card for that.

15 CHAIR BERARDINO: Oh, you did? I thought it was for
16 the -- okay. I'm sorry.

17 MS. MUNDEKIS: I just want to make a brief comment
18 before that process starts.

19 CHAIR BERARDINO: Okay. Yes, please. Okay. I'm
20 sorry. We'll take public comment first.

21 MS. MUNDEKIS: Good morning. I'm Reggie Mundekis, and
22 thank you for this opportunity to address you. This state
23 agency is in the middle of a process to develop a new
24 master site plan. There are a number of required
25 processes and steps that the law requires to be

1 performed -- which have yet to be performed -- and there's
2 a great deal of underlying information that must be made
3 available to the public in this process.

4 I have written to the Board regarding these
5 matters, and I won't repeat them now, but I hope that each
6 of you have read these letters because they are critical
7 to the legality of the ongoing master plan process.

8 I am pleased to see that there are no agenda
9 voting items on today's calendar, as until a number of the
10 steps I mentioned in my letters are addressed, it is
11 premature to move to begin making decisions regarding the
12 new master site plan.

13 I also hope that in a demonstration of good
14 governance and -- and to avoid violating California
15 Government Code 11122, no one on this Board will tempt to
16 improperly move the process along by giving the staff
17 directions without taking a vote. Thank you.

18 CHAIR BERARDINO: Thank you. Ken, did you have
19 something to add?

20 MR. KARNS: Sure. On behalf of the Committee -- the
21 Committee report, the Master Site Planning Committee held
22 a workshop with the consulting team on July 7th. And also
23 attending that workshop was Josh Caplan. We first had
24 just some general discussions related to findings.

25 The consulting team facilitated the workshop and

1 walked the Committee through three preliminary master site
2 plan concepts. They evolved from all the stakeholder
3 meetings that we have -- bring all the assumptions
4 together and start creating some concepts.

5 So those concepts are best described as a mental
6 concept, an aspiration, and a bold concept. There was
7 good discussion and feedback throughout the workshop.
8 Next steps that were discussed were related to a full
9 Board of Directors workshop, which is now upcoming.

10 The -- committee held another meeting during the
11 fair -- or sorry, earlier this month on September 8th.
12 The meeting was focused on CEQA, California Environmental
13 Quality Act, and EIRS, Environmental Impact Reports.

14 Options best way to proceed, what's the goal
15 forward look like? So staff was given direction to
16 continue discussions with the consulting team on next
17 steps and further pursue their possible involvement when
18 that process starts.

19 Staff was also given further direction to get
20 full feedback from Josh Caplan on best way to proceed and
21 and what obligations -- what should we do, shouldn't we
22 do, how do we do it once concepts start being
23 materialized.

24 CHAIR BERARDINO: Again, and for point of
25 clarification, Chair wants to, on the record, Josh Caplan

1 is the Deputy Attorney General that's assigned to the
2 Fairgrounds. Thank you. Okay. Thank you very much.

3 DIRECTOR TKACZYK: Nothing new to report.

4 CHAIR BERARDINO: Thank you. Consumer initiatives.
5 Director Tkaczyk, Vice Chair Bagneris, anything to report?

6 Thank you. And Cultural Committee Director Mouet
7 and Director Cervantes, anything to to report?

8 DIRECTOR CERVANTES: Nothing to report.

9 CHAIR BERARDINO: Equestrian Center Task Force,
10 Director Aitken, Director Tkaczyk?

11 DIRECTOR TKACZYK: All I can say is we -- we mentioned
12 that we were at the center before, I think, the Fair and
13 I'm just going to say to the Board members, I'm so glad we
14 went. That trip is resonated from them until know.

15 It's allowed me to ask a lot of questions to my
16 equestrian people and I look forward to really moving on
17 the equestrian center in coming up with a plan.

18 I'm -- I'm very excited about it. I think I have
19 more knowledge -- well, I know I have more knowledge now
20 than I did years ago and I look forward to sitting down
21 with the equestrians and our staff to figure out what we
22 want to do.

23 CHAIR BERARDINO: Thank you very much, Director
24 Tkaczyk. So that concludes reports. We'll move on to
25 Item B. This is the Board Chair and Vice Chair Nominating

1 Committee.

2 As you know, we will be having a new Chair in
3 December, so our Nominating Committee, I -- because of
4 their obvious great work and selecting people in the past,
5 we will ask Director Tkaczyk and Director La Belle some
6 information items they'll be serving on.

7 And please, if you would bring us your nominees
8 at the October meeting, we will vote on the Novembers
9 meeting and new Chair and Vice Chair will take office at
10 the December meetings.

11 DIRECTOR TKACZYK: Thank you, Mr. Chair.

12 CHAIR BERARDINO: Established OC Fair and Events
13 Center in the City of Costa Mesa, Program Development
14 Committee. This is an information item. Why don't you
15 brief everyone and -- and move quickly on it.

16 MS. KRAMER: We have reestablished some quarterly
17 meetings with the City of Costa Mesa, leadership, as well
18 as the city major to continue having ongoing conversations
19 about how we work together and how we, you know, we've
20 been talking about this morning about our educational
21 initiatives.

22 They got some ideas about how we can continue to
23 use the Fairgrounds to deliver on both the community and
24 education. Both Chair Berardino and I attended that
25 meeting. Out of that meeting, it was suggested that we

1 form this committee from -- so we had Board
2 representation, as well as OC Fair.

3 CHAIR BERARDINO: And just commenting on that, it was
4 really -- a -- it was a -- it was an excellent meeting.
5 The city is very -- very enthusiastic to continue to
6 partner and as the CEO mentioned, to broaden the
7 educational programs here, this becomes such a jewel
8 community resource that everyday here, children are here,
9 people are here, and the public really can enjoy it and
10 thrive from what they learn and -- and what they get out
11 of this, because it is a public facility and we want it
12 alive everyday. Next is the quick review.

13 MS. KRAMER: We're going to point a two-person task
14 force.

15 CHAIR BERARDINO: Oh, we are?

16 MS. KRAMER: -- two people serve on that committee.

17 CHAIR BERARDINO: Okay. So we're going to have two
18 people serve on the committee. What I think is -- I will
19 defer -- because our next meeting is December 8th. So by
20 November, we will have voted a new Chair, and so I will
21 defer to the new Chair --

22 MS. KRAMER: Okay.

23 CHAIR BERARDINO: -- to pick is through December. The
24 OC Fair and Events Center Smoking Policy Discussion. This
25 was requested by Vice Chair. I think it was to have a,

1 kind of, quick overview about our, kind of "no smoking,"
2 so, you know, we kind of cleared that. So Vice Chair
3 Bagneris, you want to kick it off with questions or
4 comments or go to staff?

5 VICE CHAIR BAGNERIS: I'd like to hear the staff.

6 CHAIR BERARDINO: Okay. Staff?

7 MS. KRAMER: The staff report provides the historical
8 background in establishing our current non-smoking policy
9 for the OC Fair and other self-produced events. We
10 started in 2015 where we started designated smoking areas
11 within the OC Fair footprint. At the conclusion of the
12 2015 OC Fair, the Board of Directors voted to change our
13 smoking policy to prohibit any smoking or vaping within
14 the OC Fair footprint.

15 For the past two years, 2016 and 2017, the OC
16 Fair has been a no smoking, vaping event. This has been a
17 work in progress and will remain an ongoing area of
18 station by staff as we continue to educate and train our
19 patrons on our no smoking, vaping policy. I will turn it
20 over to the Board for comments of questions.

21 CHAIR BERARDINO: Okay. Director Bagneris?

22 VICE CHAIR BAGNERIS: I just wanted to elevate this
23 because at the fair this year, I found a lot of the
24 smoking going on, but I didn't see the enforcement.
25 And -- but right after we brought the station of the

1 staff, we saw -- things changed dramatically.

2 We saw more smoking enforcement personnel -- no
3 smoking enforcement personnel. We had more signage. We
4 saw less -- less cigarette butts in the corner. So I just
5 wanted to really make sure they elevate this.

6 If we're going to have a policy -- it took us a
7 long time to decide we going to do this. We had the
8 preliminary smoking areas and then decided to go the whole
9 campus.

10 I just want to make sure that we were going to
11 make sure this was a priority. If we are no smoking, then
12 we need to enforce no smoking. If we don't enforce, then
13 it doesn't help the situation.

14 So I was very pleased with what happened as we
15 made a forced direction kind of midway to see less
16 smoking. I just wanted to elevate this and make sure that
17 we don't -- that we set the policy -- that we need to
18 enforce it so that it -- it takes a while to change.
19 So --

20 MS. KRAMER: Vice Chair -- Vice Chair Bagneris, we
21 will make sure, as we put the 2018 budget together, we'll
22 include staff and make sure that there's adequate signage
23 all over -- the resources needed from the staff to enforce
24 this.

25 VICE CHAIR BAGNERIS: Okay.

1 CHAIR BERARDINO: Thank you very much, Vice Chair
2 Bagneris. Thank you for your attention on that -- and so
3 for the public, you know, during the fair, we'll have our
4 non-smoking policy. I want to commend Vice Chair Bagneris
5 because she was, undoubtedly, enforcing this policy when
6 she saw it on her own.

7 And you went up to some pretty tough characters
8 and -- to tell them to put out their cigarette. I was
9 hiding behind. "Yeah. What she says. I'm with her."
10 But with her in the back -- way in the back. So thank you
11 very much.

12 Item C is the OC -- oh, I'm sorry. Item E
13 established the Pacific Amphitheater Operation Evaluation
14 Review Committee established that committee pursuant to
15 the Chair's authority during the OC Fair and that was me
16 and Stan Tkaczyk and we will be continuing on doing a very
17 thorough evaluation of the Pacific Amphitheater Operation.

18 And we will be reporting back to the Board,
19 probably at our next meeting and we'll have our first
20 meeting and discussion. Thank you, Stan, for your work
21 during the fair on that and I appreciate it very much.

22 Next, is -- we have RFP, which has to do with
23 production services, lighting equipment services, arena
24 production services and lighting and staging equipment.
25 This is a contract that has its option this year for

1 review, and we have, as you know, on some of these
2 contracts in which we want to take a look at.

3 Multi-year contract, we want to be very clear to
4 every contractor that a multi-year contract does not mean
5 that you have multi-year contract with -- there's an
6 option. We, at anytime may chose to exercise that option
7 to, once again, bid the contract. That's the case with
8 this. Chair strongly supports the -- reissuing the RFP
9 and ask for a motion.

10 DIRECTOR TKACZYK: Thank you. Make a motion that we
11 reissue the RFP.

12 VICE CHAIR BAGNERIS: I second it.

13 CHAIR BERARDINO: Move to second it.

14 DIRECTOR AITKEN: I have a question. Just for
15 clarification in the RFP, do we have, you know, the
16 standards set out --

17 CHAIR BERARDINO: We -- I'm sorry.

18 DIRECTOR AITKEN: -- as we have previously to make
19 sure that, you know, the people that are bidding on the
20 process are obviously people that are properly trained,
21 apprenticed, and have the skills that we need so that when
22 we get them back, that they are qualified to operate such
23 a dangerous and vital of our Pacific Amphitheater.

24 CHAIR BERARDINO: We -- thank you very much, Director
25 Aitken. Yes. And, in fact, I've had the opportunity to

1 talk to Counsel about that and Counsel has agreed to
2 assist the Board upon requests, in terms of the RFP and in
3 terms of setting forth very clear, and very clear and
4 specific standards for performance, and so we will do
5 that. Any other discussion? Motion is in order. Okay.

6 We need to take a vote. So, Madam Secretary?

7 MADAM SECRETARY: Chair Berardino?

8 CHAIR BERARDINO: Yes.

9 MADAM SECRETARY: Vice Chair Bagneris?

10 VICE CHAIR BAGNERIS: Yes.

11 MADAM SECRETARY: Director Aitken?

12 DIRECTOR AITKEN: Yes.

13 MADAM SECRETARY: Director Mouet?

14 DIRECTOR MOUET: Yes.

15 MADAM SECRETARY: Director Tkaczyk?

16 DIRECTOR TKACZYK: Yes.

17 MADAM SECRETARY: And Director Cervantes?

18 DIRECTOR CERVANTES: Yes.

19 CHAIR BERARDINO: Thank you. Request Board of
20 Directors -- that one was recovered in the previous item.
21 Discussion Number H, submitted by the Centennial Farm
22 Foundation to the Memorandum of Understanding. It's an
23 action item. Ma'am CEO?

24 MS. KRAMER: I'm going to turn it over to
25 Michele Richards to walk us through that information.

1 MS. RICHARDS: Okay. I think we're almost there with
2 the -- the MOU, with the Centennial Farm Foundation. They
3 have come back with just a couple of requested changes and
4 comments, so I will just focus on those in particular.

5 In the draft MOU, there's a statement that the
6 District added, "Sole discretion may provide to each
7 active foundation Board member one complementary pass to
8 the District's annual fair, which may include anything F
9 lot parking hangtag.

10 The Foundation is requesting to change the word
11 "may" to "will," so that the District, at it's own
12 discretion, will provide to each active foundation Board
13 member a complementary pass and an F lot parking pass. So
14 I bring that before the Board for discussion. I don't
15 know if we want to take this -- one item at a time?

16 CHAIR BERARDINO: I think that's probably easiest. I
17 will comment on this. I think we should keep it "may." I
18 think -- I hope that's reflected in the Heroes Hall
19 Foundation as "may." I think the discretion is up to this
20 Board. The Foundations need to -- both Foundations need
21 to be very, very understanding and clear that the Board
22 will make that determination, so that's my suggestion on
23 that.

24 DIRECTOR AITKEN: Yeah. Do we have -- and I
25 apologize, I'm -- in the by-laws for both the Heroes Hall

1 Foundation and the Centennial Farm Foundation -- is there
2 a definition of what active means? Is it just appointed?
3 Or is it someone that is attending a certain percentage
4 amount of Board meetings and meet their obligations for
5 some fundraising levels, et cetera?

6 MS. RICHARDS: Correct. I -- I know for sure its
7 detailed in the Centennial Famr Foundation bylaws, and I
8 believe also in the Heroes Hall Veterans Foundation
9 bylaws.

10 DIRECTOR AITKEN: And do you recall, by any chance,
11 what that is?

12 MS. RICHARDS: I do know that it includes regular
13 attendance, except for excused absences at Board meetings.
14 I don't believe there's a financial obligation. And the
15 Centennial Farm Foundation, in their bylaws, it's a
16 requirement to also participate at a certain level with
17 fundraising activities.

18 DIRECTOR AITKEN: Because that might be something that
19 we can think about, is if somebody has perfect attendance
20 and is raising money for the foundation, either give or
21 get, you know, I think that that type of service in
22 furtherance of our mission statement -- think about that
23 going forward.

24 CHAIR BERARDINO: And Director Aitken, I think you're
25 exactly right. That's why I think we should keep it may

1 on both parts -- the Board's hands are not tied. So do
2 you want -- I think -- why don't we just do this by
3 consensus, Counsel, does anybody object to continuing?

4 MR. CAPLAN: No. I don't object. I think it's a
5 matter of going back to -- that it is our intent to be
6 very good partners to show support to the very active
7 Board members.

8 It's a partnership and that we appreciate it, and
9 then I just -- so that it isn't -- it isn't just a
10 stubbornness. It's more to just add to this Board
11 flexibility, but it's no reflection on us battling. But
12 I'm in agreement with a "may" instead of "will."

13 MS. RICHARDS: There is also a follow-up statement
14 included in both the Heroes Hall Veterans Foundation, MOU
15 and this draft MOU for the Centennial Farm Foundation that
16 the type and quantity of complementary passes will be
17 assessed by the District on an annual basis. So each
18 year, this Board will be able to assess the number of
19 complementary passes and any other parameters as well.

20 VICE CHAIR BAGNERIS: I know we painstakingly went
21 through the Heroes Hall MOU, and it says "may," and I
22 don't see us deviating from that.

23 MS. RICHARDS: That's correct.

24 DIRECTOR CERVANTES: And I agree as well.

25 MS. RICHARDS: Okay. Next item. It -- the draft

1 agreement does not include the use of 88 Fair Drive as the
2 Foundation's mailing address. The Foundation would like
3 to add the following statement to the MOU that the
4 foundation will continue to use 88 Fair Drive as its
5 mailing address.

6 They provided a comment in the draft MOU
7 referring to a March 1997 letter that they received from
8 then, OC Fair and Events Center, Deputy General Manager
9 granting use of the silo building for the Centennial Farm
10 Foundation office in trade for the Foundation
11 participating in the cost of construction of the silo
12 building.

13 So I want to remind this Board that you all
14 previously rejected the addition of this item, and it was
15 deleted from the revised MOU with a comment explaining
16 that on the advice of the State Attorney General's Office,
17 that the OCFEC Board is deleting the request to maintain a
18 private office or use the District's mailing address, as
19 doing so would be considered a gift of public funds,
20 unless the foundation rented the said space or agreed to a
21 trade agreement for the space.

22 CHAIR BERARDINO: I -- I don't think that's changed,
23 Counsel. I think we would -- unless you have a change and
24 advise for us.

25 MR. CAPLAN: No, I don't. In fact, I have not seen

1 this March 1997 letter. I do not know -- it's my
2 understanding, if the letter is not included -- timeframe
3 for use of office space, but I presume that any benefit
4 realized by the District or the now 20-year period may no
5 longer exist.

6 Again, I don't know the dollars the foundation
7 contributed to the construction of the site alone, but
8 what I would say, in addition to -- there's the separate
9 issue, which is the non-financial piece, which is
10 maintaining separate and independent legal entities.

11 One being the -- and Centennial Farm Foundation,
12 and the more overlap you have, the more challenges it can
13 create going forward, so our recommendation -- my
14 recommendation has not changed.

15 CHAIR BERARDINO: Has the Board in any way interested
16 in challenging, Counsel with this?

17 DIRECTOR AITKEN: No.

18 CHAIR BERARDINO: It's fine to challenge Counsel.

19 VICE CHAIR BAGNERIS: So I think at the end you said,
20 unless they wanted to rent the space --

21 MS. RICHARDS: Correct.

22 VICE CHAIR BAGNERIS: -- or something of that nature,
23 then they can use the address. Are they interested in
24 doing that?

25 MS. RICHARDS: I don't know. But there's a meeting

1 this afternoon and I can certainly present that option to
2 them.

3 CHAIR BERARDINO: Okay. Otherwise, here's the
4 consensus.

5 DIRECTOR TKACZYK: Are they aware that the direction
6 that's been give --

7 CHAIR BERARDINO: I think they're fully aware of all
8 of this.

9 MS. RICHARDS: And the next item is related to that.
10 There's another item in the -- in the MOU that, "The
11 Foundation shall maintain it's own physical address and
12 website both of which shall be separate and apart from the
13 physical address and website maintained by the District."

14 The Foundation wishes to strike, "physical
15 address." So assuming for the same reason that the Board
16 would reject this change as well. Counsel, any?

17 MR. CAPLAN: I think one thing -- and I don't know if
18 this was the concern of the Foundation, but the way the
19 language reads, it appears to require Centennial Farm
20 Foundation to maintain its physical address, and so what
21 we could do, and again, this -- we haven't talked about
22 this, Michele, before today.

23 We could tweak the language to say that if -- if
24 the Foundation elects to maintain a physical space, then
25 that physical space must be separate from the District's

1 physical space, that way they don't feel obligated to go
2 out and rent office space if they don't need office space.

3 But if they do decide they need office space, it
4 needs to be separate from this space. Again, unless
5 there's some form of rental agreement in place or other
6 form of -- coming back to the District.

7 MS. RICHARDS: So the requirement is not for them to
8 necessarily have a physical office space, but if they do,
9 it has to be separate from 88 Fair Drive.

10 MR. CAPLAN: Correct.

11 DIRECTOR MOUET: Unless they rent.

12 MS. RICHARDS: Unless they rent. Yeah.

13 CHAIR BERARDINO: Any dispute in Counsel? Board
14 members? If not, we have consensus on that item.

15 MS. RICHARDS: Okay. The next item, Staff is
16 recommending accepting this change.

17 This deals with carrying workers compensation
18 that the foundation shall secure and maintain its own --
19 own expense during the initial term, and any subsequent
20 renewal term workers' compensation insurance as required
21 by law.

22 The foundation would like to insert if it
23 maintains employees. And currently, the Centennial Farm
24 Foundation does not have employees, so this insurance
25 requirement would not apply, unless it maintains

1 employees, and staff is recommending accepting that
2 change.

3 CHAIR BERARDINO: Counsel?

4 MR. CAPLAN: I don't have any objection to that
5 language.

6 CHAIR BERARDINO: Fellow Board members? Again, we
7 have consensus to move forward.

8 MS. RICHARDS: Last item. At a previous Board
9 meeting, this Board suggested that the Foundation explore
10 a \$5 million umbrella policy. I believe that was a
11 recommendation that Director Tkaczyk made. And the Farm
12 Foundation responded with a comment in the MOU that it
13 will consider renewal of it's current liability -- renewal
14 time of its current liability policy.

15 So it's not expressly included in the MOU, but it
16 was a suggestion and the foundation accepted that
17 suggestion and they'll look into that when their policy is
18 up for renewal.

19 CHAIR BERARDINO: Okay.

20 MS. RICHARDS: All right. That's it.

21 CHAIR BERARDINO: All right. Thank you very much.
22 The next item is item J, California Department Food and
23 Agriculture required board of directors training and CEO.

24 MS. KRAMER: As Chair Bererdino said, the California
25 Department of Food and Agriculture has required training

1 to accommodate that they have developed an online training
2 university to facilitate staff and board directors
3 training material online.

4 They're requesting that all required training be
5 completed and updated by December 31st of this year.

6 After reviewing our records, the OC -- Board of Directors
7 is due to complete the ethics orientation for state
8 officials with the exception of Director Libel who has
9 recently completed his ethics training.

10 All board members have been provided login
11 information by the California Department of Food and Act.
12 Attached to the staff report you will see what is required
13 by staff as well as Board of Directors. The mandatory is
14 the ethics orientation for state officials.

15 CHAIR BERARDINO: Okay. Thank you for that and as I
16 understand it, you know, because this involves computer
17 technology in order to take this training correct.

18 That staff had been gracious to say that if you
19 need help computer wise to plug in and, you know, do this,
20 they will be here. You can come here and they will assist
21 you in turning on the computer. Now, that was a sole
22 request that I made. The rest of you are probably very
23 good at turning on the computer and doing this.

24 DIRECTOR TKACZYK: I'll be here with you. My iPad is
25 just not the way to go.

1 CHAIR BERARDINO: Yeah. I tried one of those DMV, you
2 know, those DMV that you take if you get a ticket, and I
3 thought you could cheat on that thing, that computer thing
4 but they don't let you skip -- pretty bad.

5 All right. So thank you very much so what we are
6 -- I see that our -- our site plan people have pulled in.
7 They have pulled up. What I want to do is take a -- we'll
8 take a fifteen minute break so it will be 10:30 because
9 the idea was to get started as quickly as we can so we can
10 have them start and we'll take a break at noon for --

11 MS. KRAMER: I don't think they're all here yet.

12 CHAIR BERARDINO: -- quite here. We have to change
13 the room a little bit.

14 MR. KARNS: Why don't we do this because we have
15 members is it the public here. I want to make it very
16 convenient vent for them Ken Ken yeah.

17 CHAIR BERARDINO: So we can call them and say we have
18 our head guy here put your pedal to the medal -- get over
19 here and what do you think? In terms do you want to set
20 the room up? Begin taking some pictures and reconvene at
21 11:00.

22 MR. KARNS: 11:00. Yeah. That will work.

23 CHAIR BERARDINO: How about --

24 MR. KARNS: If we're all set in a half an hour --

25 CHAIR BERARDINO: Why don't we shoot for 10:45 then.

1 We're going to shoot for 10:45. We will stand and recess
2 time certain 10:45 to resume -- resume the meeting. If
3 we're a little bit -- we'll come back at 10:45 and
4 hopefully we'll be ready to start maybe a few more minutes
5 able to start shot at 10:45. We will stand in recess
6 until 10:45. We will stand and recess st 10:45.

7 (Recess)

8 CHAIR BERARDINO: Okay. We will -- we'll call this
9 to order, here. What we're going to do is, I am going to
10 start out with Ken give us a kind of a beginning intro.
11 After that, we're going to have public comment at the
12 beginning of the -- at the beginning of this session and
13 then at the end of the session so the public will have an
14 opportunity to say something before we start and then say
15 something after the presentation and discussion is
16 completed. So Ken, take it away.

17 MR. KARNs: Thank you. I was going to say, Good
18 afternoon everybody," but we're moving quite fast today,
19 which is great.

20 So welcome to our full Board workshop. We've
21 gone through a series of stakeholder meetings when we
22 focused on community, education, and our heritage tied to
23 agriculture. At a big meeting that we had in the Hanger
24 with the public, we talked a lot about how fairs filled a
25 gap that's missing in society and ironically enough, you

1 saw that happen today right in front of our eyes with
2 education tied to music. The fair filling th gap, so what
3 a proud moment that is for us in our history.

4 Anyway, we've gone through those series of
5 stakeholders meetings and from all that we gather
6 assumptions with regards to some themes that are comon
7 throughout the feedback you get. The -- the consulting
8 team went away, pulled some of that together, and then we
9 started doing some workshops where we get through some of
10 those in our committee -- planning's committee is involved
11 in that.

12 So from that committee workshop that we reported
13 on today, this is a full Board workshop where everybody is
14 going a chance to see some of those concepts -- as they
15 start coming together, this will be very interactive --
16 hopefully, you get lots of comment. You know, very
17 unlikely that you go, "Hey let's do that." That's not
18 what today is about.

19 Today is about thinking and looking and seeing
20 and asking us questions: "Why would we do that? Can we
21 do this? Can we do that?" And we're going to probably go
22 away and come back with further refined concept. So
23 that's what today is going to be about. Don't be shy.
24 Ask lots of questions. Challenge us and I think we'll
25 find this to be a good interactive workshop.

1 Missing from today -- we got to know a little
2 bit -- was -- is Megan who facilitated all our stakeholder
3 meetings. Her due date is today, so we're wishing Megan
4 the best as she might be going into the hospital any
5 second to have her baby, so we wish Megan the the best.
6 Anyway, turn it over to you for public comment. CHAIR
7 BERARDINO: Thank you very much, Ken. The one public
8 comment request, Jay Humphrey, and Jay, if you'd step into
9 the well.

10 MR. HUMPHREY: I'm going to be very brief. Obviously,
11 there's a slide presentation and it's good enough to
12 present to this Board and to one of our publics here. I
13 would request that the Board will make sure that this
14 presentation, at the state -- right now, not waiting for a
15 finished presentation, but a presentation that has --
16 where it's at right now is made available online, or
17 somehow to the public so they can look at this, and --
18 because they're not here now -- and they can then make
19 their comments about, Oh, geez, this makes sense. That
20 doesn't," what have you.

21 But to get there -- so I request that you make
22 sure -- whatever this presentation is, that it's
23 absolutely, totally online, or in some way, available to
24 the public, even by paper, but somehow. Thank you very
25 much.

1 CHAIR BERARDINO: Thank you, Jay. Okay. Ken, now,
2 how would you like to proceed?

3 MR. KARNS: So for those that don't know, Charlie --
4 Charlie Johnson. So he's the Lead Consultant who's put
5 the team together and now I'm going to turn it over to
6 Charlie and his team.

7 MR. JOHNSON: Again, Charlie Johnson. I'm the team
8 lead on the project, Johnson Consulting, and our
9 specialization is fairgrounds and event centers. And I
10 have with me today Elizabeth Shreeve, she's from SWA.
11 Larry Frapwell, from HPI; and the Wizard of Oz, then. He
12 is -- works with Elizabeth. He really has enjoyed working
13 on this project too. He's from Minnesota and has been
14 involved or watched the Minnesota state for -- in their
15 grounds, so this is a new --

16 You have one of the best fairgrounds in the
17 nation. So anything you do is moving the bar from high to
18 better, and from an administrative standpoint -- from an
19 organizational -- operational standpoint -- it's
20 marvelous, and the that you're located in such a unique
21 urban setting, provides a real opportunity for celebration
22 that happens on this fairground, pretty much everyday.

23 Whether it's equestrian events, whether it's the
24 fair itself, or whether it's all the hundreds of -- some
25 revenue-making and some not. So as we went through our

1 work it was critically important for us to reflect on the
2 mission of -- of the venue. And we heard time and time
3 again, and when we actually ran some initial numbers, we
4 actually were, "What? We can't do that because this is
5 educationally oriented and it's agriculturally oriented.

6 We don't want to see any commercial, or very
7 limited commercial, and we don't want to be running this
8 like a cash machine. We really have to serve the people.
9 It's education and entertainment and recreationa-
10 oriented.

11 And when Larry talks about the the user comments,
12 et cetera, there is no message and we received it clear
13 that this is the mission statement that we are -- have to
14 abide by and, you know, you have to operate this
15 physically, responsibly, and have to have some capability
16 to fund the venue, but we have to keep this mission in
17 mind, and that's everything that this whole analysis has
18 been about.

19 Larry, you want to talk a little bit about the
20 community outreach?

21 MR. FRAPWELL: You know, you as a Board and the
22 leadership of this site, made very clear that you wanted
23 to do a very robust community outreach and so we went
24 through a series of meetings where we talked, I think back
25 in -- when was it? January? Late January, we met with

1 you.

2 I think we started that to get a broad
3 perspective on where you as a Board felt the Fair was and
4 where it might go, and I think Ken summarized that very
5 well. Really what you saw yourselves as was a community
6 asset and whether there are opportunities to improve that
7 and grow that, the intent was to build upon that and
8 really make this the fair of choice.

9 The next set of -- the next set of meetings was
10 with Orange County Fairgrounds and Event Center staff.
11 And we did, in each of these meetings, we did a lot of
12 both listening and then trying to prioritize -- have you
13 prioritize with us what the priorities were from what we
14 heard, because all of that was intended to inform the plan
15 that you're going to see as Elizabeth begins to present.
16 So I'm not going to spend up too much time on this because
17 because what we really want to get to is what Elizabeth
18 has to present.

19 When we went through it with the Orange County
20 Fair and Event Center Staff, one of the -- one of the --
21 we used this where everybody had an opportunity to say
22 what their issues were and then begin to prioritize this.
23 And I think you'll see that every meeting we went to, I
24 think, generally speaking, the same issues rose in all
25 those meetings. And so that started to tell you what we

1 to need address, but that had everything to do with,
2 again, going back to the mission.

3 Integrating all of the pieces you have --
4 Centennial Farms, Equestrian Center -- everything that you
5 have on here is in -- and how do you maximize it? How do
6 you integrate it so you can use it throughout the year as
7 you begin to go. Addressing parking and addressing the --
8 the visitor's experience. A lot of times there was
9 comments about the visitor experience and how you could
10 improve that visitor experience, both to get people to
11 return and to stay longer.

12 The next meeting we had was in April, and that
13 included Centennial Farms, the Marketplace, Spectra, a
14 number of vendors, the Equestrian Center, and the Orange
15 County Wine Society.

16 I think the message that came out of that was,
17 again, this whole idea of how proud you are of the
18 heritage that you have at this -- at this fairgrounds and
19 recognizing the commitment to education and community and
20 that the future success of the Fairgrounds would be
21 dependent on improving your infrastructure, improving
22 guest comfort, and maintaining affordability. So those
23 are things that came out of those meetings with the
24 partners.

25 The next meeting we had then was with the

1 facility users. And that, again, included the
2 Marketplace, the Preservation Society Members, local
3 residents, and the Equestrian Center. And things that
4 rose up in those -- and we heard these in the others as
5 well -- but things that rose to the top in those
6 conversation discussions about traffic issues and parking.
7 Which was in, I think, every conversation that we had.

8 The idea of how you begin to integrate the
9 Equestrian Center and animals -- both, I think, are daily
10 operations as well -- into the fair times, and how you
11 improve the experience for those people using the
12 Marketplace. So all of those came out as meetings with
13 the -- with the facility users.

14 And then we had a meeting with the Inner
15 Community Partners. And those were defined as Newport
16 Mesa Unified School District and they were to the north
17 here, vanguard University in the city -- to the south
18 here, Orange Coast College, the Orange County Preservation
19 Society. And we even had a local builder/developer at
20 that -- at that meeting.

21 And I think what came out of that was, again,
22 that same message that everybody that -- that is a part of
23 this community appreciates the -- the -- what Orange
24 County Fair and Event Center brings in terms of serving in
25 the community asset, being a place that supports the

1 social community, and that supports education, and
2 agricultural education.

3 And I think that that's the -- what came out of
4 that was just a whole idea about continuing that
5 commitment to the history of this community, the history
6 of those that your surrounding uses, and the commitment to
7 education.

8 There was even a lot of discussion about the town
9 center and how their grounds access the town center with
10 the community, all across the street, your education
11 resources around, and this is really the focus for an
12 opportunity to bring those pieces together from a
13 community standpoint.

14 So what we heard, in general, and I think if you
15 take all these meetings -- what we heard -- is pride and
16 heritage and what you are and what you can be. And that
17 was an appreciation of this site as an education and
18 community resource, that the Equestrian Center supports
19 the local community, and there's this whole idea about
20 expanding or improving the -- the guest experience.

21 Concerns that we heard were about, again,
22 parking, vehicular access, guest comfort, animal safety,
23 outdoor spaces, integration of the Equestrian Center,
24 restroom sizing, and configurations, and meeting and
25 classroom space. So those are concerns that rose up

1 through all these meetings and pretty consistently as we
2 went into this process.

3 MR. JOHNSON: And some groups have those in different
4 orders, but they all had the same things.

5 MR. FRAPWELL: And so what we heard about the vision
6 was this whole idea about continuing to serve the
7 community and education, entertainment, and community
8 services. And that some things that were talked about
9 with respect to design the facility were creating a more
10 iconic presence for the facility that began at the
11 perimeter of the site and said, "This is Orange County
12 Fair and Event Center."

13 The idea of making this the -- the fair of choice
14 and that all had to go -- that all had to do with going
15 back to your offerings and that sense of safety and that
16 sense of comfort when people come here to enjoy the -- the
17 fairgrounds and events. So all of these things were
18 really about supporting those -- those kind of larger
19 missions, and I think as we begin to move in with the
20 plan -- just see how some of those begin to get reflected.

21 MR. JOHNSON: All right. So it's my job as my role as
22 the -- and our firm's role as the consultant -- is to
23 interpret those and then inform the urban planning,
24 landscape architecture, and general architecture, what
25 this may look like; physicality, and how these concerns

1 and opportunities are addressed.

2 And so we've had several workshops as a team
3 coming up with ideas and solutions that we think make
4 sense in the fairgrounds industry, make sense in Orange
5 County, and really optimize the points that you saw --
6 that Larry just outlined.

7 I think it's helpful for us and what we've done
8 first is take the first approximation of increases and
9 utilization that may be possible and just try to take our
10 first approximation of what the financial impacts would
11 be. I think it's helpful to have that, and, you know,
12 just to make sure, you as a Board are comfortable with the
13 direction and make sure it's on mission rather than
14 commercialized.

15 So we have two scenarios that that we're going to
16 present today -- three scenarios. One called
17 aspirational -- excuse me, minimal, which is something
18 that could be done, you know, in a -- can be phased in --
19 but really just improves some of the areas and Elizabeth
20 will really talk about these.

21 So we projected demand on two of the three
22 scenarios. You know, we see this level of business.
23 What's important to understand, consumer shows and
24 educational programs, community and social events, so we
25 do see additional utilization.

1 I think when we first presented these numbers
2 internally, there was concern that the consumer show
3 market may be hard to attract. Also, it may be
4 off-mission. So we wanted to make sure that the
5 educational capabilities and conferences are able to be
6 held here. That's number one. But there is demand in the
7 Equestrian Events, et cetera.

8 As we move into the next phase of the development
9 or the alternative supplemental development where an expo
10 center is provided, then we really could step up some
11 demand and we really see a whole host of educational
12 conferences and educational meetings -- some additional
13 equestrian events which we felt is going to be very
14 interesting if they do -- if you are able to get a
15 symposia on, you know, equestrian or equine health
16 matters, something along those line.

17 So we think that there's great association in all
18 categories, and once you have capacity and improved
19 facilities, you'll be able to accomplish this level of
20 demand. What does it mean in terms of revenue? You're
21 currently doing about \$44 million in revenue, including
22 the fair.

23 We think the minimal approach could get you to at
24 minimum of \$2 million increase, and that steps up
25 substantially once you have the physical capabilities.

1 Right now, you're dropping about \$7.6 million through the
2 bottom line, and this allows you to understand what you'll
3 be able to drop through the bottom line with the improved
4 facilities.

5 So this is just a start -- just to give you a
6 snapshot of what we're trying to get at from an economic
7 standpoint, and, you know, this informs us, perhaps, of
8 what perhaps we'll be able to afford as we go through the
9 physical exploration of the options, which sets us up to
10 Elizabeth.

11 MS. SHREEVE: Thank you so much. It's really a
12 pleasure to be here. We so enjoyed working on this
13 project and it's wonderful -- the Event's Center -- it's
14 really been kind of a delight to -- to take a place that
15 is already working great and think about ways to make it
16 better into the future.

17 So our job at SWA, as a member of team, is to
18 work with community input and work with the economic and
19 market projections and say, "Well, okay. How does that
20 work physically on the site?" And so we get the fun of
21 kind of drawing and working with HPI Architecture on
22 coming up with these physical designs.

23 MR. JOHNSON: Elizabeth, if I could say one more
24 point.

25 MS. SHREEVE: Yes.

1 MR. JOHNSON: Larry had a big role in assessing the
2 current facilities.

3 MS. SHREEVE: Yeah. We're going to get to that.

4 MR. JOHNSON: Okay. Good.

5 MS. SHREEVE: Yeah. Don't worry. No worries.

6 MR. JOHNSON: All right. I just wanted to make sure.

7 MS. SHREEVE: Yeah. Yeah.

8 So first of all, we know you're in a great, kind
9 of, regional situation. You have a wonderful Marketplace
10 here situated so close to the airport. It's a really
11 important area. We wanted to get our arms around how big
12 is this place and so we took the -- my office is in San
13 Francisco -- we took the San Francisco urban grid and put
14 it over the site.

15 This is a big piece of land. You have a lot of
16 opportunity here. You have a lot of -- of area in which
17 to explore opportunities so just to show you this -- this
18 is the San Francisco grid and this -- this dashed line
19 here, that's the Warriors stadium in San Francisco.
20 That's a project that my office is working on right now.

21 So just to get you in scale, you got enough land
22 to work with. And here, again, here's Disneyland and
23 here's your fairgrounds. So that's to kind of get us in
24 scale and help us understand the extent of things.

25 So here you are with your existing facilities,

1 kind of created in the -- in the north central portion of
2 the site. You want me to just touch on this or you want
3 to touch -- so HPI -- go ahead.

4 MR. FRAPWELL: So, basically, what we did is -- is we
5 took a look at all your existing facilities. We met with
6 your facilities and operations staff. We went through
7 those facilities -- facility by facility -- talked about
8 how do you operate that facility? Where are the -- what
9 are the deficiencies in that? And what's the age and
10 condition of those facilities?

11 And begin then to document that and you can see
12 here the age of when these facilities were developed so
13 then on a one-to-five scale, if you will, and I forget
14 which way it went, but I think --

15 MS. SHREEVE: The orange is the older --

16 MR. FRAPWELL: Okay. And the -- the FCI -- the
17 facilities' condition index was really through
18 conversations with the people that maintained those
19 buildings on a daily basis.

20 So if that facility was something that is tough
21 to maintain, it was tough to operate, then that -- that
22 was ranked in a certain position. If it just needed
23 cosmetic upgrade, then that's a totally different approach
24 to that facility. So we really ranked it from cosmetic to
25 building -- to really more for maintenance to building

1 systems -- mechanically electrically structured with other
2 plans that you have with that building, and should this
3 building be replaced.

4 And those are the conversations that we had, and
5 again, that just because background information.

6 MS. SHREEVE: Thank you. And that's really important
7 because our difference scheme -- our different concepts
8 propose different levels of change into existing
9 buildings.

10 So, of course, we also look at the site and we
11 know that the site drains to the northeast and we have to
12 handle storm water, but I see the Bio-Swale is under
13 construction now along Arlington. And as landscape
14 architects, we're sensitive to how much landscape there
15 is. There's no a lot of landscape on this site. In fact,
16 you got about 145 acres or so, and only about 15 percent
17 of that is in created space.

18 So we heard a lot from the public about, you
19 know: "It's hot. We'd like more green and we'd like more
20 park space." And we took that to heart as we developed
21 our schemes.

22 Parking is just so very, very important. Most of
23 the site is used for parking. There are a few events
24 during the year where it's -- where you use all of your
25 parking. And then there's a lot of days of the year when

1 you don't use all of your parking. So we spent quite a
2 bit of time understanding parking.

3 Ben -- who's hiding behind here -- did an
4 analysis looking at aerial photographs, overlaying them,
5 and this pink kind of gives you an idea -- if you squint
6 at it -- of which parking lots are used the most. So the
7 darker pink lots are more heavily utilized through the
8 year and actually at peak events than the lighter ones.

9 We totaled up parking. We had help from the
10 staff. We have a total count, of course, it's 9,253
11 spaces of which 343 are accessible spaces. During the
12 fair is a lower number because you got event set-up.

13 So we knew that we wanted to look at parking and
14 look at overall and look at overall site utilization. We
15 need to keep that parking resource because it's important
16 for supplying parking for your events. And we also need
17 to pull in transit and bike circulation, so we looked at
18 those issues as well.

19 We're able to do a brief transportation and
20 circulation study. This is a master plan. There are a
21 lot of things that will come out of this plan that need to
22 be studied further. So we haven't gotten into, you know,
23 precise stacking, distances, and things like that, but
24 that's something that can be studied as part of next
25 steps.

1 So we took all that information and we worked
2 with Charlie and with Larry to say, "Okay. So what's our
3 program? What are we going to propose here?" We know
4 there's a lot of existing buildings that are going to
5 stay, of course, Centennial Farm, Heroes Hall, and so
6 forth. We're going to honor and respect those and there
7 may be upgrades, but they're not going to go away.

8 Some of the nature of the activities may change.
9 The Equestrian Center, how could it become more involved
10 in the mission of the -- of the -- of the fair. You know,
11 we talked about the idea of aquatic therapy as an
12 activity, but that's a program layered over an existing
13 facility.

14 There's some site elements that aren't going to
15 go away. You're still going to have parking. You're
16 still going to have signage and way-finding and even
17 better way-finding. And then what are some -- what are
18 some ways we can take that vast-reserved of parking that's
19 not utilized all the time and make it into multi-purpose
20 space, maybe even outdoor venue rental space.

21 Can we introduce solar arrays that would provide
22 shade and a little bit of solar energy, renewable energy,
23 give a little image of the fairgrounds moving into the
24 future and so forth.

25 And you take some of those areas and have some

1 pop-up events. And some of this is happening in Southern
2 California now. It's fun. There's not a lot of
3 investment. But you can get -- create places for food
4 trucks and temporary activities that don't require a lot
5 of investment in them -- permanent buildings.

6 So that brings us to what's new? What are we
7 proposing that's new? And as Charlie said, the idea of an
8 ag-expo hall that could -- flexible, large venue for major
9 events. This could be phased. You could start with
10 50,000 square feet, and you can phase it all the way up to
11 a hundred and fifty thousand over time.

12 An educational meeting center, it could be tied
13 in to the farm, the Centennial Farm activity and could
14 provide space for some of those -- those educational
15 activities that are really true to the mission of the
16 Fairgrounds. The admin building is cramped now, so we're
17 proposing in all the plans an expansion of this building
18 where we are right now.

19 A parking structure -- parking structures are
20 extremely, extremely expensive, so we would say that that
21 would be (unintelligible) in some cases, but we have two
22 of our three plans don't have a parking structure.

23 And then some other great ideas like, you know,
24 can we do an outdoor cafe? Can we do a beer garden? Can
25 we do some health and wellness programing and so forth.

1 The idea of an ag-expo hall. Here's some
2 examples -- beer gardens, brew house, this one up here is
3 on the Katy Trail in Dallas, a project that my office did.
4 It's really popular. It's really fun and great place to
5 visit.

6 And then really important for this fairgrounds:
7 What about the edges? What about the sense of gateway?
8 What about the sense of entry? How do we tie that to
9 transportation and access? How do we strengthened the
10 image of this place as an events center where people want
11 to come and hold their events.

12 And really taking that vast amount of open space,
13 right now you got 15 percent landscape. How can we make
14 the space more multifunctional, but also not make a huge
15 maintenance burden on the fair as well.

16 This is the first sketch. We're looking at how
17 to orient the parking. In this scheme, we didn't change
18 the parking. We kept it in the orientation that it is,
19 but we did start to think about how can we create kind of
20 a center. We'll call it an events campus.

21 And then here, we did another study where we
22 turned the parking east-west and what we discovered is
23 that it picked up a lot of deficiencies in the parking, so
24 you don't have to build a parking structure in order to
25 add parking, and this is important. And the reason for

1 that is that we don't have all these north-south roads
2 breaking it up. We have longer stretches of parking.
3 It's just more efficient.

4 So, Ben -- who's here -- did very laborious
5 parking counts and you'll see that we considered them
6 pretty carefully. So we have three schemes, and you can
7 regard these as phases of a single scheme or -- or maybe
8 you just shoot for one.

9 But there, concept one is minimal, and the yellow
10 here is existing program that's rehabilitated or upgraded.
11 Blue is really more intensive redevelopment of existing
12 program, and the red is new program that's added. So you
13 can see they go from a minimal to a bold -- more bold
14 scheme.

15 So a little bit on the minimal. There's our first
16 sketch. This is how we do it -- kind of funky draw, you
17 know -- and then explore ideas. So the thing about this
18 plan is that it's -- it's got that 50,000 square-foot new
19 ag-expo hall.

20 We have not relocated the existing entry. We got
21 some -- some improvement -- we did realign the parking to
22 pick up more efficiency. This, kind of, ground parking,
23 we're proposing could be permeable paving, so that you can
24 solve some of your storm water problems. You got to
25 handle storm water, in addition to (unintelligible) you

1 got onsite storm water localized.

2 We reorganized some of the back house facilities
3 back here, but there's not a lot of changes to the
4 existing buildings. There's no major building removal or
5 renovation in this minimal scheme.

6 Aspirational scheme, the big move here is that
7 the main entrance is relocated. So you start to set up a
8 really kind of wonderful entrance. You can imagine how
9 that would be. If you just move that entrance, you align
10 it with the hangar, and you start to set up, kind of, a
11 central mall.

12 You have an educational meeting center here. You
13 got a -- 50,000 but you can -- you can extend that to a
14 hundred thousand, like that. And this is what it looks
15 like. So this is the center of that -- I'm sorry -- this
16 is still the events -- it's getting out of order. I'm
17 sorry. This is the the Central Events Campus for concept
18 one, so this is what you see that it starts to look like.

19 And here's concept two. You're realigning the
20 mall, so this is redevelopment of that program. And
21 here's the drawing for concept two. There's that central
22 mall that comes up and really organizes all these
23 buildings, so these buildings front on that. It's a
24 lovely promenade to walk up and down, but it's big enough
25 so that you can set up tents and events -- exhibits and so

1 forth within that space.

2 We got the Educational Center here, improvement
3 to the farm facilities. So the green is starting to
4 really creep out and engage these buildings, and you've
5 got a really nice strong events -- central events campus
6 in the -- in the heart here.

7 And you've got permeable paving, multi use of the
8 existing parking areas. And that's what the center of
9 that concept two, aspirational scheme looks like with the
10 campus core, the mall. It gives a strong sense of place
11 to the center. Here's the 50,000. You could expand that
12 to a larger ag-expo hall here.

13 And the bold scheme. This is their, like, "Okay.
14 Sky is the limit. What are we going to do?" Let's --
15 let's say we solved our parking demand by a combination
16 of -- our surface parking demand -- by a combination of a
17 structured parking -- think money, big money -- and a more
18 vigorous -- shuttle systems, transit systems, bike
19 access -- other strategies in the future -- Uber, Lyft,
20 you know, so people are not driving as many cars. They're
21 coming different ways.

22 Here's that scheme, and what that allows you to
23 do is expand and develop the farm. So then the farm
24 really starts to become a big piece of this fairgrounds
25 and engages the street, so as you drive by that street,

1 you know -- you're going to City Hall, you're going to the
2 campus -- you'll see a farm. That's the identify of this
3 fairgrounds. Really kind of cool.

4 So that's -- that's what this plan starts to look
5 at. We call it the "Big Farm," just, you know, for a
6 significant name. And we have, sort of, (unintelligible).
7 There could be stations, shade and drinks for races,
8 things like that, interpretive signage -- that education
9 center here.

10 And so this lead the idea of wind turbines along
11 the street to, kind of, you know, give a little vertical
12 identity because you have a very large horizontal plane
13 and improvements to the -- to the Equine Center here,
14 which is true of all the -- the three schemes.

15 And that's what this center looks like. And with
16 this, you could have farm-to-table activities, maybe a
17 restaurant that you can actually go and you could use the
18 produce that's produced there, demonstrations, culinary
19 training, and so forth.

20 Just some images to -- to convey the idea of what
21 that mall could be -- whether it's hardscape or it's
22 green -- what it does, this is the Presidio in
23 San Francisco, you know -- you have off the grid days
24 where you have farmer's markets and food and music. This
25 is Santana Row. You just have multipurpose spaces you can

1 set up activities.

2 So, now we're going to cut off to sort of compare
3 plans --

4 CHAIR BERARDINO: Excuse me. Excuse me. What I
5 wanted to ask -- is just interrupt you -- and so, Board
6 questions so far? Anybody have any questions?

7 VICE CHAIR BAGNERIS: I have a question about that
8 parking. You said that by changing its direction, you
9 gain parking. How much parking?

10 MS. SHREEVE: We're going to look at that in a minute.

11 VICE CHAIR BAGNERIS: Okay.

12 MR. JOHNSON: That's exactly where she's going with
13 this.

14 CHAIR BERARDINO: Any other questions?

15 MS. SHREEVE: Anything else?

16 DIRECTOR LA BELLE: I have a bunch, but I'll wait
17 until the end.

18 CHAIR BERARDINO: Vert good. Okay. Thank you.

19 MS. SHREEVE: Thank you for your patience. So this
20 plan shows program, so purple is the parking and temporary
21 programming. The green is that central campus, and the
22 yellow is the, sort of, back of house utility areas. So
23 if you just, sort of -- we're going to line them up so you
24 can see the difference between these three concepts.

25 This is concept one, which is minimal. There's

1 the aspirational, you see that the green starts to grow,
2 and here's the bold scheme. You see how that, kind of,
3 program comes all the way to the street and it starts to
4 be pretty exciting.

5 This is what happens to the structures and we
6 worked, you know, Larry's building analysis was really
7 critical for this. So the blue is structures that would
8 remain, yellow is structures that would need to be
9 rehabbed. Those Equestrian Center buildings are, kind of,
10 at the end of their life cycle -- in terms of the
11 facilities index, need some attention.

12 Structures to remove are in red, and new
13 structures are in purple. And these things with the "S,"
14 these are solar canopies that we proposed along there. So
15 here's concept one. Here's concept two. And there's
16 concept three. And really, this ag-expo could fill that
17 entire block and could be a very major facility.

18 So we look at how the fair lays out. So in each
19 case, because of the ag-expo hall, the midway is located
20 up here, and the RV storage is located up here and that's
21 true of all three plans. And then we also looked at some
22 of the big space users. Like Cirque du Soleil requires
23 the biggest footprint. (Unintelligible). We make sure we
24 leave space for that. And there's OC Markets.

25 So here's the minimal, there's no change to the

1 location of the Marketplace, but with the aspirational
2 scheme, it moves to the west, and there's various reasons
3 for this. Some of them having to do with the parking and
4 access. If you have -- OC Marketplace offers free
5 parking, people come in. If they're going to a different
6 event, they have to turn around, they have to go back.
7 They have to circulate around the streets, and this is
8 something that was identified by our previous
9 transportation and parking study that the fair had.

10 So we're proposing that the Marketplace be moved
11 to the west, and that gives you the opportunity to really
12 fight into the farm, which is, you know, you start to
13 think, "Oh, that's very interesting and a nice
14 complementary uses." And there you have the gold scheme.

15 Vehicular circulation. The blue is bus routes.
16 The black is vehicular and, again, this need to be studied
17 in more detail. We're not saying that we're solving all
18 the loading and so forth problems, but this is a start.
19 And we'll be setting up a transportation hub here with --
20 in the center. The fire lanes are in red to service all
21 those buildings with fire protection.

22 And here's the bold scheme. Here's parking. So
23 with the realignment -- and these parking numbers need to
24 be verified. This is without really making sure that
25 we're getting all the (unintelligible) filtration that we

1 need and some other issues, but right now, you got
2 about --

3 MR. JOHNSON: It's a good first approximation.

4 MS. SHREEVE: Yeah. It's a good -- I mean, it's not
5 in digitally so it is counted. You got about -- you're
6 gaining about 600 -- 680 spots by realigning the parking.
7 And that's even with the addition of some -- additions.
8 Did you have a question?

9 VICE CHAIR BAGNERIS: Yeah. What about the electric
10 vehicles stalls? (Unintelligible) in this plan?

11 MS. SHREEVE: We could definitely prioritize. We
12 haven't gotten to that detail. Concept plan two. There's
13 more landscape here, more other uses. So we're gaining
14 only more like 500 -- 580, but we're still gaining spaces.

15 So we heard early on that we don't want to lose
16 spaces because that's really important for our big event,
17 so we try really hard not to lose spaces.

18 MR. JOHNSON: But Elizabeth, is it true that we also
19 made those parking areas very flex space?

20 MS. SHREEVE: Yes, yes. Their -- they've got more
21 planting. There is bio filtration incorporated, and
22 especially on the edge, there's more shade. There's wider
23 pedestrian circulation, and we'll see that in a minute.

24 In the bold scheme, we didn't calculate the
25 number because there's too many variables. We don't know

1 how big that parking structure would be. We don't know if
2 the parking structure is economically viable. You know,
3 it's about \$40,000 a space.

4 MR. FRAPWELL: I would assume 30 -- 40,000.

5 MS. SHREEVE: Yeah. So he's tried to do the math and
6 he got a little freaked out about the expense. And we
7 don't know yet what those transit ride share, bike
8 strategies would be, so we didn't do a count on the
9 parking.

10 But here's some examples of solar canopies over
11 parking. This is at Arizona State University. They have
12 some wonderful, big -- they call it their solar
13 parasols -- big shaded area -- but you park underneath.
14 You don't lose parking that way.

15 Bike circulation. The city is really working
16 towards improving their bike facilities. So let's provide
17 parking in facilities. And if you did do a parking
18 structure, what would it look like?

19 The nice thing about putting it out on the east
20 side is that it's a big building, so you can use it for
21 imagery. You can do something along the sides of it make
22 it look great. Make it say, you know, "This is the
23 Fairgrounds. This is an event center."

24 Okay. Not -- last but not least, pedestrians;
25 right? We want the pedestrian to be happy here, so we

1 looked really carefully at how that circulation works.
2 The green is that events campus and the blue here is the
3 transit.

4 So here you have concept one, the minimal scheme,
5 and how might you work in better pedestrian circulation as
6 you realign that parking, really important, so if you
7 would get out of the car -- like they do at Disneyland,
8 you get out of your car -- the minute you're out of your
9 car, you know where you are. There's signage, there's
10 trees, there's shade. That's what we want here at the
11 fairgrounds.

12 Here, we have the aspirational scheme, concept
13 two for the bigger events campus, start to grow. So you
14 get out of your car, you start to circulate. And here, we
15 have the bold scheme with the circulation mapped out.

16 Make -- make the -- make the orientation and
17 sense of direction very clear, and make it -- make it
18 beautiful. This -- you can imagine this as your drop-off
19 where that transit hub is located. So this is some
20 sections that -- here, you have a ten-foot walkway and a
21 planter so you're giving priority to the pedestrian.

22 Now, I want to make it clear that we accommodated
23 this with the parking. So the parking numbers were with
24 these walk ways. Does that make sense? And then if we do
25 need to integrate bio filtration, which we will, we'll

1 need to get more study on that. We still can accommodate
2 it and just have a seventh (unintelligible) in some
3 locations.

4 And then around the campus perimeter -- the
5 central campus perimeter -- it might be something like
6 this where you provide for your walkway and you also have
7 a really great 25-foot wide promenade with a bosque of
8 trees. So you start to use the edges and really create
9 human comfort.

10 This is a project that our Laguna Beach office
11 did. Here's Disneyland Streetscape before, and here --
12 the same shot -- after. Not complicated; right? It's
13 just, like, one -- a good couple of -- a few different
14 kinds of trees in a continuous walk, but look at the
15 difference that that makes. So that's a sort of
16 transformational change that you could do with a
17 comprehensive landscape.

18 So, I'm really proud of these. And Ben, do you
19 want to come outline and present these? So now, the
20 Wizard of Oz is here. Ben worked so hard on these, so I
21 want him to present, if you don't mind.

22 MR. WALDO: Sure.

23 MS. SHREEVE: This is Ben Waldo.

24 MR. WALDO: Hi, everybody. All right. So this is a
25 view looking from the fair drive site of the site, kind of

1 where the Orange County Marketplace is now looking towards
2 The Hangar, and so we want to explore what that would look
3 like with our realigned entryway and it's really a
4 significant difference -- really get much more of a sense
5 of opportunities for gateways. Planking the Central Mall
6 with solar canopies creates a VIP parking experience, and
7 I believe, frames the view.

8 VICE CHAIR BAGNERIS: So is this -- is that view
9 minimal aspirational and --

10 MS. SHREEVE: This is aspirational; right?

11 MR. WALDO: Aspirational. And bold would look
12 similar, except on the left-hand side of seeing cars
13 beyond the solar canopy, you would see large agricultural
14 space. And this is the experience driving into the main
15 entry. And then once you're out of your car, you have a
16 much more pleasant even-scaled experience, shaded.
17 There's a sense of place again, weight finding, and then
18 we've come use the solar canopy as an opportunity to hang
19 banners.

20 You can kind of zone out your parking more and
21 also kind of create themed -- themed messaging as people
22 start to enter the fair. And then once you actually get
23 up towards where we're proposing that the ag-expo hall,
24 the educational meeting center would be, you know, gateway
25 opportunity --

1 MS. SHREEVE: It's right in the center here.

2 MR. WALDO: You're looking straight at The Hangar, so
3 this whole promenade really creates kind of a grand sense
4 of place and locates you and gives an identity to the
5 Fairgrounds.

6 MS. SHREEVE: Okay. Great. Thank you so much.

7 MR. WALDO: Sure.

8 MR. JOHNSON: So in our judgment and estimation, this
9 project -- the way it has been outlined and any scenario
10 that we've identified -- starts moving this project to a
11 world-class venue that is consistent with other festival
12 grounds and park grounds that allows you to do everything
13 that you would want to do from a mission standpoint.

14 This is -- this is a wonderful -- this becomes
15 like a Millennium Park in Chicago, but allows you to be --
16 able to do those festivals and events here. So it becomes
17 such a more aminity to the community, at the same time,
18 adding that ag-educational center. That's 40,000 square
19 feet of meeting space -- of education space that could be
20 used for that.

21 But (unintelligible), this would be highly
22 interactive to them and at the fair, the environment that
23 the stage that will be set for, that fair will be
24 completely different. It will be more comfortable, and it
25 will be just accomplished a lot that the users indicated

1 that they would like to be able to accomplish.

2 So with that Ken and Nick, we -- that's our
3 formal presentation and will be pleased to take comments.

4 CHAIR BERARDINO: Okay. Thank you very much.

5 Excellent presentation and very well organized
6 and condensed in a way that we can understand it. So --

7 MR. JOHNSON: That's good.

8 CHAIR BERARDINO: Yeah. Okay. So I think to proceed,
9 we will just follow parliamentary order so we keep it
10 organized, so if you have a comment or question, we'll
11 follow parliamentary order and get called upon and do it.
12 So who's going to go first? Okay, Doug, you had a lot of
13 questions, you start. Former City Manager, you know, they
14 love this stuff.

15 DIRECTOR LA BELLE: First of all, Robert and I were on
16 the Community (unintelligible) appointed, so we have had
17 the opportunity to work with the consultant site. I'd
18 like to compliment them and Ken and Kathy for a job very
19 well done. I know it's a lot of hard work, and they've
20 gone through a very extensive process.

21 I have a series of questions in no particular
22 order, but kind of random. I tend to look at the bullet
23 point. That's something that we ought to focus on. We
24 obviously can always back up from that as we proceed
25 through the the process.

1 In terms of the bowl plan, what, again, is the
2 total square footage of facilities that would be removed?
3 And what's the square footage that would be added,
4 roughly?

5 MS. SHREEVE: We did not --

6 MR. KARNS: We did not -- based on that slide, we
7 didn't calculate that.

8 MS. SHREEVE: We can tell you that if we're adding --
9 the upside of expo hall would be 150,000 square feet. The
10 Educational Meeting Center 40,000 square feet, and the
11 Admin expansion is 15,000 square feet.

12 DIRECTOR AITKEN: And that's called Step C?

13 MS. SHREEVE: Yeah. So this plan has a hundred and
14 fifty thousand -- this is the top, it could be less -- but
15 that's the max. This is 40,000 and this is in both
16 concept two and three, and all three concepts show an
17 additional 15,000 of Admin space in this location.

18 DIRECTOR LA BELLE: In that regard, before we end up
19 with either the bold or the aspirational or the minimal
20 for that matter, I would like to see some macro numbers in
21 terms of the demolition of the existing facilities.

22 And I understand that these are all subject to
23 very close refinement, and then some rough numbers in
24 terms of the added square footage, are we looking at \$200
25 a square foot? 250? 300? And in that regard, Chuck

1 talked a little bit earlier about increase in revenues on
2 the plans.

3 What additional revenues could we reasonably
4 anticipate being generated by the added square footage
5 that would add to the bottom line of the -- of the
6 project?

7 MR. JOHNSON: So that's a simple way to look at it,
8 isn't it?

9 MR. KARNS: Right, right. And I think at some point
10 in time, this Board is going to make the final decision on
11 ABC, whatever, and I think we need to have, at least, what
12 those numbers are before we make our final decision on
13 that.

14 And in that regard, extending to the next
15 question -- from my past experiences, and I think
16 everybody would agree -- it's always going to be more cost
17 effective to build everything today versus 10 years, 15
18 years, 20 years.

19 Assuming for a moment what that revenue stream is
20 going to be -- whether it's 10 million, 12 million, or 15
21 million -- I'd like to know what bond capacity if we were
22 to choose to issue bonds to fund the improvements, how
23 much revenue can we generate, say with 15 million in net
24 revenues coming back into the project?

25 Next question. The CEQA element of the project,

1 we have not included that in this particular portion of
2 the planning process. I think it's most appropriate to do
3 that when we've identified what it is exactly we want to
4 do.

5 In my experience as a city manager, I love
6 everything to be ministerial or categorically exempt.
7 When I was a planning director, I thought everything
8 should have an EIR. Now obviously the solution is
9 somewhere in between, so I think we, as a Board, need to
10 know as we prioritize, what we're going to be doing,
11 what -- what are the CEQA elements we need to consider.

12 What are your thoughts now on how we should
13 proceed in getting the Environmental Quality Act completed
14 on the finished product?

15 MR. KARNIS: Yeah. So -- and we updated during the
16 Board meeting, Doug -- sorry -- that we've done two things
17 based on the Committees's ask of staff. We've asked this
18 team to look at it and make recommendations and we asked
19 our lawyer to look at it and make our recommendation.

20 So we're gathering that information and we'll be
21 reporting back and will become easier, as this becomes
22 clear, and get more specific as well.

23 MR. LA BELLE: Right and regardless of what we
24 ultimately end up doing in terms of the final product, the
25 sooner we build it, the better it's going to be from an

1 environmental standpoint because we're going to get that
2 (unintelligible).

3 The longer it goes, then we'll have to go back
4 and revisit this on a project-by-project basis, so I guess
5 in summary, my general comments are great job. I'm
6 inclined to move forward with the boldest of plan, and to
7 then obviously help the Board with the decision-making
8 process by giving us some -- some macro dollars, both in
9 terms of new structures, removal, and the revenues that
10 could be generated off the project.

11 The -- I had one additional question that slips
12 me at the moment. If I can have the opportunity to come
13 back at some point in time. CHAIR BERARDINO: No. But
14 anyway, and thank you. I think -- I want to apologize for
15 being missed and thanking you, Doug, and I know Robert
16 couldn't be here for being on the Committee on this.

17 We, as a Board, couldn't, you know, really
18 undertake this project. I think with the kind of
19 confidence we have -- without you, Doug, leading it --
20 your vast experience in this has been in planning. You've
21 been a city manager -- done a lot of stuff. And having
22 you at the helm is just such a wonderful thing for us. So
23 I wanted to say thank you so much, Doug, for taking --
24 taking the lead.

25 Also, we have another former city major -- full

1 of former city managers. I mean, I don't know whether to
2 call a strike or thank you guys. So many city managers
3 here.

4 But Bill, if you would, you know, pay attention
5 closely too, because Bill is doing our organizational
6 studies. So what you can see from the public is we are --
7 we're redoing the place in a way that is in a vision that
8 we heard from the public, which has been make it more a
9 public gathering place with education and those kinds of
10 things.

11 So we can see it's really following that
12 direction mission from the public that we all received
13 (unintelligible).

14 DIRECTOR LA BELLE: I thought of my other question.

15 CHAIR BERARDINO: You're a city manager, so you can
16 wait.

17 (Public laughs)

18 CHAIR BERARDINO: Go ahead.

19 DIRECTOR LA BELLE: No. That's fine. I'll be --

20 CHAIR BERARDINO: No. He'll forget it, so go ahead.

21 DIRECTOR LA BELLE: We've had conversations as a Board
22 on previous occasions, the educational component is key to
23 what we're doing. Centennial Farms is not a revenue
24 generator. It's an expenditure program, but it's very
25 important because that's why we're here. The 80,000 kids

1 that go through Centennial Farms every year, including my
2 grand kids.

3 Heroes Hall is the same thing. Chair Berardino
4 has worked very hard through the foundation to generate
5 revenues that help support the ongoing programs. The
6 bottom line, though, it is an expenditure on the
7 expenditure side of the equation.

8 I understand that we don't, you know, want to
9 commercialize the property to any great extent, but to the
10 extent that we can use here that are going to generate
11 revenues to help support not only Heroes Hall and
12 Centennial Farms, but other educational opportunities that
13 we're going to present here I think is very important, so
14 so I'd like to make sure that we look at that.

15 If we ultimately go to a parking structure, there
16 are some things that we can do to blend that into the
17 project and even create some revenue-generating
18 opportunities out of the parking structure.

19 I've been a part of building several of those
20 over the years, and they are expensive on a per space
21 basis, but when you consider that if you can add 500 or
22 600 new spaces, that brings in the potential for
23 additional revenue-generating opportunities.

24 CHAIR BERARDINO: I think Stan was next and then
25 (unintelligible).

1 DIRECTOR TKACZYK: Thank you. Can you bring up the
2 slide with the parking numbers on it. Just saying, in
3 general terms, Doug, you mentioned the most aggressive
4 plan, aspirational. I think that's good, but my -- my
5 concern is --

6 CHAIR BERARDINO: We're talking about Bold?

7 DIRECTOR TKACZYK: The Bold, yeah. I don't want to
8 end up like I see parts of Costa Mesa ending up where you
9 have all these structures -- high-density structures --
10 and no parking.

11 And as far as the structures inside, I think, you
12 know, we can really build whatever we want. I think
13 that's kind of an easy thing -- for me and my thinking --
14 the difficult is how much parking do we have to
15 accommodate what we want to build. That's the key for me.

16 And -- and to me, before we would even move
17 forward with any of these structures, I would hope that we
18 would have -- no pun intended -- on concrete, our parking
19 plan -- how many spaces -- because a lot of the spaces I
20 see that you have up there for parking and the hall are
21 actually taking away from our fair, and they're -- in my
22 eyes -- at least if I'm reading it correctly -- there are
23 vendors in there which would relate to money.

24 And so I'm seeing an overlay there that I'm not
25 comfortable with. And I'm seeing parking places that are

1 being represented that I don't think reflect the true
2 amount of parking available during our peak event, which
3 is the fair, and that concerns me a lot.

4 And that's what I've seen in your presentation.
5 I think it's difficult to follow what you put out as far
6 as parking available for the fair, at least from my eyes
7 looking quickly here. So I would -- when you go back to
8 what we have now --

9 CHAIR BERARDINO: That's Aspiration. Could you have
10 Bold. I think that's --

11 MS. SHREEVE: The Bold is the one that we did not
12 calculate the numbers because there's too many -- we
13 haven't delve into how much capacity that parking
14 structure would have and how we can offset parking demand
15 by additional shuttles, additional transit, further
16 accommodations.

17 DIRECTOR TKACZYK: If you go back to the -- I'm
18 looking there and I'm seeing that you got 900 -- let's
19 just say the stalls out there -- 982. During the fair, I
20 think most of those are gone because that's where we have
21 the midway. And then you got the other 536 stalls there.
22 Those are gone because that's where we have the fair.

23 MS. SHREEVE: So what we did is we looked at your
24 overall parking and then we looked at your parking during
25 the fair. And so what we tried to do is make sure that

1 during fair, with the new location of midways, we're
2 matching the same capacity.

3 DIRECTOR TKACZYK: Okay. I don't see that in the
4 charts.

5 MS. SHREEVE: Yeah. We can show those numbers. This
6 is the overall -- we didn't show the -- during the fair
7 parking numbers.

8 MR. JOHNSON: But there's an equivalency. We haven't
9 accomplished equivalency.

10 MS. SHREEVE: We can add those numbers as
11 information -- we heard that early from the Board -- that
12 we don't want to lose that capacity during the fair, so we
13 looked at the fair number, which was, I think -- what is
14 it, Ben? It was about.

15 MR. WALDO: 7,500 or something like that.

16 MS. SHREEVE: 7,500 is what we have available during
17 the fair in its peak event, and so we made sure that the
18 concept A and B, you have -- you still have that many
19 during the fair. Concept C, the bold plan would take more
20 study to make sure that you maintain capacity.

21 DIRECTOR TKACZYK: One of the things that I didn't
22 hear in any of the conversation and I have discussed is
23 offsite parking -- offsite facility for -- whether it be
24 RVs -- offsite anything. I haven't heard that and that's
25 where -- I -- I think we should start exploring. It's the

1 same thing as construction.

2 If we start building, it's certainly going to be
3 cheaper and (unintelligible) later it's going to be more
4 likely more expensive. So I don't know what the land
5 opportunities are out there right now. I have no idea,
6 but I think it's an area that we should really look very
7 closely at and see if we can secure any properties because
8 that would change, possibly, this whole dynamic.

9 I mean, that gives us the possibility of
10 developing more structure, taking parking away from here
11 because we have parking, and we can shuttle elsewhere.
12 And I think we're being shortsighted if we don't explore
13 that for this master plan and -- and look at that --
14 because that could open up a huge amount of opportunity.

15 MS. SHREEVE: Yeah. I agree. We did discuss it early
16 on and then given that we weren't -- we didn't have that
17 information -- we decided to see what can we -- what can
18 we fit onsite and try to -- try to make sure we can fit
19 the parking and the RV and everything onsite.

20 But if you were to be able to relocate some of
21 those uses also, you would.

22 DIRECTOR TKACZYK: I would say you're in the 10-year
23 plan. That's something that's a must in my mind, is
24 that -- if today go forward, that would be the number one
25 exploration to find out what is available here, because we

1 talk about transit opportunities. That's something that
2 we -- I mean, that opens the door for many other
3 possibilities with this property if we secure additional
4 land.

5 The opportunities are, you know, just unlimited
6 if we can get some large spaces somewhere. I don't know
7 where. So that -- that to me, as far as committing to
8 structures and other things that you presented to us -- I
9 would find it difficult until we get the parking and here
10 and elsewhere -- really in concrete, and what we can do.

11 Because if we don't have the space, I don't care
12 what we build here, it's not going to accommodate our
13 neighborhood, it's not going to accommodate us, and it's
14 going to cause problems.

15 And during the fair, you know, I did a little bit
16 of mind games on parking when we -- when we had, I think,
17 it was around -- don't quote me to these numbers, but in
18 general terms -- we had about 85 to 89,000 attendees on
19 our highest attendee days, and that was on the weekends.

20 So I took that number and I multiplied it out
21 everyday the fair was opened, and I don't think if we did
22 that everyday during the fair open that our neighbors
23 would appreciate what happens on the weekend during the
24 week.

25 So that to me would maximize what this facility

1 is capable of doing, and so when you take the maximum of
2 what you have, and then maybe we're running 50,000, you
3 know, attendees during the week and then 80 on the
4 weekends, we got to be able to take care of our peak
5 without causing problems in our neighborhoods and here.

6 Again, by building one structure and taking
7 something away from us, it's going to even make it more
8 difficult, and, again, we just -- we need to -- to me, the
9 most important part of this master plan going forward is
10 the parking.

11 CHAIR BERARDINO: Good. Thank you, Stan.
12 Newton Pham?

13 MR. PHAM: Yeah. Definitely. I really like the green
14 along the driveway. When you drive by, you see the farms,
15 you see all the greenery. I think that's truly the
16 mission of what you're trying to do. Just looking at it
17 from a cost standpoint -- that's just how my mind works --
18 it's hard to wrap my brain around everything without the
19 hard numbers on it.

20 But structure alone, I think conservatively,
21 what? 3,000 spots? 2,000 spots? That's 60 to \$90
22 million -- (unintelligible) four to eight million dollars
23 a year the parking structure alone. That's a tough
24 burden. That's just a --

25 VICE CHAIR BAGNERIS: I missed what you said at the

1 end. I want to hear that.

2 MR. PHAM: So from what I heard, it's 30,000 a spot,
3 so it's two to 3,000 spots and with the structure alone
4 it's going to be 60 million.

5 DIRECTOR TKACZYK: That's -- and living within our
6 means.

7 VICE CHAIR BAGNERIS: Right. That's a lot.

8 CHAIR BERARDINO: And -- so, did you have your hand
9 up, Ashleigh?

10 DIRECTOR AITKEN: I did.

11 CHAIR BERARDINO: Ashleigh, Gerardo, and after that --

12 DIRECTOR AITKEN: Yeah. I'm just going kind of back
13 since we're all concerned about the same thing is just
14 maybe a brief explanation of timeline because, obviously,
15 our revenue comes from the fair, and if a lot of this is
16 going, we're going to be losing parking. We might be
17 losing revenue-generating capabilities during the fair
18 while we're trying to have a long-sided plan.

19 So do we have -- let's say, for A, B or C --
20 an idea of what we can do or what's going to be taken
21 away -- revenue-wise -- during fair time while we're
22 trying to, kind of, advance the ball?

23 MR. KARNS: And this may help the conversation a
24 little bit about the next steps. I'm sure we're going to
25 away and take all this value information and we'll be

1 tweaking, you know, aspirational or bold into something
2 that makes some more sense, and then we're a little bit
3 closer, what happens then we'll look at phases of the
4 project.

5 So what makes sense to do first, and what makes
6 sense to do last. One thing I do know, whatever that
7 five, seven, or ten years looks like, parties do change
8 and what's projected in year eight might come in year
9 three, but we got to start somewhere.

10 So we would go away and be doing some homework on
11 this is what the 10 phases of our plan would look like.
12 These are the projects within those 10 phases or 10 years,
13 and then the costs and then the revenue.

14 So they'll be a study -- and this is where
15 Charlie's expertise comes in -- so we'll be coming back so
16 you can see that kind of a layout. We needed to have a
17 starting point that, conceptionally, "You're heading down
18 the path, guys. Our committee gave us," you know, some of
19 that after this, we'll be that much closer and we'll be
20 able to really start having some of those discussions.

21 And, Stan, to your point. We couldn't agree
22 more, staff has started making reach-outs to land and
23 current parking structure owners in Costa Mesa. We
24 started that. We know we have to get the horse in front
25 of the carriage.

1 DIRECTOR TKACZYK: Yeah. I mean, even not out of the
2 question but maybe purchase a parking structure somewhere
3 that we own. That we can, you know, take over.

4 MR. KARNS: Nick and I -- sorry -- had a conversation
5 about a long-term lease on a short-term rental of the
6 military base as an example. I mean, we got to think --
7 you never know where the conversation might lead and we
8 had that conversation.

9 DIRECTOR LA BELLE: We have the experience. I don't
10 know who owns it, but maybe they want to sell it.

11 MR. KARNS: Yeah. We've had discussions. The
12 hospital is closing over the next five years. We started
13 having some preliminary reach out there, so, yeah, beating
14 the bush is exactly what we have to do. You couldn't be
15 more --

16 CHAIR BERARDINO: Gerardo?

17 DIRECTOR MOUET: Yeah. I want to thank the Committee.
18 Obviously, you pointed this on the right direction because
19 all the different outreach meetings, there's a lot of
20 similarities that are coming out.

21 I am so pleased with regards to focus of this
22 meeting in a public place in planning it in such a way so
23 that it can become, in my opinion, like, more and more
24 stronger. The main of the place for the entire county,
25 for community -- honoring the mission.

1 And I think the ideas that you have expressed
2 that I like the most, I'll talk a little bit about parking
3 because I agree with you, Stan. Parking is a killer. One
4 of the things when you come with your family or your
5 friends to this big public place -- that all of the county
6 agrees is the public place -- one of the things that you
7 take away is memories. Those are very valuable.

8 And when you -- landscape is very, very
9 important, my opinion, with regards to memories. And you
10 saw from the -- the walking -- the -- the places -- making
11 places and all that is where you make memories, whether
12 you're here for a weekend event and you are able to walk
13 and linger.

14 Lingering, you know, having your lunch or your
15 sandwich or something and going into a shaded part, that's
16 where you create memories. Now that may not be
17 immediately equating to revenue, but it is a great value.
18 You get returning customers because they have memories
19 because it's beautiful. It's a beautiful place.

20 So that's one of the things that I want to
21 mention, and I think you're on the right track. With
22 landscaping, I realize you mentioned -- someone mentioned
23 that there's this burden of maintenance. But it is, I
24 believe, that done right and planned right, I believe, it
25 can really bring a big return.

1 Remember, there's so many different cities with
2 so many different legacies that each particular city has
3 their city tree or their city flower, and there could be
4 ways incorporating landscaping to memorialize or to
5 bring -- to honor those different communities.

6 So I think it's -- because this is, I think, a
7 county gathering place -- a public place. So that --
8 having said that, with regards to parking, I too like the
9 Bold. I think you've said it in the beginning that
10 there's still more to be studied in the parking situation
11 and particular parking structure.

12 I like the fact that just -- the young man who
13 did the studies and just reorienting the way he parked the
14 car already gains so many -- I mean, that's -- that's,
15 like, smart thinking of reorienting things.

16 Because as we were developing, it's just the --
17 it was the way to do it. It was the proper way of doing
18 it. Now you -- that's the beauty about doing a master
19 plan. You study -- you set, you know, looking at it from
20 a distance and into the future.

21 I -- I do believe that -- I like what you said --
22 the answer with regards to during fair you've reached
23 equivalency for not losing space in that first early
24 study. But I believe that there will be a need for more
25 deeper type of robust analysis on parking and the parking

1 structure and these other alternatives with regards to how
2 to get people here.

3 Because things are changing and -- but we can't
4 necessarily rely on wishful change. We have to be
5 pragmatic for it. But, again, I love the shade. I love
6 the landscape. I love the creating memories and the
7 environment and I just -- it's very exciting, so I think
8 we're in the right track.

9 CHAIR BERARDINO: Thank you, Director Mouet.

10 VICE CHAIR BAGNERIS: I agree. I'm leaning into Bold.
11 I always say, "Go bold or go home." So -- but, you know,
12 I'm thinking about how much money that would cost. What I
13 don't have a good concept is construction timeline
14 kind-of-thing.

15 If I were to go from this -- forget the money
16 part right now -- if I were to go from this to that, how
17 long would it take to make that a reality?

18 MS. SHREEVE: You know, one of the things that fell
19 off pretty quickly was that this could be a phase.
20 Concept B can be a phase of this. So you don't waste any
21 money by building this and then over time, you end up with
22 this. Does that make sense?

23 VICE CHAIR BAGNERIS: Okay. So I'll go to aspiration.
24 I went from this to that. Realistically, what timeframe
25 is that concept? Because I'm hoping it doesn't go eight

1 years.

2 MR. KARNNS: No. So if we entered this, we're talking
3 about a 10-year mark. But it may not. Now we do a cost
4 of money analysis -- and to Doug's point, cost of money
5 today versus 10 years from now -- what new point -- what
6 can we afford based on projections? The plan then
7 generates "X" amount of revenue.

8 So we have to take this and do that study and lay
9 it out. We could do it in three years if we could afford
10 to. Chances are no. We know what we generate. Now, we
11 take that as a conservative assumption that we make five
12 million a year. We can afford to debt/finance so much
13 money -- those kind of things, and lay it out. So we're
14 starting with the 10-year and see how does it tighten up.

15 You know, the beautiful thing about this,
16 happening the same time that you're undertaking a
17 strategic business plan, based on that, it may drive some
18 direction and priority of this. And if we're going to go
19 in this strategic business direction, "Well, you guys get
20 off your butt and go build that first."

21 So, you know, all those things -- all the answers
22 don't come today, but they will eventually clarify. They
23 definitely will. CHAIR BERARDINO: Thank you. Okay. I
24 have a couple of comments.

25 I think that first of all, again, I don't want to

1 be redundant, but I will be, again, Doug and your
2 committee, thank you. I really much appreciate it for
3 your hard work.

4 (Applause)

5 Really well deserved. So, I agree with
6 everything, but I like -- the parking is obviously an
7 issue. It's an issue that we struggle with. It's an
8 issue that's kind of -- because, you know, it's -- it's
9 trying to please so many people at the same time.

10 We got to please our neighbors, the community, we
11 want to please our guests. We want to also conform to the
12 mission. So that's something that does need more work.

13 I -- Equestrian Center, it looks, you know,
14 there's going to have to be some pretty strong investment
15 if -- if, in fact, and I have no reason to -- I'm afraid
16 of horses, so I don't go out there much -- we're going to
17 have to put in stalls and do that. My opinion I've
18 expressed to our community stand, to actually -- I don't
19 know if Theresa -- is still here.

20 MS. SEARS: I'm here.

21 CHAIR BERARDINO: Yeah. For me I can -- you know,
22 I've been very supportive of it -- remain supportive --
23 but it's going to have to be a C change to make that
24 investment in that Equestrian Center.

25 In terms of taking it from a place that's 98

1 percent commerce now, into something that is -- stronger
2 balance between commerce and fitting into our education
3 plan.

4 I would not support putting any money into it
5 until -- for me -- until I see that plan. Because every
6 time we talked about it, I think, what we get is we're
7 dancing from the Equestrian Center, you know, we talk
8 about ancillary activities that happen periodically. We
9 have this and have some of this and we had some of that.

10 Everything's going to have to conform to the --
11 our general plan, which means that community outreach,
12 education, working with risk youth -- youth at risk, is
13 going to have to be much more robust because that, I
14 think, is critical in this point.

15 Right now it is commercial. We do other things
16 there but has to be much more robust. But I think the
17 Board's -- I mean, congratulations. The Board's questions
18 were, obviously, very good, very intelligent, insightful.
19 Really, I think, with everything here, you know, going
20 away to take on more and do more stuff.

21 I think legally, Counselor, if Board members have
22 more questions for the Committee -- bring up as they work
23 with the master plan both, they can file those with the
24 Committee or questions should go through Kathy and
25 Kathy --

1 MR. CAPLAN: I think direct the questions to staff.

2 CHAIR BERARDINO: Staff. I just want to be sure we're
3 all doing this right. Stan? Go ahead.

4 DIRECTOR TKACZYK: Just to comment on your comment on
5 the equestrian, I agree wholeheartedly. I think
6 (unintelligible) it's something that we need to come to a
7 clear, clear, clear understanding of what we're going to
8 do.

9 Whether we're going to have -- rails, we're going
10 to enclose. What are we going to do? And then once we do
11 all that, what is the purpose? Can we put on events
12 there? What size of events do we do?

13 That all has to really, in my mind, be defined.
14 Another thing, you know, walking pass. I don't generally
15 throw this out for the first time -- horses like to walk.
16 We get unlimited walking. And maybe we can incorporate
17 some horse trails in the park across the street where it
18 goes through the park and comes around. I don't know I'm
19 just throwing stuff --

20 CHAIR BERARDINO: That is a good idea.

21 DIRECTOR TKACZYK: This city's -- but I can't. Well,
22 that's what we're here to talk about is ideas. And it's
23 really easy to raise the line and talk about it than, you
24 know, have a problem.

25 So those are some thoughts that I've had that --

1 their used to be a trail system that you could ride from
2 to here the Back Bay. That has evaporated over time.
3 There was a trail system that you could --

4 CHAIR BERARDINO: I didn't even know that.

5 DIRECTOR TKACZYK: Yes. There was a trail system that
6 you could.

7 FEMALE SPEAKER: On Mesa Drive. Mesa Drive is so wide
8 and then they put the 55 Freeway. They blocked it.

9 DIRECTOR TKACZYK: Yeah. So all these things used to
10 exist out there that gave us an opportunity for our
11 equestrians to ride and go to other areas. And I bring up
12 the park and the park across the street, it's maybe a way
13 of expanding the walking past for horses that we don't go
14 all the way back to the Back Bay.

15 So it's this type of thinking that needs to be
16 explored -- needs to be finalized before we do anything.
17 Because on our property right now, I think, the one area
18 that is then neglected is the equestrian area. Just from
19 a point of maintenance and what do we want to do? What do
20 what want to do?

21 Because what we do will determine what kind of
22 events we can have here, if any, and I've learned a lot
23 about that recently. So that determines the future in a
24 big way -- Huntington Beach Equestrian but we're going to
25 be somewhere in between in my eyes, but we can be pretty

1 and nice and bring the people that you want and I want
2 here.

3 CHAIR BERARDINO: Director Bagneris and then --

4 VICE CHAIR BAGNERIS: Can you take me back to the -- I
5 think there was a slide where it overlaid the midway
6 during fair time because I'm having a hard time seeing the
7 fair. Where it would -- okay.

8 MS. SHREEVE: The fair can lay out pretty much as it
9 is, except that the midway, of course, is now -- mid way
10 is now here.

11 DIRECTOR LA BELLE: And where does it move to?

12 DIRECTOR TKACZYK: -- parking all the way to the other
13 side?

14 MS. SHREEVE: We're putting the midway up here where
15 the family -- putting the RV over here.

16 DIRECTOR TKACZYK: And that would be proposed on a
17 full-year round basis over there?

18 MR. JOHNSON: It makes sense because of the horse
19 equestrian.

20 DIRECTOR TKACZYK: There's just a lot of infracture
21 that goes a lot with that. That's why I'm asking. It's
22 not just a parking lot. So I -- when you have that up
23 there, I'm asking you the question. Is that a proposal
24 that is a full-time location? Or is that just during the
25 fair?

1 MS. SHREEVE: It could be --

2 DIRECTOR TKACZYK: I know it could be, what is your
3 proposal?

4 MS. SHREEVE: Just -- kind of -- so you could, during
5 non-fair, you could keep your RV here, if it's possible.
6 I don't know if it's possible to clear -- have RVs up here
7 and then during fair --

8 DIRECTOR TKACZYK: You see, there's a sewer line that
9 was put out there sometime ago and there was an issue that
10 existed with one other board member that made that into an
11 RV area for their -- for the circus people and then we
12 removed it. And, again, my question to you is, does that
13 represent year-round or is that just for the fair?

14 MS. SHREEVE: I think we need to study that in more
15 detail. We haven't looked at civil and utility
16 infrastructure --

17 DIRECTOR TKACZYK: Because there's a lot of money in
18 infrastructure that goes into -- let's just say the
19 plumbing on an RV.

20 MS. SHREEVE: Absolutely.

21 DIRECTOR TKACZYK: You can't have heavy equipment
22 going over and you start breaking lines and a whole
23 variety of issues that can come.

24 VICE CHAIR BAGNERIS: So to follow up, is that the
25 same amount of area as it is now when you put it up there?

1 Or does it get smaller?

2 MR. WALDO: It's equivalent.

3 VICE CHAIR BAGNERIS: It's equivalent. Okay. Where
4 does -- where does the Ferris wheel go?

5 DIRECTOR TKACZYK: You moved a lot of that around into
6 the fair and that's what I said on the parking. That's
7 why it wasn't clear for me.

8 MS. SHREEVE: Yeah.

9 VICE CHAIR BAGNERIS: I have to see the fair for me to
10 see this. Because that fair is so important to us.

11 MS. SHREEVE: Sure.

12 VICE CHAIR BAGNERIS: So even an overlay of the fair
13 onto one of these diagrams would help.

14 MS. KRAMER: Barbara, let us do that. I think we're
15 all saying the same thing. Let us do an overlay of the --
16 probably won't see all the components of it, but let's do
17 the square footage comparison so we know exactly what that
18 measures out and we can see it in several different
19 applications. So that will be a takeaway for us.

20 DIRECTOR TKACZYK: Yeah. That would help us get a
21 clear understanding -- a clearer understanding.

22 CHAIR BERARDINO: Okay. Any other questions from the
23 Board? Director La Belle?

24 DIRECTOR LA BELLE: Yes. To your comment, Nick, and
25 to Stan's, relative to the equestrian. I think we should

1 look very closely at the Action Sports Arena. That offers
2 an opportunity for some educational opportunity to raise
3 the equestrian operation. It's in close proximity. It's
4 got the -- obviously the seating and all of the
5 infracture. So I think we ought to look at that very
6 closely as we proceed.

7 And to add to Barbara's earlier comments, if this
8 entire site was vacant and you're building 150-acre
9 shopping center, you're probably looking at two-and-a-half
10 years to accomplish that from beginning to end.

11 One of the things that we need to look at when
12 you look at the phasing of the various projects, we have
13 activities going here every single weekend that are
14 generating revenues that come back into our bottom line.

15 So anything we -- we either need to recognize
16 that we're not going to do something in a given area for a
17 year -- a year-and-a-half -- take a loss of that revenue --
18 but that's going to help us complete the project earlier.
19 So that needs to be looked at in terms of the phasing of
20 everything we do.

21 CHAIR BERARDINO: Yeah.

22 DIRECTOR LA BELLE: Also, I would like to appreciate
23 the diagrams. If you could provide the Board with hard
24 copies of that, you know, I'd like to sit down and kind
25 of, you know, study it in some detail. If you could do

1 that in addition to making it available online or whatever
2 for any public input. That would be great.

3 CHAIR BERARDINO: Gerardo?

4 DIRECTOR MOUET: Just briefly on the equestrian, the
5 committee that's working on that -- as well as maybe the
6 business -- the strategic plan that we're working on --
7 there's this model program that maybe -- maybe people that
8 are focusing on it already know about -- but it's the
9 Compton Jr. Posse.

10 FEMALE SPEAKER: Yeah. I'm friends with the person
11 who knows that. I can get her in here like this.

12 DIRECTOR MOUET: There was an article written in the
13 New York Times about that program and they have a really
14 nice website. And it's how to get inner city kids
15 involved with horses and we might even want do it. So the
16 Committee might even want to do a field trip. Because it
17 was a really good thought-provoking program. I'll share
18 it also with our consulting doing business.

19 CHAIR BERARDINO: Okay. Okay. So any other comments
20 from the Board?

21 All right. So we don't have public comment cards
22 for this section. So what I'm going ask folks to do, just
23 to line up in the well and -- well, you don't need a card
24 for this.

25 Just line up in the well and -- just line up in

1 the well in order so we can get anybody that wants to
2 comment the opportunity to comment.

3 MS. SEARS: Makes it hard because I can't look at all
4 my notes.

5 CHAIR BERARDINO: Sit down in the chair and relax.

6 MS. SEARS: Okay. Well, first of all, I do want to
7 thank -- I think the Board pretty much reflected that it's
8 a great start and -- but still needs work.

9 So I -- I think it's a great start because, like
10 I was telling Bill, this is kind of like putting an EIR,
11 okay, right now. And probably other than city managers, I
12 probably read more EIRs and responded to them than
13 everyone in this room collectively so --

14 CHAIR BERARDINO: First, let me say, there's no
15 question about that.

16 MS. SEARS: Okay. Good, good. And so I'm trying to
17 digest all of this very quickly. It's very difficult. So
18 without -- I took pictures and I'm trying to get some of
19 the data, but -- and everybody knows my interest, I have a
20 very strong interest in this fairgrounds, but, I mean,
21 obviously (unintelligible) and Veterans Memorial and the
22 Equestrian Center.

23 And I am an advocate for the horse. I have no
24 interest out here financially at all. I have my horses at
25 my house, but I think there's been a huge missed

1 opportunity on the horse and the equestrian. Now a lot
2 has been given to farm, which I wholly, totally support.
3 I think that's grand.

4 But you're -- you're putting the equestrian
5 facility in -- what did you call it? You put it in the
6 back called "Back of the house". It's just not even
7 focussed on. So here we go. You have all of this coming
8 out and I like the Bold. I'm for the Bold. But look
9 at -- you got this and as Doug said, you know, that is in
10 close proximity to this. Okay.

11 In 2002, the Equestrian Center was 15 acres and
12 that master plan got put in, the equestrians didn't know
13 to respond to it, and their facility -- or the public
14 facility -- got diminished by half.

15 DIRECTOR TKACZYK: Is it seven acres now?

16 MS. SEARS: I can't quite count, but it looks like --
17 quite said it got diminished. It's the same. Okay. It's
18 the same. Okay. But this looks increased, but what I'm
19 thinking, if you want to use this in close proximity, my
20 suggestion is take this, put this over here, put it along,
21 make it an edge. It looks like a maintenance yard to me.
22 I'm not positive.

23 But these two actually need to be combined. And
24 -- and get the equestrian facility integrated with the
25 entire site. Integrate it with the other sites because

1 you're leaving it back here in the corner, again, and it's
2 just going to be in its own little thing, and then you're
3 running all these programs to happen, which there is such
4 a long list of public benefit programs that can be offered
5 here.

6 It's -- the sky really is the limit, but without
7 that visioning, and so -- you wanted -- somebody said -- I
8 can't remember. I think it was you that said, "Let's
9 master plan the ag thing." And I agree with that specific
10 plan or master plan how this is going to be.

11 The absolutely same should happen to this, and so
12 there should be a committee that is thinking about that
13 and those that actually understand how this works.

14 So -- so -- I would like the equestrian to be
15 given the same status as the farm because, again, let's
16 remember, we wouldn't even have any of these fairgrounds
17 in the state of California without the horse because of
18 the -- does anybody remember? Okay. I've said this so
19 many times.

20 The Horse Racing Act of 1933 allowed for --
21 betting on horses and the only way it passed by two-thirds
22 of the State of California to allow for betting was if a
23 certain portion of the handle at every race track in
24 California went into the pot that helped create the
25 fairgrounds -- the racing industry -- for 75 years.

1 CHAIR BERARDINO: Theresa, I hate to -- we don't have
2 that running, but I had my running.

3 MS. SEARS: Okay. But -- if so -- please, if you have
4 questions about this, see me.

5 CHAIR BERARDINO: We will and so you know, on
6 equestrian committee, we have the -- the luxury of having
7 Theresa being, kind of, a community contact with the
8 community center.

9 MS. SEARS: And throughout the whole county on
10 equestrian widest matters, so horses are on the up-tick.
11 They are I'm just saying. You know, you wanted to put the
12 -- the cart before the horse, and again you're talking
13 about the horse, so come on. I caught that.

14 CHAIR BERARDINO: Just make them less scary, okay?

15 MS. LISA: Actually, I could sit back here and almost
16 get tears because just love Theresa so much. And as I was
17 sitting here, you know, since 2008, I think we started
18 trying to save the Equestrian Center and before we knew
19 it, we were saving the Fairgrounds.

20 And I can't tell you -- I'm going to get
21 emotional right now because we walked the halls of
22 Sacramento so many times just saving these fair grounds,
23 and now I'm the president of the Orange County
24 Preservation Society.

25 And, you know, I'm just a horse person, really,

1 and ag-business major out of Cal Poly, so I love the ag
2 because I love agriculture and I love horses. And I have
3 Kathy Kusner, who started Horses in the Hood and in
4 Compton Posse, is a personal friend of mine, and they were
5 going from Compton to Topanga to work out in North Creek
6 Equestrian Center.

7 And my good friend, Corey Walkey -- who owned
8 Mill Creek for many years -- she's now in her 80s, and she
9 sold Mill Creek a couple years ago and to a private person
10 that just wants to make money, money, money, so she's lost
11 that facility.

12 So she wants to come here, and I would love, and
13 I would love in a heartbeat to have stalls and
14 availability to -- I know that's L.A. County -- so we
15 would need to come up with our own cute little slogan, I
16 can't use -- I've already been brainstorming -- and start
17 something for Orange County.

18 And then also, I'm thinking about -- because even
19 in the -- the music -- you were talking about the
20 underprivileged, well, I work with a lot of privileged
21 kids, and I'll tell you, they need as much help in this
22 county as the underprivileged, probably almost more as I
23 hear what comes into my barn and what's happening at their
24 homes and the pressures that their under living in Orange
25 County. There's nothing like a horse.

1 And I've already ran out of my -- the Pegasus
2 Program, which is the equine psychotherapy, and then I
3 would love to -- I got friends at the Shea Center. I can
4 start something like that just in a heartbeat. I would
5 love to expand those types of programs right here.

6 We just need the facilities, and right now, I'm
7 under a tight management that, you know, I just can't do
8 it. What I got now and I think in my life and where I am
9 age-wise, I just would love to help run these programs and
10 -- and me -- it would be my friend -- bring in people and
11 we can get the non-profits going.

12 We just need the facilities, I think, and then I
13 can help these groups of programs rise up here and -- and
14 what Theresa said -- because this is smaller. The
15 footprint here that you have written out because right now
16 our equipment staff is right here and bathrooms and
17 offices.

18 So the footprint that's on all three of these
19 plans makes the Equestrian Center smaller. And right now,
20 we don't have space to run these programs that I want to
21 run. And the equines are so important. So connecting it
22 to this -- like Theresa said, and if we roll that back
23 there -- would be beautiful. And then just having the
24 entrance -- okay. Whatever. Thank you.

25 CHAIR BERARDINO: Thank you. Thank you, Lisa. Just

1 say your name for the record.

2 MS. REFAKES: Beth Refakes, long-time Costa Mesa
3 resident.

4 It's kind of interesting that the Fairgrounds
5 once was mostly grass and trees, and it's all been
6 concrete over -- back to that, so in doing in a lot of
7 what was done to create parking and some of the other
8 things that you have going on here.

9 Someone mentioned, I think, one of the
10 consultants mentioned wind turbines. I see dead birds
11 with that because I don't think we want any of that. I
12 would have a concern about that.

13 And I wanted to know what the buildings that are
14 specifically going to be removed because I think there may
15 still be some that are part of the (unintelligible) air
16 base -- being a member of the (unintelligible) Society, I
17 have concerns about those being demolished.

18 We went through this routine with the Heroes Hall
19 Memorial Gardens Building, and so they can be renovated
20 and they can be repurposed. You don't have to demolish
21 them because they do have historical significance.

22 Also, you were talking about bike-ability and
23 walkability -- the city has a bike-ability, walkability
24 committee that is working on a lot of things in this area.
25 So you should probably, you know, see what they -- meet

1 with somebody from the city and see what they have to
2 offer and what is in their plan. I don't go to the
3 meetings anymore, but I used to.

4 And what -- I had the question about what is the
5 cost -- proposed cost for each option? That, to me, is an
6 issue. Also, the parking capacity of the proposed
7 structure doesn't seem to be adequate. I think it was
8 like 600 spaces or something like.

9 You do a lot of off-site parking during the fair,
10 specially. Some of those places that you currently use
11 may not be available in the future because there's a lot
12 of redevelopment, so I think you need to consider looking
13 at parking structures or some other options.

14 The other thing, I didn't see anything in here
15 about drop-off or pick-up for light-sharing and also the
16 electric charging stations as well. I like part of each
17 plan. To me, if you want to gain additional parking -- to
18 me, it's a no-brainer just to restrike the parking lot to
19 gather additional parking spaces because that basically
20 sounds like what you're proposing for the minimal plan.

21 And then, you know, you can -- some of the things
22 I liked -- I have concern about the total grass area in
23 the bold plan because I think there's some markers and
24 things in there that have some historical significance
25 that indicate part of the -- where things were located for

1 the Santa Army Air Base, so I have a concern about
2 removing those.

3 So those are my comments. Thank you.

4 CHAIR BERARDINO: Thank you, Beth. Please, sir, just
5 state your name for the record.

6 MR. WEST: I'm Brian. And --

7 CHAIR BERARDINO: What's your last name?

8 MR. WEST: West. Costa Mesa native.

9 And just wanted to thank everybody for -- where
10 you're at because great ideas, great concepts -- totally
11 -- totally agree with it.

12 But from listening to some of the comments, one
13 of the issue, I think, you have here is, if this was a
14 floor plan, okay, of a house that you're considering for
15 repurposing, you're not deep enough in the details yet.

16 From Stan's comments, okay. Right now, you got a
17 walk-in pantry, but you don't have a light in it. You got
18 lots of bedrooms with not enough closet space. You got a
19 water heater in the garage and the front of your car hits
20 it. The -- you're finding out that the minimalist garage,
21 you can't open the doors to get out of your car --

22 CHAIR BERARDINO: You're talking about my house here.

23 (Public laughing)

24 MR. WEST: And I think probably 90 percent of
25 everybody's.

1 But the idea is, you know, I want to really --
2 and Stan -- I had a lot of notes before you started
3 talking, but I think the next -- and that's what I'm
4 suggesting -- your next step is to get into the
5 infrastructure.

6 Because ultimately, you can't get world-class
7 venue if, as you suggested, if you don't have a facility
8 that you can -- by that, I mean, you touched a little bit
9 on solar, but you need a solar study to get yourself a
10 hundred percent green. Okay.

11 During the -- I mentioned to Larry and a few of
12 the others during the public session -- you know, the
13 windmill idea, okay -- don't think about the three
14 propeller idea -- think farmhouse and draw that back to
15 your heritage.

16 You can -- you can have an awful lot of wind here
17 using the farmhouse windmill, okay, than you can with
18 whatever -- as these ugly three-prong propellers.

19 So -- so, you know, keep thinking big and bold
20 that, you know, get your solar. Get your foundation and
21 then also get outside the property lines. The parking, I
22 mean, the traffic, and how it interfaces with the city, so
23 you're going to do a study on traffic, bring the studies.
24 The two of them go together, right?

25 And -- and so the last one was, I think, someone

1 over here touched on it, one of the first plans, there
2 needs to be an overlay of the Fairgrounds because right
3 now, I think it's this one, where's the one -- the one
4 that had the midway over here. It's overlaying the -- the
5 children's part of it -- of the mid way.

6 So you now you have the main midway over the top
7 of the children's midway. So I think that's a great place
8 to start. I like what you've done. I think the
9 infrastructure needs to be really focused on. That's
10 going to drive what you can do.

11 CHAIR BERARDINO: Thank you very much, Mr. West. Any
12 other public comments? If not, back to the Board.

13 DIRECTOR LA BELLE: Yes. On Lisa and Theresa's
14 comments on the equestrian facility. I'll just comment
15 that McCoy Equestrian Center in Chino Hills -- it's owned
16 by the city -- it's on approximately 25 acres. It has to
17 arenas that are used for multi-purpose equestrian events.

18 One of them is a lighted arena and there are two
19 community meeting facilities on the site that are rented
20 out, literally every weekend for a whole variety of
21 different activities, so that might be a good template for
22 the committee to perhaps take a look at.

23 It's a short shot out there to Chino Hills. If
24 you do it right at the traffic time, and I can certainly
25 arrange to have people out there, you know, give a -- an

1 in-depth tour of that facility. I think worth looking at.

2 CHAIR BERARDINO: Well, okay. Any other components
3 from the Board? All right. Thank you very much I -- I
4 think you folks did an absolutely outstanding job on this.
5 Perfect job.

6 (Applause).

7 CHAIR BERARDINO: I'm much -- really, really
8 appreciate the fact that you listened to us. It's clear
9 from your plan that you listened to us. Clear from the
10 plan that you listened to the hundred-and-some-people that
11 came -- public meeting.

12 I mean, really you've addressed everything that's
13 been brought out by the public. Obviously a lot more work
14 to do -- go away with homework assignments, and, you know,
15 more work, but, I think you could be very proud of your
16 work. And thank you very much.

17 We will now move to -- I don't think we have
18 anything for close sessions; is that correct?

19 MS. KRAMER: No.

20 CHAIR BERARDINO: So then we will go to Board of
21 Directors -- matters of information. We'll start with
22 Director Tkaczyk.

23 DIRECTOR TKACZYK: Just thank everybody for getting
24 back in the game again. We're here. And I look forward
25 to getting this process going with our neighbors and with

1 our staff and with everyone and everyone's participation.
2 Thanks.

3 CHAIR BERARDINO: If you could just wait a second
4 for -- thank you. Director Mouet?

5 DIRECTOR MOUET: Just thank you for this opportunity.
6 Thanks to staff for doing a good job at this point.

7 CHAIR BERARDINO: Thank you. Director Pham?

8 MR. PHAM: Likewise. Thanks to staff. Everything
9 looks great. Plan looks fantastic. Great job. Thank
10 you.

11 CHAIR BERARDINO: Vice Chair Bagneris?

12 VICE CHAIR BAGNERIS: I'm visual, so this really helps
13 me. Thank everybody from the committee to the staff to
14 the consultant. I'm very excited about what the next 10
15 years looks like.

16 DIRECTOR CERVANTES: And ditto. Thank you to the
17 staff. And this is exciting.

18 CHAIR BERARDINO: Thank you very much. Director La
19 Belle?

20 DIRECTOR LA BELLE: So since I missed the first part
21 of the meeting, my apologies, first of all.

22 But I wanted to compliment the staff on another
23 outstanding fair. It was a great event. I think the
24 numbers showed that we're continuing to move forward and
25 that provides a great opportunity for doing things like

1 this.

2 Also, I want to thank the consulting team and
3 Kathy and Ken for all their hard work and on the effort
4 that we saw today -- a great start and I'm looking forward
5 to the next steps.

6 CHAIR BERARDINO: Well, totally in agreement with
7 everything said and great start and I'm -- like I said,
8 what excites me is the fact that, you know, after many,
9 many -- you know, this Board came into a situation that
10 couldn't have been tougher. It was tough coming out of a
11 very bad, very bad situation -- didn't know.

12 And to the people that saved it, you know, God
13 bless you. You are certainly silent heroes. But
14 definitely heroes. To all of you. All of you. You've
15 done a marvelous job.

16 And I think when you see what's happening here in
17 combination with what Mr. Kelly is doing in terms of
18 building the organizational structure, to put this on the
19 map as a place that the county everywhere could be proud
20 of that is going to be serving the community, serving the
21 underserved in a way that's going to enrich their lives,
22 and we're doing something that's very difficult to do in a
23 modern era and that's improved the quality of life for
24 young people in many, many ways.

25 This is a very exciting moment. So I think this

1 moment, you know, obviously belongs to -- I'm going to
2 start with the Board who have led this fight back, you
3 know.

4 We couldn't have done it without the Preservation
5 Society. We really couldn't have done it without
6 constructive criticism that we received from the public
7 and directions. We couldn't have done it without the
8 staff who -- this is tough.

9 Those of us that have been CEOs or city managers
10 know that imposing a seat change in an organization -- in
11 terms of vision and in terms of direction and in terms of
12 organization -- isn't easy because people have been going
13 a certain direction for so long and now kind of turning
14 the Queen Mary and turning the Queen Mary isn't easy, but
15 we couldn't do it without the outstanding staff leadership
16 that have embraced it, that have not, and I think in any
17 measurable way attempted to impede the change of
18 direction, the change of where we want to go, embrace the
19 community and everybody else and making it what it's going
20 to be.

21 So congratulations to you, Madam CEO, and your
22 people and to everybody. And that concludes the Board
23 comments. I would entertain motion for adjournment to the
24 next Board meeting, time certain, October 22nd -- 26th at
25 9:00 a.m.

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DIRECTOR LA BELLE: So moved.

CHAIR BERARDINO: Any second?

VICE CHAIR BAGNERIS: Second.

CHAIR BERARDINO: Okay. By -- we don't have to do
role call vote on this, so anybody not want to have the
meeting? Meetings adjourned. Thank you.

(End of proceedings at 12:48 p.m.)

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REPORTER'S CERTIFICATION

I, the undersigned, a Hearing Reporter of the State of California, do hereby certify:

That the foregoing proceedings were taken before me at the time and place herein set forth; that any witnesses in the foregoing proceedings, prior to testifying, were duly sworn; that a record of the proceedings was made by me using machine shorthand, which was thereafter transcribed after my direction; that the foregoing transcript is a true record of the testimony given.

Further, that if the foregoing pertains to the original transcript of a public meeting, before completion of the proceedings, review of the transcript [] was [] was not requested.

I further certify I am neither financially interested in the action nor a relative or employee of any attorney or party to this action.

IN WITNESS THEREOF, I have this date subscribed my name:

Dated October 10th, 2017

<%signature%>

Luis R. Hernandez

[& - a.m.]

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[allows - authenticate]

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[defer - ditto]

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[f - fireworks]

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