



The mission of OCFEC is...

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

NOTICE OF MEETING

32ND District Agricultural Association
OCFEC Board of Directors
Thursday, February 22, 2018
9:00 a.m.

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

Board of Directors

Barbara Bagneris, Board Chair
Robert Ruiz, Vice Chair

Nick Berardino, Member
Gerardo Mouet, Member
Ashleigh Aitken, Member

Stan Tkaczyk, Member
Douglas La Belle, Member
Sandra Cervantes, Member
Newton Pham, Member

Secretary-Treasurer

Kathy Kramer CFE, CFEE, CMP
Chief Executive Officer, OCFEC

32nd DAA Counsel

Josh Caplan
Office of the California Attorney General

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

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

AGENDA

1. CALL TO ORDER

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

2. THE MISSION OF OC FEC IS...

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

3. PLEDGE OF ALLEGIANCE

4. ROLL CALL (Policy 4.5.2.B)

5. CEO'S OPERATIONAL ANNOUNCEMENTS AND UPDATES

6. MATTERS OF PUBLIC COMMENT

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

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

7. MINUTES:

A. Board Meeting held January 25, 2018

Action Item

8. CONSENT CALENDAR: (Policy 4.3.4)

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

A. Standard Agreements: SA-005-18SP; SA-006-18SP; SA-007-18SP; SA-008-18GE; SA-011-18HB; SA-012-18HB; SA-013-18HB; SA-014-18HB; SA-015-18HB; SA-016-18HB; SA-017-18HB; SA-018-18HB; SA-019-18HB; SA-026-18GE; SA-028-18HB; SA-029-18HB; SA-031-18AS; SA-032-18IO; SA-033-18IO; SA-034-18IO; SA-035-18IO; SA-036-18IO; SA-037-18IO; SA-038-18IO; SA-039-18IO; SA-040-18IO; SA-041-18IO; SA-042-18IO

- B. Amendments: SA-25-13CT (Amend. #4); SA-126-16FT (Amend. #1); SA-238-16WR (Amend. #3); SA-096-17YR (Amend. #1)
- C. Rental Agreements: R-028-18; R-034-18; R-041-18; R-046-18; R-071-18; R-072-18; R-074-18; R-077-18; R-078-18; R-086-18; 18 IO-FE 02; 18 IO-FE 03; 18 IO-FE 04; 18 IO-FE 05; 18 IO-FE 06; 18 IO-FE 07; 18 IO-FE 08; 18 IO-FE 09; 18 IO-FE 10; 18 IO-FE 11; 18 IO-FE 12; 18 IO-FE 13; 18 IO-FE 14; 18 IO-FE 15; 18 IO-FE 16; 18 IO-FE 17; 18 IO-FE 18; 18 IO-FE 19; 18 IO-FE 20; 18 IO-FE 21; 18 IO-FE 22; 18 IO-FE 23; 18 IO-FE 24; 18 IO-FE 25; 18 IO-FE 26; 18 IO-FE 27; 18 IO-FE 28; 18 IO-FE 29; 18 IO-FE 30; 18 IO-FE 31; 18 IO-FE 32; 18 IO-FE 33; 18 IO-FE 34; 18 IO-FE 35; 18 IO-FE 36; 18 IO-FE 37; 18 IO-FE 38; 18 IO-FE 39; 18 IO-FE 40; 18 IO-FE 41; 18 IO-FE 42; 18 IO-FE 43; 18 IO-FE 44; 18 IO-FE 45; 18 IO-FE 46; 18 IO-FE 47; 18 IO-FE 48; 18 IO-FE 49; 18 IO-FE 50; 18 IO-FE 51; 18 IO-FE 52
- D. Active Joint Powers Authority Agreements: None.
- E. Correspondence:
Communications to the Board from the public in response to Board discussion or to comments made before the Board are to be listed on the meeting agenda and included in the Board materials as an item of public disclosure.
 - i. Letter from Joseph Angelo of Angelo & White Law Firm
- F. CDFA Correspondence:
Communications to the Board from the California Department of Food & Agriculture Division of Fairs & Expositions regarding relevant topics at Fairs and Expositions.
 - i. none.

-End of Consent Calendar-

9. GOVERNANCE PROCESS

A. Committee / Task Force / Liaison Reports

Information Item

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

- i. Centennial Farm Foundation Board (Director Cervantes)
- ii. Heroes Hall Veterans Foundation Board (Director Berardino, Director La Belle)
- iii. Financial Monitoring Committee (Director Pham, Director Mouet)
- iv. 2018 OC Fair City Liaison Committee (Director La Belle, Director Cervantes)
- v. Legislative Monitoring Task Force (Director Berardino, Director Aitken)
- vi. Master Site Plan Task Force (Director La Belle, Vice Chair Ruiz)

- vii. Tenant Liaison Committee (Director Tkaczyk, Director Berardino)
- viii. Equestrian Center Task Force (Director Aitken, Director Tkaczyk)
- ix. Pacific Amphitheatre Operation Evaluation & Review Task Force (Director Berardino, Director Tkaczyk)

B. Unbudgeted Out-of-State Travel Request

Action Item

C. OCFEC Cannabis Event Policy Recommendations

Action Item

D. Emergency Property Usage Agreements

Information Item

E. Notification of Scheduled Board of Directors' Workshops for March, April and May Board of Directors Meetings

Information Item

F. OCFEC Public Records Request Fulfillment Process

Information Item

10. CLOSED SESSION (Closed to the Public)

- A. Pending Litigation – The Board will meet in closed session to consult with legal counsel regarding the following pending litigation. [Gov. Code section 11126(e).]
 - i. To confer with and receive advice from legal counsel regarding potential litigation involving the 32nd District Agricultural Association. Based on existing facts and circumstances, the Board of Directors will decide whether to initiate litigation. (Govt. Code, § 11126, subd. (e).)
 - ii. To confer with and receive advice from legal counsel regarding potential litigation involving the 32nd District Agricultural Association. Based on existing facts and circumstances, there is significant exposure to litigation against the 32nd District Agricultural Association. (Govt. Code, § 11126, subd. (e).)
 - iii. To confer with counsel, discuss, and consider the following pending litigation to which the 32nd District Agricultural Association is a party: The Official Committee of Unsecured Creditors on behalf of the bankruptcy estate of HH Liquidation, LLC, et al. v. 32nd District Agricultural Association, United States Bankruptcy Court, District of Delaware, Case No. 17-51212 (KG)

11. BOARD OF DIRECTORS MATTERS OF INFORMATION

12. NEXT BOARD MEETING: MARCH 22, 2018

13. ADJOURNMENT

Respectfully submitted,

A handwritten signature in black ink that reads "Kathy Kramer". The signature is written in a cursive style with a long, sweeping underline that extends to the right.

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

Date of notice: 4:00 p.m. February 12, 2018