



RICHARD SCHNEIDER
Executive Vice President
O: 215.952.5361 M: 267.438.6747
Richard.Schneider@SpectraXP.com

May 20, 2020

32nd District Agricultural Association
88 Fair Drive
Costa Mesa, CA 92626
Attn: Michelle Richards, Chief Executive Officer

Re: Notice of Termination

Dear Ms. Richards:

I write regarding the "Rental Agreement" (the "Agreement") made on August 1, 2014 between the 32nd Agricultural District Association (the "Association") and Ovations Fanfare, L.P., d/b/a Spectra ("Spectra", who became a party to the Agreement through an assignment from Tel Phil Enterprises, Inc.), whereby Spectra rents certain Premises from the Association for the purposes of operating an Outdoor Marketplace at the Orange County Fair & Event Center. Capitalized terms used in this letter, but not defined, have the meanings assigned to them in the Agreement.

On March 12, 2020, Spectra closed the Outdoor Marketplace at your request to comply with Governor Newsom's mandate that no unnecessary events of 250 people or more be produced as a result of the spread of COVID-19. Subsequently, Governor Newsom issued a stay-at-home order that will cause the Outdoor Marketplace to be closed for quite some time. Pursuant to Section U(5) of the Agreement, Spectra may terminate the Agreement upon 30 days written notice to the Association if Spectra is unable to operate the Outdoor Marketplace for 90 days or more for reasons beyond its control. Anticipating that the stay-at-home order, or other government restrictions, will prevent the Outdoor Marketplace from reopening by June 12, the purpose of this letter is to notify the Association that Spectra is hereby terminating the Agreement, effective 30 days from the date of this letter.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard Schneider".

Richard Schneider
Executive Vice President

Cc: Steven L. Edwards, Esq.
Manatt, Phelps & Phillips, LLP
695 Town Center Drive, 14th Floor
Costa Mesa, CA 92626

