



May 27, 2020

BY EMAIL AND OVERNIGHT DELIVERY

Richard Schneider
Executive Vice President
Ovations Fanfare, L.P. d/b/a Spectra
3601 S. Broad Street
First Union Center
Philadelphia, PA 19148

Richard.Schneider@SpectraXP.com

Re: Response to Notice of Termination of Outdoor Marketplace Rental Agreement

Dear Mr. Schneider:

This responds to your letter, dated May 20, 2020, regarding the obligations of Ovations Fanfare, L.P., d/b/a Spectra (Spectra) under the Outdoor Marketplace Rental Agreement (Rental Agreement).

Although Spectra closed the Outdoor Marketplace on March 12, 2020 following a request made by the District in accordance with Governor Newsom's stay-at-home order, on Friday, May 23, 2020, the State of California approved Orange County's plan to accelerate local businesses into Stage Two, which will allow certain businesses in Orange County to re-open, including retail shopping (e.g., shopping malls, strip malls, swap meets). With this development, **Spectra is authorized to resume operation of the OC Marketplace immediately** and in accordance with the COVID-19 Industry Guidance prepared by the California Department of Public Health and the California Department of Industrial Relations (the "Industry Guidance"). Please note that in anticipation of Stage Two, the District provided Spectra with the Industry Guidance back on May 13, 2020.

Because Spectra can resume operation of the OC Marketplace, Spectra is not authorized to terminate the Rental Agreement under Section U(5). Spectra remains obligated to perform under the terms of the Rental Agreement, including making all rent payments required under the agreement, and the District looks forward to the re-opening of the OC Marketplace.

As always, please let us know if you have any questions.

Sincerely,



Michele Richards
CEO/General Manager
32nd District Agricultural Association

Cc: (Via Email Only)

Board of Directors
32nd District Agricultural Association

Joshua Caplan
Office of the California Attorney General