

## **MINUTES OF OCFEC BOARD OF DIRECTORS MEETING HELD JANUARY 28, 2021**

*The following Minutes are a summary of Board action and proceedings. For a full transcript please click on the link below or visit the [ocfair.com](https://s3.us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2021/01/11102033/21_01_January_Boards_Transcript.pdf) website.*

[https://s3.us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2021/01/11102033/21\\_01\\_January\\_Boards\\_Transcript.pdf](https://s3.us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2021/01/11102033/21_01_January_Boards_Transcript.pdf)

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

Chair Rubalcava-Garcia called the meeting to order at 9:00 a.m.

### **2. MISSION STATEMENT**

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

The Pledge of Allegiance was recited by Director Ruiz. Roll call was taken by Summer Angus.

### **4. DIRECTORS PRESENT (via Zoom):**

Chair Rubalcava-Garcia, Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich.

**DIRECTORS ABSENT/EXCUSED:** Directors Bagneris and Pham.

### **OTHERS PRESENT:**

(Via Zoom): Michele Richards, OCFEC CEO; Ken Karns, OCFEC Chief Operating Officer; Joan Hamill, OCFEC Chief Business Development Officer; Jason Jacobsen, OCFEC Director of Planning & Presentation; Terry Moore, OCFEC Director of Communications; Jerry Eldridge, OCFEC Director of Facilities; Summer Angus, OCFEC Executive Assistant; Josh Caplan, Office of the Attorney General; Patricia Garrido, transcriptionist; Theresa Sears; Reggie Mundekis; Wendy Leece; Cindy Massaro; Jerylynn; Pat Davis; Carla Montgomery; Todd Martin; Kellie Avakian; Jeanine Robbins; Gibran Stout; Lisa Sabo; Rita Jakel; Tojia Fitzgerald

### **5. CLOSED SESSION:**

Director Kovacevich joined the meeting during closed session.

The meeting adjourned to closed session at 9:02 a.m. and reconvened at - 9:37 a.m.

Matters to report out of closed session: None.

### **6. CEO'S OPERATIONAL UPDATE**

Michele Richards, OCFEC CEO, reported the following:

- New Board policies to be posted on [ocfair.com](https://ocfair.com) this week
- Goat landscapers are furloughed until spring when they will return to graze on the berm around Pacific Amphitheatre
- She attended the annual Institute of Fair Management Summit virtually
  - COO Karns was one of the industry expert course facilitators

- New litter of piglets can be seen on the pig cam at [ocfair.com/pigcam](http://ocfair.com/pigcam)

Joan Hamill, OC FEC Chief Business Development Officer, reported the following:

- OC FEC received six first-place awards, two second-place awards and a special Judges Choice Award for virtual OC Fair and community outreach programs from Western Fairs Association at the annual convention
- Imaginology goes virtual April 19-25, 2021
  - Contests are now open for entries and more information is available at [ocfair.com/imaginology](http://ocfair.com/imaginology), deadline to enter is March 19
- 2021 OC Fair theme: Time for Fun
- Current and upcoming events update

Richards presented the December 2020 and preliminary year-end financial statements.

## 7. MINUTES:

### A. Board meeting held December 17, 2020

Action Item

**ACTION:** Director Ruiz motioned and Director Aitken seconded to approve the minutes from the Board meeting held December 17, 2020.

**MOTION CARRIED. AYES:** Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich. **NAYES:** None. **ABSTENTIONS:** Chair Rubalcava-Garcia.

## 8. MATTERS OF PUBLIC COMMENT

Wendy Leece shared her love of the fairgrounds, history of the property being part of the Santa Ana Army Air Base and the stop of the sale of the fairgrounds. She requested a resolution to support the flying the American flag, California flag and OC Fair flag only on fairgrounds.

Cindy Massaro discussed the Community Affairs survey results and requested the Board discuss removing the pride flag, only displaying the American, California and OC Fair flags to avoid leaving out other groups in Orange County.

Jerilynn requested an item on an upcoming Board agenda to fly American flag, California flag and OC Fair flag only.

Carla Montgomery discussed her love for the City of Costa Mesa, unity and California statistics of “family values.”

Todd Martin discussed allowing other flags to be flown on the fairgrounds and requested the Board put the flag issue on a future Board agenda.

Kellie Avakian discussed the results of the diversity survey. She asserted the survey results show that the Orange County populations want American flag, California flag and "OC flag" only.

Jeanine Robbins spoke in support of flying the Pride flag and asserted it is not a special interest flag.

Pat Davis spoke in support of flying the Pride flag and asserted the flag represents a population of people, not a special interest. She criticized the survey.

**9. CONSENT CALENDAR: (Policy 4.3.4)**

A. Standard Agreements (New): SA-006-21SM

i. Standard Agreement Amendments: None.

B. Rental Agreements: R-125-20; R-011-21

i. Rental Agreement Amendments: R-009-21 (Amend.#1)

C. Active Joint Powers Authority Agreements (New): 03220083

C. Correspondence:

Communications to the Board from members of public related to OCFEC business are identified below and included with the Board materials (available on the OCFEC website). Note that this agenda item includes only those communication(s) that were sent to the entire Board and CEO before the publication of this month's agenda. *The deadline for correspondence to be included on the February agenda is February 10, 2021.*

i. None.

D. 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. 01/08/2021: 2021 State Rules for California Fairs

*-End of Consent Calendar-*

CEO Richards pulled agreement SA-006-21SM for sound monitoring due to the RFP bid award being under protest and will bring it back at such time that there is a decision.

**ACTION:** Director Cervantes motioned and Vice Chair La Belle seconded to review and approve the Consent Calendar with item SA-006-21SM pulled to a later date. **MOTION CARRIED. AYES: Chair Rubalcava-Garcia, Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

## 10. GOVERNANCE PROCESS:

### A. Committee / Ad Hoc Committee / Liaison Reports

#### Information Item

To assure compliance with the Bagley-Keene Act, Committee reports are only for the purpose of the Committee chair, Ad Hoc Committee 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. Leadership Committee (Chair Rubalcava-Garcia, Committee Chair; Vice Chair La Belle)
- ii. Financial Monitoring and Audit Committee (Director Pham, Committee Chair; Director Bagneris)
- iii. Facilities Committee (Director Aitken, Committee Chair; Director Ruiz)
- iv. Governance Committee (Director Cervantes, Committee Chair; Chair Rubalcava-Garcia)
- v. Community Affairs Committee (Director Kovacevich, Committee Chair; Director Ruiz)
- vi. Centennial Farm Foundation Liaison (Director Cervantes)
- vii. Heroes Hall Veterans Foundation Liaison (Vice Chair La Belle, Director Cervantes)

Leadership Committee deferred to the agenda item regarding the Equestrian Center.

CEO Richards, on behalf of the Financial Monitoring and Audit Committee, reported:

- The committee reviewed the financials with staff on January 22<sup>nd</sup>
- Also reviewed the 2019 Audit and 2021 OC Fair ticket prices – items deferred to their respective agenda items

Director Aitken, on behalf of the Facilities Committee, reported:

- The committee report and capital projects list are posted
- The committee will defer to the agenda item regarding the Enhanced Worker Safety Policy

Chair Rubalcava-Garcia, on behalf of the Governance Committee, reported:

- The committee met with CEO Richards on January 22<sup>nd</sup>
  - The new Board Governance Policy Manuals are being assembled and will be shipped to each Board member
  - The new policies will be posted on the ocfair.com website by the end of the month
  - The committee will defer discussion regarding legislator representation to the agenda item

Director Ruiz, on behalf of the Community Affairs Committee, reported:

- The committee had a public meeting on January 20<sup>th</sup>
  - Received great participation at the meeting and the survey
    - Some of the items addressed included different types of concessionaires that represent Orange County; making the board more diverse
    - Results of the survey and emailed comments are now posted online

Director Kovacevich shared his appreciation for everyone who participated. He added the survey was one of a few ways that they gathered public opinion. He clarified that there was a misreporting that there was going to be a vote on the flags at the fairgrounds and a misconception about what flags are currently flying at the fairgrounds. He clarified that currently the American flag, California State flag, OC FEC flag and the Pride flag are flown on the property and there are currently no plans to change that unless the Board decides to put it up for a vote.

Reggie Mundekis thanked Facilities Committee for handling of storm water project and allowing California Construction Authority manage the paving projects. She thanked the Community Affairs Committee for the public meeting and suggested a focus on OC businesses participating in the OC Fair. She asserted the need to find a way to allow Orange County businesses to sell at the Orange County Fair.

Wendy Leece discussed her volunteer work and requested return of the Noah's Ark Bible story readings at OC Fair. She requested to simplify things by only flying "the three flags" and requested Board vote on flag issue.

Cindy Massaro read some of the comments from the diversity survey. She spoke in support of flying only the American, California State and OC FEC flags.

Jerilynn spoke in support of flying the American flag that represents all and suggested rotating other flags to promote diversity on the fairgrounds.

Gibran Stout spoke in support of having OC businesses highlighted at OC Fair and feeding the local economy.

Todd Martin discussed fairness and spoke in support of having other flags flown on the fairgrounds.

CEO Richards clarified for the Board that any business can apply via the ocfair.com website to be a concessionaire during the fair. Discussion ensued regarding the application process and getting the word out to local business to apply.

CEO Richards explained the designated Freedom of Expression area during the OC Fair.

**B. Review of 2019 Audit and Vote on Whether or Not to Approve and File with California Department of Food and Agriculture (CDFA)**  
Action Item

CEO Richards presented the 2019 Audit document.

**ACTION:** Director Aitken motioned and Director Cervantes seconded to approve the 2019 Audit and filing with the California Department of Food and Agriculture. **MOTION CARRIED. AYES: Chair Rubalcava-Garcia, Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

**C. Review of and Vote on Whether or Not to Approve the Write-Off of Past Due Items**  
Action Item

CEO Richards explained Government Code Section authorizes the Board of Directors to discharge uncollectable amounts of five-hundred dollars or less once all means of collection have been exhausted.

**ACTION:** Director La Belle motioned and Director Ruiz seconded to approve the write-off of past due items presented. **MOTION CARRIED. AYES: Chair Rubalcava-Garcia, Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

**D. Introduction of and Vote on Whether or Not to Approve Appointment of Thomas Clark to the Heroes Hall Veterans Foundation Board of Directors**  
Action Item

Director La Belle introduced and presented Thomas Clark for consideration.

**ACTION:** Director Cervantes motioned and Chair Rubalcava-Garcia seconded to approve Thomas Clark to the Heroes Hall Veterans Foundation Board of Directors. **MOTION CARRIED. AYES: Chair**

**Rubalcava-Garcia, Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

**E. Discussion and Vote on Whether or Not to Approve the Facilities Committee's Recommendation to Update the Enhance Worker Safety Policy**  
Action Item

Director Ruiz discussed the challenges OCFEC has experienced receiving bids from contractors due to the contractors themselves having challenges meeting the criteria of the current Enhance Worker Safety Policy. He stated the Facilities Committee is recommending OCFEC be consistent with the State of California and adopt the California Public Contract Code 2601-2603 language for the policy instead.

Board discussion and explanation of challenges in construction projects ensued.

**ACTION:** Director Ruiz motioned and Director Aitken seconded to amend the Enhance Worker Safety Policy to the language of California Public Contract Code 2601-2603. **MOTION CARRIED. AYES: Chair Rubalcava-Garcia, Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

**F. Presentation of Leadership Committee Vision, Goals and Plan for the Equestrian Center Study and Vote on Whether or Not to Approve**  
Action Item

Chair Rubalcava-Garcia presented the Leadership Committee's recommendations for the vision, goals and plan for the Equestrian Center (EQC) study for Board consideration. Items for the Board to consider:

- A market study to understand how the EQC is currently operated and if there are other operating models for the Board to consider
  - Market study to be done by Doug Lofstrom, former interim OCFEC CEO
- Goals for the study – the committee is recommending:
  - Clear vision for the EQC in keeping the overall mission of the 32<sup>nd</sup> DAA
  - Integration of EQC in the OCFEC portfolio - into the annual OC Fair and Imaginology
  - Enhanced public access to the EQC
- Key Deliverables:

- EQC historical narrative, current EQC operating model details, other EQC operating models and equestrian programing opportunities

Chair Rubalcava-Garcia highlighted the committee and staff want to make this a transparent process with public input.

Director Aitken shared her concerns with the cost of the market study, what type of input from the public helped form the goals and how the decision was made to move this project forward. She questioned why the study was not brought up through the Facilities Committee.

Board and staff discussion ensued items discussed:

- Doug Lofstrom reactivated as a retired annuitant, no contract for the market study
- The project was not assigned to the Facilities Committee because the project is related to the operations contract and operating model of the EQC and not modifying the facilities
- Transparent public process
- Making the EQC a more integrated part of the overall operations of OC FEC
  - Providing some opportunities for the public at large to be involved
- Wanting to receive full Board input and direction early on in the project
- Concerns over the cost of the project
  - Doug Lofstrom to be paid hourly at a maximum of 150 hours at an amount of ten-thousand dollars or less to complete study
- Not duplicating efforts with work that has already been done, example the master site plan work
- Tremendous outreach to the EQC users, trainers and operator

Lisa Sabo, EQC trainer, discussed her history, education and involvement with the EQC. She requested equestrian involvement in the market study.

Cindy Massaro echoed the previous speaker's sentiment and shared her appreciation to the Board for preserving the EQC and looking at ways to integrate it into the community.

Gibran Stout spoke in support of the study and the need for a new operating model. She offered her knowledge and experience to help with the study. She asserted the need for the Board to look at the expenses and financial documents of operating the facility. She suggested the facility be run by a non-profit for greater transparency and sponsorship opportunities for programing and facility improvement.



Reggie Mundekis spoke in support of the market study. She shared her concerns with the month-to-month operations contract and aging facilities not maintained by the current operator required under the contract. She spoke in support of Mr. Lofstrom conducting the study in a cost-effective way. She asserted the need to make the EQC more accessible to the rest of the community, more integrated into the OC Fair and local programs, to have low-cost programs for community members and credentialed equine therapy programs.

**ACTION:** Vice Chair La Belle motioned and Director Ruiz seconded to approve the Equestrian Center study, vision, goals and deliverables as presented and outlined in the staff report. **MOTION CARRIED. AYES: Chair Rubalcava-Garcia, Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

**G. Discussion About the Use of Legislative Representation Services and Vote on Whether or Not to Continue the Service**  
Action Item

Chair Rubalcava-Garcia presented the Governance Committee's recommendation to suspend the use of legislative representation services.

CEO Richards shared the current contract for legislative representation services expires at the end of February and would need to go back out to RFP to secure. She explained the current contract with Gonsalves and Son has a five-thousand dollar a month retainer and shared her concern for that cost. She recommends letting the current contract expire and not to go out to RFP for at least this year as a cost savings measure. She also explained that OCFEC receives the same services that Gonsalves and Son provides by way of OCFEC's membership with Western Fairs Association (WFA) and the Board seat of the California Fairs Alliance putting OCFEC at the forefront of any legislative information or news related to fairs comes out.

Board and staff discussion ensued, items discussed:

- Having the ability to use Gonsalves and Son for legislative services on an hourly basis for specific projects if OCFEC is not aligned with the direction lobbying efforts going forward by WFA
- Specific projects Gonsalves and Sons provided their services for:
  - Legislation related to 50/50 raffle at the fair (legislation did not get passed)
  - Connections in Sacramento – facilitated setting up meetings with representatives from the Department of General Services and other elected officials that represent the fairgrounds area

**ACTION:** Director Aitken motioned and Director Kovacevich seconded to approve not to renew the legislative representation services contract. **MOTION CARRIED. AYES: Chair Rubalcava-Garcia, Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

The meeting adjourned for a break at 11:47 a.m. and reconvened at 11:53 a.m.

**H. Presentation of Staff Recommendations Regarding 2021 OC Fair Admission Ticket Prices and Vote on Whether or Not to Approve Action Item**

CEO Richards stated the Financial and Audit Committee reviewed staff's recommendations for the pricing for the 2021 OC Fair. She presented the ticket pricing as follows, stating OC FEC would absorb the Ticketmaster fees of approximately \$1 per ticket:

<b>Ticket Type</b>	<b>Weekdays Wednesday/Thursday</b>	<b>Weekends Friday/Sat/Sun</b>
Adults (age 13-59)	\$12	\$14
Children (age 6-12)	\$7	\$7
Children (age 5 and younger)	Free	Free
Seniors (60+)	\$7	\$7

CEO Richards explained tickets will be purchased in advance and date specific, adding most ticket sales will be online, however tickets will be available for purchase at the box office for those that do not have access to a computer.

**ACTION:** Director Cervantes motioned and Director Ruiz seconded to approve the 2021 OC Fair ticket prices as presented wherein OC FEC will absorb the Ticketmaster fees. **MOTION CARRIED. AYES: Chair Rubalcava-Garcia, Vice Chair La Belle, Director Cervantes, Director Ruiz, Director Aitken and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

**I. Presentation on 2021 OC Fair Planning Information Item**

CEO Richards reported that staff, in conjunction with the health officer from the OC HealthCare Agency, believe the prospects of having a 2021 OC Fair is quite good if Orange County will reach the required 70 percent COVID immunity level by early July (along with other COVID related criteria regarding social distancing, face coverings, etc.). She presented three plans/scenarios in which a 2021 OC Fair can happen:

- Plan A: "Modified +" Fair
  - Dates: July 16 - August 15 (23 days; M/Tu dark) / Hours: 10am to 11pm

- 45,000 per day attendance cap (75% capacity) / Tickets purchased in advance online
- No additional Super Pass sales
- Proof of vaccination required / Masks strongly encouraged (need to confirm with what the State/County will require)
- Pacific Amphitheatre and Hangar at full capacity / ASA not activated for programming purposes
- Programming in buildings will shuffle / Pig races moving to Park Plaza / No Explorium tent; kids programming will move
- Concessionaires and merchants will be adjusted to fit new attendance levels
- Gate procedures will change with proof of vaccines and potential “Blade” equipment
- Parking on-site and at OCC
- ASA for back-of-house storage
- Overall layout changes
- Marketing/Communications will launch “How to Fair”
  - If Orange County immunity trend is not good by April, then move to Plan B
- Plan B: Move to Fall dates (dates TBD)
  - If Orange County immunity trend is not good by July, then move to Plan C
- Plan C:
  - Pivot to a drive-thru fair experience

Board and staff discussion ensued, items discussed:

- Proof of vaccinations mandatory or not - need state or OC Health Agency to confirm requirement (OC required to be at 70% immunity to have an in-person fair)
- Concerns with the capacity at the Pacific Amphitheatre
- Social distancing
- Availability of RCS – the carnival provider (staff continues to meet regularly with RCS)
- Outreach to local Orange County restaurants and expanding diversity in the food at the OC Fair
- Discussion to push dates to the Fall – to go with Plan B

Rita Jakel, 4H Program Coordinator, spoke in support of 4-H and livestock programs at the OC Fair and urged the Board to support the youth of OC by having a fair.

Carla Montgomery spoke in opposition of mandatory COVID vaccination and face coverings. She shared how vaccinations adversely affected her child.

Cindy Massaro spoke in opposition of mandatory COVID vaccination and face coverings, stating it will exclude people from the fair. She asserted the vaccination is still in the experimental phase.

Todd Martin spoke in opposition of mandatory COVID vaccination and face coverings.

Kellie Avakian spoke in opposition of mandatory COVID vaccination and face coverings, stating that it would exclude people with certain conditions and kids. She spoke in support of local restaurants at OC Fair.

Tojia Fitzgerald spoke in opposition of mandatory COVID vaccination, stating it is currently too experimental.

Board and staff discussion regarding OCFEC being a State property and will have to follow State directives regarding vaccines or masks.

Board requests staff to provide updated 2021 OC Fair plans at February Board meeting.

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


**B.** Personnel: The Board will meet in closed session to consider the evaluation of performance of the General Manager / CEO. [Gov. Code, § 11126, subd. (a.)]

No closed session took place.

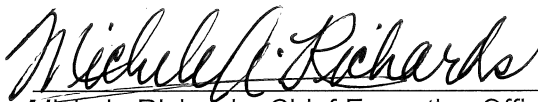
**12. NEXT BOARD MEETING: FEBRUARY 25, 2021**

**13. ADJOURNMENT MOTION TO ADJOURN**

The meeting adjourned at 12:56 p.m.



Natalie Rubalcava-Garcia, Chair



Michele Richards, Chief Executive Officer