

**MINUTES OF OCFEC BOARD OF DIRECTORS MEETING
HELD JANUARY 27, 2022**

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/2022/01/09161054/22_01_January_Board_Transcript.pdf) website.

https://s3.us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2022/01/09161054/22_01_January_Board_Transcript.pdf

1. CALL TO ORDER:

Chair La Belle called the meeting to order at 9:33 a.m.

2. MISSION STATEMENT

3. PLEDGE OF ALLEGIANCE:

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

4. DIRECTORS PRESENT (via Zoom):

Chair La Belle, Vice Chair Pham, Director Rubalcava-Garcia, Director Cervantes, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei.

Director Cervantes joined the meeting after roll call at 10:22 a.m.

DIRECTORS ABSENT/EXCUSED: and Director Ruiz.

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; Summer Angus, OCFEC Executive Assistant; Josh Caplan, Office of the Attorney General; Kathy Swank, transcriptionist; Reggie Mundekis

5. MINUTES:

A. Board meeting held December 7, 2021

Action Item

B. Board meeting held December 16, 2021

Action Item

ACTION: Director Rafiei motioned and Director Bagneris seconded to approve the minutes from the Board meeting held December 7, 2021.

MOTION CARRIED. AYES: Chair La Belle, Director Rubalcava-Garcia, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei. NAYES: None. ABSTENTIONS: None. Due to technical difficulties Vice Chair Pham did not vote.

ACTION: Director Rafiei motioned and Chair La Belle seconded to approve the minutes from the Board meeting held December 16, 2021.

MOTION CARRIED. AYES: Chair La Belle, Director Bagneris, Director

Aitken and Director Rafiei. NAYES: None. ABSTENTIONS: Director Rubalcava-Garcia and Director Kovacevich. Due to technical difficulties Vice Chair Pham did not vote.

6. MATTERS OF PUBLIC COMMENT

None.

7. CONSENT CALENDAR: (Policy 4.3.4)

A. Standard Agreements (New): SA-007-22YR

- i. **Standard Agreement Amendments (Exercise Option):** SA-062-20YR (Amend.#1); SA-110-20YR (Amend. #1); SA-129-20YR (Amend. #1); SA-134-20YR (Amend. #1)

B. Rental Agreements: R-002-22; R-004-22; R-005-22; R-006-22; R-007-22; R-008-22; R-012-22; R-018-21; R-021-22; R-022-22; R-039-22; R-041-22; R-042-22; R-043-22; R-046-22; R-048-22; R-051-22; R-052-22; R-053-22; R-054-22

- i. **Rental Agreement Amendments:** R-041-22 (Amend. #1) ; R-043-22 (Amend. #1)

C. Active Joint Powers Authority Agreements (New): None.

D. 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 14, 2022.*

- i. None.

E. 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. 12/03/2021 – Circular Letter F2021-11
- ii. 01/06/2022 – State Rules for California Fairs

-End of Consent Calendar-

CEO Richard pulled Rental Agreements R-007-22 and R-048-22 due to cancellations.

ACTION: Director Aitken motioned and Director Bagneris seconded to approve the Consent Calendar with Rental Agreements R-007-22 and R-048-22 pulled due to cancellations. **MOTION CARRIED. AYES: Chair La Belle, Director Rubalcava-Garcia, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei. NAYES: None. ABSTENTIONS: None.** Due to technical difficulties Vice Chair Pham did not vote.

8. GOVERNANCE PROCESS

A. 3-Year Strategic Planning Workshop #4 to Discuss Property Strategic Direction

Action Item

CEO Richards summarized what the Board has accomplished so far from the other workshops. She asked the Board to keep the following questions, related to the property, in mind when they review the programming direction previously developed:

- How does our property support this strategic direction?
 - What buildings and grounds currently support the annual OC Fair, year-round events, equestrian center, educational assets and community support goals?
 - What changes need to be made to achieve the Board's strategic direction?
 - Does the draft Master Site Plan concept provide some answers?
 - What does the Infrastructure Audit say about the current property?
 - What are the priorities?

CEO Richards listed the strategic direction statements the Board developed in the other workshops regarding the Equestrian Center, the annual OC Fair, year-round events, educational assets/foundations and community support.

CEO Richards gave a timeline and review of the master site plan process. She reviewed the six proposed phases of the draft master site plan originally proposed; stating some projects may not be relevant due to changes since presented.

CEO Richards listed the following considerations and recommendations:

1. Start research and development for the proposed Livestock/Equine "Agriplex"
 - A. This accomplishes the Board's strategic direction of expanding equine and agriculture programming and education and integrating into other OC FEC activities throughout the year, including the OC Fair and Imaginology.
2. Give direction to a Board committee to map out next steps for the Equestrian Center and report to the Board in February or March
 - A. This accomplishes the Board's strategic direction for self-operation and to serve as a public benefit venue.
3. Schedule a phase-by-phase review of the draft Master Site Plan concept by the full Board
 - A. This will allow the Board to do a phase-by-phase review of the current draft plan and determine which elements address the Board's strategic direction and which elements are no longer relevant, then to prioritize projects within the plan.

Director Rubalcava-Garcia agreed with the recommendation from staff (highlighted above) and encouraged moving forward.

Chair La Belle spoke in support of the recommendations and suggested referring item number two to the Facilities Committee (highlighted above).

Director Bagneris spoke in support of the prior comments and the recommendation.

ACTION: Director Rubalcava-Garcia motioned and Director Bagneris seconded to approve the recommendations presented by staff (highlighted above) with the Facilities Committee assigned to map out next steps for the Equestrian Center and report to the Board in February or March. **MOTION CARRIED. AYES: Chair La Belle, Vice Chair Pham, Director Rubalcava-Garcia, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei. NAYES: None. ABSTENTIONS: None.**

- B. Discuss and Vote on Whether to Approve Fourth Amendment to Food Service Management Agreement Between Ovations Fanfare, L.P. and the District

Action Item

CEO Richards presented the staff report.

ACTION: Director Aitken motioned and Director Rafiei seconded to approve the fourth amendment to food service management agreement between Ovation Fanfare, L.P. and the District as presented. **MOTION CARRIED. AYES: Chair La Belle, Vice Chair Pham, Director Rubalcava-Garcia, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei. NAYES: None. ABSTENTIONS: None.**

C. Presentation of Carnival Services Agreement and Vote on Whether to Approve

Action Item

CEO Richards presented the staff report.

Director Rubalcava-Garcia spoke in support of RCS's carnival operation.

ACTION: Director Bagneris motioned and Director Rubalcava-Garcia seconded to approve the Carnival Services Contract (Standard Agreement SA-008-22FT). **MOTION CARRIED. AYES: Chair La Belle, Vice Chair Pham, Director Rubalcava-Garcia, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei. NAYES: None. ABSTENTIONS: None.**

D. Consideration of and Vote on Whether to Approve Resolution and Policy Recognizing February as Black History Month and Direction for Staff to Fly Pan-African Flag on the Fairgrounds for the Month of February

Action Item

Director Rafiei, on behalf of the Community Affairs Committee, respectfully asked the Board to unanimously support the resolution and policy to fly the flag for Black History Month moving forward.

She read a letter from Tustin Councilmember, Letitia Clark regarding the importance of Black History Month and in support of flying the Pan-African flag for the month of February.

Reggie Mundekis asked if the rainbow flag will remain up when the Pan-African flag flies in February. She cautioned the Community Affairs Committee against taking public applications to fly flags at public request, giving an example of a pending Supreme Court case from a similar program in Boston. She suggested flying flags to commemorate what the Board is celebrating that month and if there is not a particular flag recognizing a particular heritage/celebration/history group, staff can design one.

Chair La Belle and Director Bagneris confirmed the rainbow flag would continue to fly while the Pan-African flag flies.

Board discussion ensued regarding the flag, items discussed:

- If the Pan-African flag represents the black community as a whole
 - The Pan-African flag was brought forward by black leaders in Orange County for flying for Black History Month
 - The Pan-African Flag is flown all over the country to celebrate Black History month
- Hispanic Heritage month does not have a flag that represents all Hispanics
- Suggestion to go out to the community to determine what representation is appropriate for any particular group
- If other state agencies fly the Pan-African flag, or other flags related to race or culture
 - Some school districts throughout California fly the flag during Black History month
- Flag is a visual symbol of support
- Suggestion to have the committee come back with recommendations for other heritage/history/cultural months (example Asian Pacific Islander, Hispanic Heritage, etc.) for discussion at the next Board meeting
- Reinforce the fact that all people are welcome regardless of what flag is flying
- Diverse county/get public feedback

Director Cervantes joined the meeting.

ACTION: Director Rubalcava-Garcia motioned and Director Rafiei seconded to approve the resolution and policy recognizing February as Black History Month and direction for staff to fly the Pan-African Flag on the Fairgrounds for the month of February. **MOTION CARRIED:** Chair La Belle, Vice Chair Pham, Director Cervantes, Director Rubalcava-Garcia, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei. **NAYES:** None. **ABSTENTIONS:** None.

E. Committee / Ad Hoc Committee / Liaison Report
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 agendaized for a future Board meeting.

- i. Leadership Committee (Chair La Belle, Committee Chair; Vice Chair Pham)
- ii. Financial Monitoring and Audit Committee (Director Kovacevich, Committee Chair; Director Bagneris)
- iii. Facilities Committee (Director Ruiz, Committee Chair; Director Aitken)
- iv. Governance Committee (Director Cervantes, Committee Chair; Director Rubalcava-Garcia)
- v. Community Affairs Committee (Director Bagneris, Committee Chair; Director Rafiei)
- vi. Entertainment and Business Development Committee (Director Rubalcava-Garcia, Committee Chair; Director Cervantes)
- vii. Governmental Relations Committee (Director Aitken, Committee Chair; Director Pham)
- viii. Centennial Farm Foundation Liaison (Director Kovacevich, Director Rafiei)
- ix. Heroes Hall Veterans Foundation Liaison (Director Cervantes, Chair La Belle)

Chair La Belle, on behalf of the Leadership Committee, reported:

- Committee met with staff for input and review of the agenda
- Committee will continue to meet on a monthly basis

Director Kovacevich, on behalf of the Financial Monitoring and Audit Committee, reported:

- The committee met with staff on January 21st
 - Reviewed the December financials
 - Discussed scoring process for RFPs and the status of the carnival RFP
 - Timing of the 2021 audit

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

- Detailed report attached to the meeting materials
- Continuing monthly updates of the capital expenditures projects
- Work done on the serenity project:
 - Contacted CCA to get a timeline and initial information to bring back to the Boards related to the scope, cost and realistic timeframe of the project

- Trying to get a letter of understanding and to stick to the commitment to have something before the Board to consider before the fair

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

- Committee met on January 14th
 - Committee started a preliminary review of all the policies
 - The committee identified a few policies that need to be updated that will be brought forward at a later date

Director Rubalcava-Garcia, on behalf of the Entertainment and Business Development Committee, reported:

- Committee has discussed the current entertainment lineup for 2022
- Committee has asked staff to provide a list with booked talent and the committee will continue to update the Board

The Chair requested the Governmental Committee look at and explore the possibility of having a Habitat for Humanity type home build program at OC FEC.

Chair La Belle announced that per request by Director Kovacevich be removed from the Centennial Farm Foundation and that Director Ruiz will replace him.

CEO Richards, on behalf of the Community Affairs Committee, reported:

- Committee met on January 17th and received a progress report from staff on the community diversity public art project which will incorporate lighting and the light towers at Plaza Pacifica
- Project on dual tracks:
 - The Facilities Department is assessing and refurbishing the light tower as needed
 - Chief Business Development Officer, Joan Hamill is coordinating and leading meetings with staff to determine the plan for creating and developing artwork
 - The goal is to have the project completed in time for the 2022 OC Fair

9. CLOSED SESSION (Closed to the Public)

No Closed Session held.

10. CEO'S OPERATIONAL ANNOUNCEMENTS AND UPDATES

CEO Richards reported the following:

- National commander of the American Legion visited Heroes Hall in December

- OC FEC has a newly-wrapped OC Fair van
- Staff attended the Western Fairs Association annual convention in Reno, NV and brought back a number of first and second place awards
- On Feb. 16, 2022, Heroes Hall Museum & Education Center will open a new special exhibit called *Fighting for the Right to Fight: African American Experiences in World War II*.
 - Special opening ceremony to be held February 19th
- Continued and updated SB1383 compliance (reduction of organic waste) at OC FEC
- The passing of long time OC Fair entertainer, Ed Russell of Russell Brother Circus

CEO Richards presented the December financial statements.

Joan Hamill, Chief Business Development Officer, provided an overview of upcoming events at OC FEC.

Chair La Belle suggested the Governmental relations committee to look at getting the OC Fair van out in the communities/cities.

11. BOARD OF DIRECTORS MATTERS OF INFORMATION

Director Bagneris wished everyone a Happy New Year. She thanked her fellow Board members for their vote to fly the Pan-African flag for Black History Month and is looking forward to celebrating the month. She praised the creativity of staff.

Director Kovacevich stated 2022 is off to a great start and shared his positivity. He spoke in support of the Community Affairs Committee and the Board's vote to fly the flag for Black History Month.

Director Rafiei thanked her fellow Board members for a wonderful experience working with them and thanked Director Rubalcava-Garcia for her help when first joining the Board. She thanked staff for their hard work and love of the fair.

Vice Chair Pham thanked staff for a smooth meeting.

Director Cervantes thanked staff and Board and wished everyone a happy Valentine's Day.

Director Aitken thanked everyone for a great meeting. She shared her condolences to the family of Ed Russell of Russell Brothers Circus.

Chair La Belle thanked staff for the helpful and informative strategic plan presentation. He thanked the Board committees for their work and shared his hopes to be able to have in-person meetings.

Director Rubalcava-Garcia shared that friend of the fair and Heroes Hall Board member, Bobby McDonald's father passed away on January 13th. She asked everyone to send their condolences.

12. NEXT BOARD MEETING: FEBRUARY 24, 2022

13. ADJOURNMENT

The meeting adjourned at 10:59 a.m.

Doug La Belle, Chair

Michele Richards, Chief Executive Officer