

**MINUTES OF OCFEC BOARD OF DIRECTORS MEETING
HELD MARCH 24, 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 website.

https://s3.us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2022/03/12144948/22_03_March_Board_Transcript.pdf

1. CALL TO ORDER:

CEO Richards, on behalf of Chair La Belle, called the meeting to order at 9:31 a.m.

2. MISSION STATEMENT

3. PLEDGE OF ALLEGIANCE:

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

4. DIRECTORS PRESENT (via Zoom):

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

Directors Rubalcava-Garcia and Ruiz joined the meeting shortly after roll call.
Director Cervantes joined the meeting during Agenda Item 6.

DIRECTORS ABSENT/EXCUSED: None.

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; Leigh-Ann Kazolas; Jeanine Robbins; Reggie Mundekis; Gibran Stout; Theresa Sears

5. MINUTES:

A. Board meeting held February 24, 2022
Action Item

ACTION: Director Rubalcava-Garcia motioned and Director Rafiei seconded to approve the minutes from Board meeting held February 24, 2022. **MOTION CARRIED. AYES: Chair La Belle, Director Rubalcava-Garcia, Director Ruiz, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei. NAYES: None. ABSTENTIONS: Vice Chair Pham and Director Ruiz**

6. MATTERS OF PUBLIC COMMENT

Leigh-Ann Kazolas, Equestrian Center (EQC) user, spoke in support of staff's action, cooperation and response regarding the equine EHV-1 virus outbreak.

Jeanine Robbins inquired when Policy 6.05 (regarding cannabis) would be agendized for discussion.

Chair La Belle stated Policy 6.05 is scheduled to be on the April agenda.

7. CONSENT CALENDAR:

A. Standard Agreements (New): SA-016-22PA; SA-024-22PA; SA-025-22PA; SA-027-22GE; SA-028-22GE; SA-029-22GE; SA-030-22GE; SA-031-22GE; SA-032-22GE; SA-033-22SP; SA-034-22PA; SA-035-22HB; SA-036-22GE; SA-037-22GE; SA-038-22GE; SA-039-22GE; SA-040-22GE; SA-041-22GE; SA-042-22GE; SA-043-22GE; SA-044-22GE; SA-045-22SP; SA-046-22FT; SA-047-22YR; SA-048-22YR; SA-049-22FT; SA-050-22YR; SA-051-22IO; SA-052-22IO; SA-053-22IO; SA-054-22IO; SA-055-22IO; SA-056-22IO; SA-057-22IO

i. Standard Agreement Amendments (Exercise Option): SA-164-18YR (Amend. #2); SA-238-18YR (Amend. #5); SA-050-19YR (Amend. #2); SA-115-19YR (Amend. #2); SA-118-19YR (Amend. #3); SA-236-19YR (Amend. #2); SA-254-19YR (Amend. #2)

B. Rental Agreements: 22 IO-FE 01; 22 IO-FE 02; 22 IO-FE 03; 22 IO-FE 04; 22 IO-FE 05; 22 IO-FE 06; 22 IO-FE 07; 22 IO-FE 08; 22 IO-FE 09; 22 IO-FE 10; 22 IO-FE 11; 22 IO-FE 12; 22 IO-FE 13; 22 IO-FE 14; 22 IO-FE 15; 22 IO-FE 16; 22 IO-FE 17; 22 IO-FE 18; 22 IO-FE 19; 22 IO-FE 20; 22 IO-FE 21; 22 IO-FE 22; 22 IO-FE 23; 22 IO-FE 24; 22 IO-FE 25; 22 IO-FE 26; 22 IO-FE 27; 22 IO-FE 28; 22 IO-FE 29; 22 IO-FE 30; R-013-22; R-016-22; R-032-22; R-035-22; R-049-22; R-058-22; R-060-22; R-072-22; R-075-22; R-076-22; R-077-22; R-082-22; R-083-22; R-084-22

i. Rental Agreement Amendments: R-030-22 (Amend. #1); R-075-22 (Amend. #1); R-056-22 (Amend. #1)

C. Active Joint Powers Authority Agreements (New): 03222003; 03222005

D. Commercial Rental Agreements: IMCOM-01-22; IMCOM-02-22; IMCOM-03-22; IMCOM-04-22

E. Concession Rental Agreements: IMFO-01-22; IMFO-02-22; IMFO-03-22; IMFO-04-22; IMFO-05-22; IMFO-06-22; IMFO-07-22; IMFO-08-22; IMFO-09-22; IMFO-10-22

F. Independent Amusement Rental Agreements: IMIA-01-22

G. Judging Agreements: IO-001-22; IO-002-22

H. 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 April agenda is April 15, 2022.

i. None.

I. 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. 3/4/2022 Circular Letter F2022-03 YQCA Platform Transition

-End of Consent Calendar-

ACTION: Director Cervantes motioned and Director Aitken seconded to approve the Consent Calendar. **MOTION CARRIED. AYES: Chair La Belle, Vice Chair Pham, Director Rubalcava-Garcia, Director Cervantes, Director Ruiz, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei. NAYES: None. ABSTENTIONS: None.**

8. GOVERNANCE PROCESS

A. Presentation of Draft Strategic Plan Document and Vote on Whether or Not to Move to Public Feedback

Action Item

CEO Richards presented the draft strategic plan document and recommended that if approved, posting the draft plan for public feedback.

Reggie Mundekis spoke in support of the board and staff's efforts in the plan and using OC FEC's large data base for public feedback. She suggested sending copies to the City of Costa Mesa, Newport-Mesa School district, Orange Coast College and groups like 4H and FFA for feedback, or buy-in to the direction to possibly build more synergies.

Chair La Belle suggested the Governmental Affairs Committee work with staff to structure a mechanism to get the plan into the hands of Orange County mayors/city councils/city managers after it is finalized.

ACTION: Director Rubalcava-Garcia motioned and Directors Aitken, Ruiz and Bagneris seconded to approve staff to move forward with posting the draft strategic plan document for public feedback. **MOTION CARRIED. AYES: Chair La Belle, Vice Chair Pham, Director Rubalcava-Garcia, Director Cervantes, Director Ruiz, Director Bagneris, Director Aitken, Director Kovacevich and Director Rafiei. NAYES: None. ABSTENTIONS: None.**

B. Phase-by-Phase Review of Draft Master Site Plan Concept and Vote on Next Steps

Action Item

CEO Richards presented the 2018 draft master site plan, phase by phase, and asked the board to consider each phase of the draft in alignment with the Board's strategic plan.

Board discussion ensued regarding the expansion of the administration building phase of the MSP concept, items discussed:

- Camping availability and relocation
- Support for consolidating staff under one roof to enhance efficiencies and operations of the organization

Board discussion ensued regarding the creation of an “agriplex” phase of the MSP concept, items discussed:

- Bench seating vs stadium seating in the Action Sports Arena
 - Stadium seating more comfortable and will enhance activities booked in the arena

Board discussion ensued regarding the Equestrian Center (EQC) phase of the MSP concept, items discussed:

- Board on record stating the EQC to remain at OCFEC
- EQC maintenance issues
- EQC to be put in a position to be fully integrated into the overall operations of the OCFEC
- Staff not recommending any of the changes that were in the original draft master site plan for this area
- EQC maintenance costs not reimbursed to OCFEC by operator

Board discussion regarding the Pacific Amphitheatre phase of the MSP concept, items discussed:

- Revenue generator, moving forward sooner rather than later
- Entertainment Committee recommends prioritizing
- Renovation required to compete with other venues in the area

Board discussion ensued regarding the perimeter fence and site improvements phase of the MSP concept, items discussed:

- Wayfinding signage critical for traffic congestion
- Staff not recommending immediate prioritization

Board discussion ensued regarding the main entrance relocation phase of the MSP concept, items discussed:

- Solar on top of building(s) (Admin building)
- Relocation of entrance cost not worth the gain
 - Staff not recommending

Reggie Mundekis question that Baja Blues was not mentioned in any of the phases and asked if it was staying. She inquired how OCFEC is going to pay for these projects. She shared her concern for the organization taking on large debt financing and urged the Board to think carefully about the financing of the project.

Gibran Stout shared her concerns regarding debt financing and reminded the Board the draft master site plan was created six years ago under a different Board and the cost estimates were much less than they would be today. She spoke in support of the agriculturally focused educational projects. She urged the Board to include end users in the planning process. She asked the Board to reconsider reinstating the EQC committee or create an Agricultural Education Committee.

CEO Richards listed staff recommended next steps:

- Staff to develop a plan based on logical priority of projects and a reasonable timeline
- Internally develop concepts to bring back to the Board

- Develop a finance plan in coordination of CCA

Vice Chair Pham shared his concerns with regard to financing and debt load.

Chair La Belle spoke in support of a pay as you go plan with the flexibility to adjust depending on the circumstances.

CEO Richards stated once approved, staff would drive on with the internal steps and see what can be accomplished pre-fair. She added staff can report progress at the April Board meeting as well as keeping the Facilities Committee updated along the way.

ACTION: Director Bagneris motioned and Director Cervantes seconded to move forward with staff's recommendations: to develop a plan based on logical priority of projects and a reasonable timeline, to internally develop concepts to bring back to the Board and develop a finance plan in coordination of CCA.

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

C. Review of Amendment to Board Policy 6.04 (High Profile Event Policy) and Vote to Ratify

Action Item

ACTION: Director Cervantes motioned and Director Bagneris seconded to ratify Policy 6.04 (High Profile Event Policy) as presented and previously amended.

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

D. Preview of Imaginology 2022

Information Item

Joan Hamill, Chief Business Development Officer, gave a preview of the 2022 Imaginology event.

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)

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

- The committee met with staff on March 18th and:
 - Reviewed the February financials
 - The district continues to perform well against the 2022 budget
 - Staff shared some of the bids for goods and services are coming in much higher than budgeted in comparison to 2021 numbers (trend expected to continue)
 - A mid-year reforecast will be presented at the June Board meeting

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

- The committee met with staff on March 21st and:
 - Discussed the initial concepts for the public art project on Plaza Pacifica
 - The committee is interested in using video panels for customized messaging and graphics
 - Staff will research potential costs and bring back to the committee
 - The committee developed a calendar of cultural events and activities
 - The committee will be developing an established criteria for inclusion

Director Rafiei announced that March is Women's History Month.

CEO Richards, in celebration of Women's History Month, showed a slide regarding women's contributions to California agriculture. CEO Richards also presented a slide in recognition and celebration of Persian New year.

Director Rafiei shared and explained the Persian New Year celebration called Nowruz.

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

- The committee met with staff on March 1st and:
 - Was presented with a comprehensive overview of the talent-securing process that is used for fairtime acts

- Size of the venue and money can be challenging to secure acts
- Enhancing/upgrading the facility would be beneficial

Director Aitken, on behalf of the, Governmental Relations Committee, thanked Reggie Mundekis for suggesting a junior ROTC program in conjunction with Heroes Hall. She also reported:

- The committee is recommending the “State of the Fair” event the committee was tasked with, be an address during the fair as opposed to planning a separate event outside fairtime (but would like input from the Board)
- The committee is looking for Board volunteers to give fair updates to their individual cities (at a city council meeting, community group, clubs, etc.)

Director Rafiei, on behalf of the, Centennial Farm Foundation, reported the foundation met last week and is encouraging people to attend the fundraising event on April 29th at Raahauge’s.

Director Ruiz reiterated the need for people to attend and participate in the event.

CEO Richards, on behalf of the, Heroes Hall Veterans Foundation (HHVF), gave a report on the serenity walk project:

- Staff has had initial meetings with CCA
 - CCA has engaged a landscape architect from Orange County, who did a walkthrough of the proposed site
- Staff met with the president of the HHVF and also a representative from the VA to understand elements that should be included in the project
- Concepts drawings are estimated to be presented in May

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

The Board adjourned to closed session at 11:14 a.m. and reconvened at 11:48 a.m.

Items to report out of closed session: None.

10. **CEO’S OPERATIONAL ANNOUNCEMENTS AND UPDATES**

CEO Richards reported the following:

- 2021 vs 2019 OCFEC media statistics
- OCFEC recertified as a GBAC (Global Biorisk Advisory Council) STAR facility
- New logo sign installed on the administration building
- The passing of beloved Alley, the Holstein at Centennial Farm, due to kidney failure
- OCFEC’s Heroes Hall Supervisor, Carol Singleton was honored by US Senator Michelle Steel as a Woman of Distinction for her work in veterans services
- Cesar Chavez Day recognized at OCFEC

CEO Richards presented the February financial statements.

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

11. BOARD OF DIRECTORS MATTERS OF INFORMATION

Chair La Belle stated the intent to have an in-person Board meeting on April 28th in the administration building. He added the room will be set for distancing to have a healthy and productive meeting.

12. NEXT BOARD MEETING: APRIL 28, 2022

13. ADJOURNMENT

The meeting adjourned at 12:04 p.m.



Doug La Belle, Chair



Michele Richards, Chief Executive Office