



Board of Directors Meeting

October 27, 2022

Good morning.

The meeting will begin just after 9:30 a.m. For members of the public on Zoom – for Public Comment, please use the chat function to communicate to the meeting secretary to indicate which agenda items you would like to speak to.

Please keep your device on mute until called upon to speak.

If using the Zoom dial-in option, use *6 to mute and un-mute your phone.

Please take notice that this public meeting of the 32nd District Agricultural Association, a California state institution, is being recorded using video recording equipment. Please also take notice that the 32nd District Agricultural Association will release video recordings of its public meetings where required under California law.

Please keep your device on mute

The Mission of OCFEC is...

**Creating equitable community access to
agriculture, entertainment, cultural and
educational experiences**



3. Pledge of Allegiance



4. Roll Call

Board of Directors

Chair Doug La Belle

Vice Chair Newton Pham

Director Natalie Rubalcava-Garcia

Director Sandra Cervantes

Director Robert Ruiz

Director Barbara Bagneris

Director Ashleigh Aitken

Director Nick Kovacevich



5. Minutes

A. Board meeting held June 23, 2022

Action Item

B. Board meeting held September 22, 2022

Action Item

C. Board meeting held October 6, 2022

Action Item



6. Matters of Public Comment

Public comment is allowed on issues NOT on the current Agenda. However, no debate by the Board shall be permitted on such public comments, and no action will be taken on such public comment items at this time, as law requires formal public notice prior to any action on a docket item. Speakers are requested to sign in prior to the start of the meeting and are limited to three minutes.

Comments will be accepted on all other Agenda items at the time each item is listed on the Agenda. Speakers wishing to address the Board on items on the agenda are requested to sign in prior to the start of the meeting and identify the agenda item(s) on which you desire to address the Board. Speakers are limited to three minutes.



7. Consent Calendar

All matters listed under Consent Calendar are operational matters about which the Board has governing policies, implementation of which is delegated to the CEO. They will be enacted in one motion by category in the order listed below. There will be no discussion of these items prior to the time the Board of Directors votes on the motion, unless members of the board, staff or public request specific items to be discussed separately and/or removed from this section.

Any member of the public who wishes to discuss Consent Calendar items should notify the Chair of the Board, at the time requested and be recognized by invitation of the Chair to address the Board.



8A. Discussion Regarding Heroes Hall Veterans Foundation and Centennial Farm Foundation MOUs, By-Laws and Relationship with District, and Vote to Provide Direction to Staff on Next Steps

The current Memoranda of Understanding (MOUs) between the District and its two Foundations are both set to expire by the end of 2022. As such, each Foundation has approached the District with its intentions for the future.

The Centennial Farm Foundation (CFF) has expressed the desire to renew its MOU with the District which includes a minimum contribution of \$25,000 per year. Glen Johnson, CFF Board President will address the Board.

The Heroes Hall Veterans Foundation (HHVF) would like to allow its MOU to expire and continue to operate independently of the District, while still providing financial support to Heroes Hall. Nick Berardino, HHVF Board President will address the Board.



8A. Discussion Regarding Heroes Hall Veterans Foundation and Centennial Farm Foundation MOUs, By-Laws and Relationship with District, and Vote to Provide Direction to Staff on Next Steps

RECOMMENDATION:

The Board will review and discuss each Foundation's request, and take action as deemed appropriate.



8B. Vote on Whether or Not to Pre-Approve Out of State Travel for Staff to Attend the 2023 WFA Convention in Reno, Nevada

The State of California requires Board approval for all out-of-state travel by staff. Historically, the Board of Directors approves staff travel expenses as part of the annual budget.

However, the annual Western Fairs Association Convention in 2023 will be held in Reno, Nevada January 15-18, and there is an opportunity for staff to take advantage of early bird discounts and lower air fare if those reservations can be made now. Nevada is not on the list of banned states for state employee travel.

Staff is requesting up to seventeen staff members and two Board members to travel to Reno, NV to attend the 2023 Western Fairs Association Convention at an estimated cost of \$22,325.

RECOMMENDATION:

Approve staff's request for out-of-state travel to attend the 2023 WFA Convention January 15-18 in Reno, Nevada.



8C. Presentation of Proposed 2023 Board Meeting Schedule and Vote on Whether or Not to Approve

Board Policy 3.05 states, “Regular meetings of the Board of Directors will be held monthly on the fourth Thursday or at the discretion of the Board Chair, for no less than eight months per year, with the exception of the November meeting which will be held on the third Thursday or at the discretion of the Board Chair. The December regular meeting date will remain at the Board Chair’s discretion. Because the 32nd DAA hosts the annual OC Fair from mid-July to mid-August, there will not be a July Board meeting unless specifically requested and approved by the Board.”



8C. Presentation of Proposed 2023 Board Meeting Schedule and Vote on Whether or Not to Approve

Based on the Board's approved schedule for meetings in 2022, staff is recommending the following schedule for 2023:

January 26, 2023 at 9:30am

NO MEETING IN JULY

February 23, 2023 at 9:30am

NO MEETING IN AUGUST

March 23, 2023 at 9:30am

September 28, 2023 at 9:30am

April 27, 2023 at 9:30am

October 26, 2023 at 9:30am

May 25, 2023 at 9:30am

November 16, 2023 at 9:30am

June 22, 2023 at 9:30am

December 14, 2023 at 9:30am

RECOMMENDATION:

Approve the 2023 Board meeting schedule as presented.



8D. Consideration of and Vote on the Board of Directors Nominating Task Force Recommendation and Election of Board Officers

At the September 22, 2022 Board meeting, Chair La Belle appointed Directors Aitken and Rubalcava-Garcia to serve on a two-person task force to make a recommendation for Officers of the Board for the upcoming year.

The Task Force members will present their recommendation for Board Chair and Vice Chair for the 2022-2023 term. The new Board Chair and Vice Chair will assume leadership after the October 27, 2022 Board meeting.

RECOMMENDATION:

Approve the Task Force's recommendations for Board Chair and Vice Chair.



8E. 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 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; Chair La Belle)
- vi. Entertainment and Business Development Committee** (Director Rubalcava-Garcia, Committee Chair; Director Cervantes)
- vii. Governmental Relations Committee** (Director Aitken, Committee Chair; Vice Chair Pham)
- viii. Centennial Farm Foundation Liaison** (Director Ruiz)
- ix. Heroes Hall Veterans Foundation Liaison** (Director Cervantes, Vice Chair La Belle)



9. Closed Session

A. Pending Litigation – The Board will meet in closed session to consult with legal counsel regarding the following pending litigation. [Gov. Code section 11126(e).]

- i. To confer with and receive advice from legal counsel regarding potential litigation involving the 32nd District Agricultural Association. Based on existing facts and circumstances, the Board of Directors will decide whether to initiate litigation. (Govt. Code, § 11126, subd. (e).)
- ii. To confer with and receive advice from legal counsel regarding potential litigation involving the 32nd District Agricultural Association. Based on existing facts and circumstances, there is significant exposure to litigation against the 32nd District Agricultural Association. (Govt. Code, § 11126, subd. (e).)
- iii. To confer with counsel, discuss, and consider the following pending litigation to which the 32nd DAA is a party. Adam Carleton v. 32nd District Agricultural Association, et al., Orange County Superior Court, Case No. 30-2020-01174951-CU-OE-CJC
- iv. To confer with counsel, discuss, and consider the following pending litigation to which the 32nd DAA is a party. Talley Amusements, Inc. v. 32nd District Agricultural Association, Orange County Superior Court, Case No. 30-2022-01264282-CU-MC-CJC
- v. To confer with counsel, discuss, and consider the following pending litigation to which the 32nd DAA is a party. B&L Productions, Inc., et al., v. Gavin Newsom, et al., U.S. District Court for the Central District of California, Case No. 8:22-cv-01518 (JDEx)



10. CEO's Operational Announcements & Updates



10. CEO's Operational Announcements & Updates

For November:



OC FAIR &
EVENT CENTER
MASTER SITE
PLAN



For the Month Ended September 30, 2022

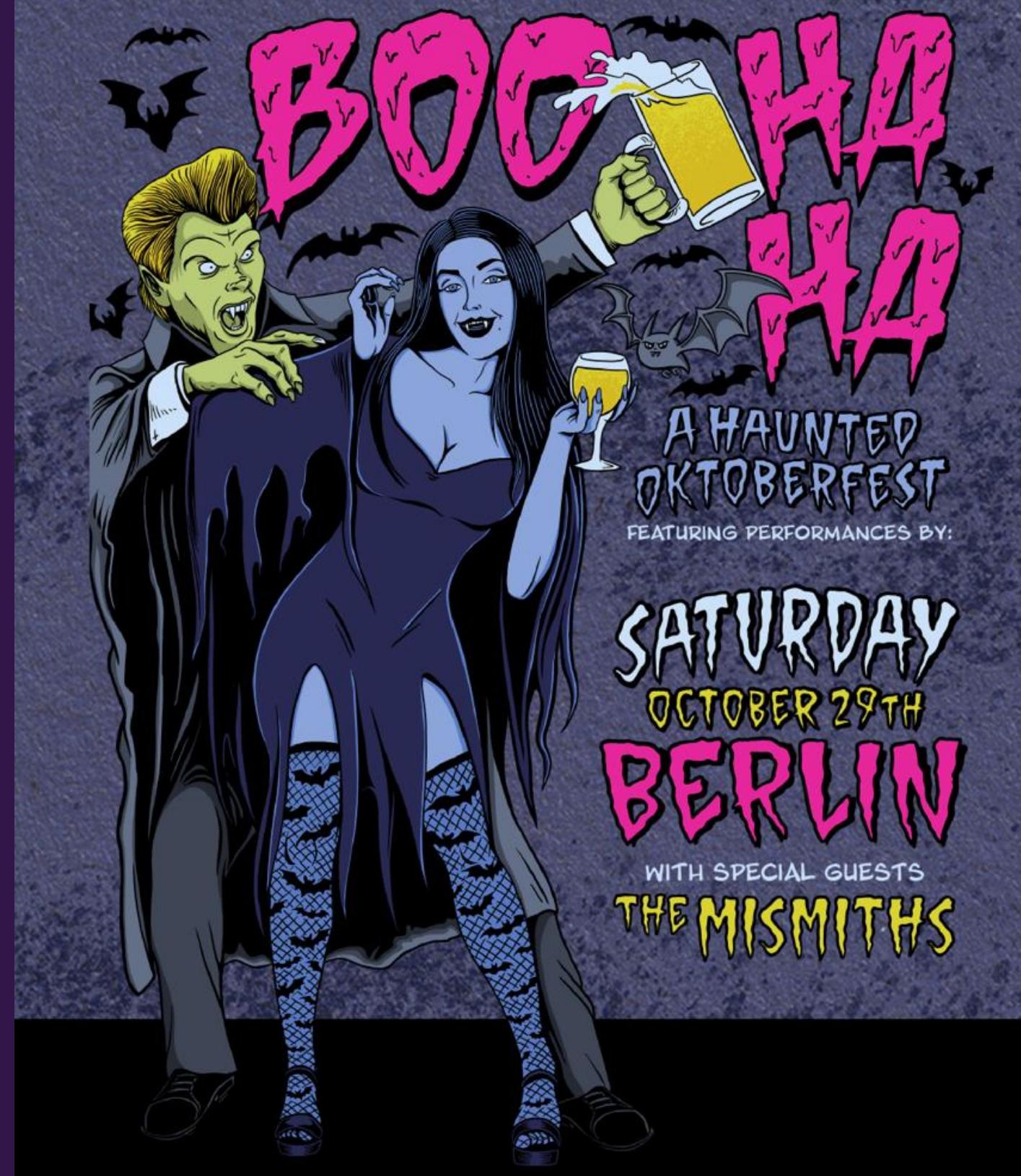
	Actual	Budget	Variance Favorable (Unfavorable)
YTD Revenue	\$ 50,002,754	\$ 51,037,348	\$(1,034,594)
YTD Expenses	<u>\$ 37,857,718</u>	<u>\$ 41,443,318</u>	<u>\$ 3,585,600</u>
YTD Net Proceeds (Deficit)	<u>\$ 12,145,036</u>	<u>\$ 9,594,030</u>	<u>\$2,551,006</u>



Cash and Cash Equivalents

	<u>Sept 30, 2022</u>	<u>Sept 30, 2021</u>
Cash on Hand	\$ 4,035,519	\$ 3,868,048
Investments	<u>\$ 73,652,315</u>	<u>\$58,935,089</u>
Total Cash and Cash Equivalents	<u>\$77,687,834</u>	<u>\$62,803,137</u>
Year over Year Increase	<u>\$14,884,697</u>	
Year over Year % Increase	23.7%	





EVENTS UPDATE - October

Seasonal Adventures Inc.

**PUMPKIN
PATCH**



OCT. 1-31



Oct 27



Oct 29



EVENTS UPDATE - November



EVENTS UPDATE



FARMERS MARKET

Thursdays



EVENTS UPDATE

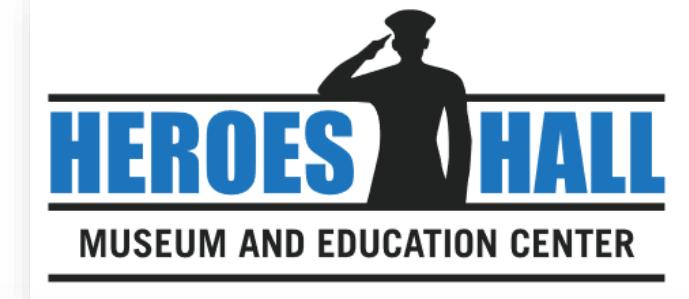
November at Centennial Farm & Heroes Hall



EVENTS UPDATE



Jr. Farmer &
Discover Days



**Armed Only With A Camera:
WWII Photography of
Stanley Troutman**

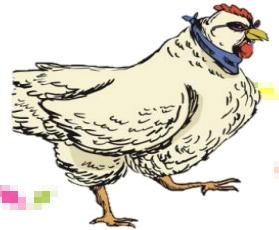
HAPPY BIRTHDAY!

CHAIR LA BELLE

&

DIRECTORS

AITKEN & RUIZ



Director Kovacevich & Family



Congratulations on
the arrival of
your new baby!

11. Board of Directors Matters of Information

2023 Budget Study Session

November 9, 2023 at 3pm

Next Board Meeting

November 17, 2022 at 9:30am

