



In the Matter Of:

ORANGE COUNTY FAIR AND EVENT CENTER

BOARD OF DIRECTORS MEETING

October 27, 2022

Case No:

ORANGE COUNTY FAIR AND EVENT CENTER
BOARD OF DIRECTORS MEETING on 10/27/2022

1 IN THE MATTER OF:

2 32ND DISTRICT AGRICULTURAL ASSOCIATION

3 ORANGE COUNTY FAIR AND EVENT CENTER

4 BOARD OF DIRECTORS MEETING

5 THURSDAY OCTOBER 27, 2022

6 9:30 A.M.

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9 Meeting of the OCFEC Board of Directors, stenographically
10 reported by Charissa De La Torre, a stenographer, commencing
11 at 9:30 a.m. and ending at 11:54 a.m., Thursday, October 27,
12 2022, at 88 Fair Drive, Costa Mesa, California and Zoom.

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ORANGE COUNTY FAIR AND EVENT CENTER
BOARD OF DIRECTORS MEETING on 10/27/2022

1 APPEARANCES OF BOARD MEMBERS:

2 Doug La Belle, Chair
3 Natalie Rubalcava-Garcia, Member
4 Ashleigh Aitken, Member
5 Robert Ruiz, Member

6 ALSO PRESENT:

7 Michelle Richards, Chief Executive Officer
8 Ken Karns, Chief Operating Officer
9 Joan Hamill, Chief Business Development Officer
10 Josh Caplan, Deputy Attorney General
11 Summer Angus, Meeting Secretary

12 PUBLIC SPEAKERS:

13 Reggie Mundekis
14 LeaAnn Kazolas
15 Lisa Sabo
16 Gibran Stouts
17 Glen Johnson
18 Nick Beradino

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1 32ND DISTRICT AGRICULTURAL ASSOCIATION

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4 THURSDAY, OCTOBER 27, 2022

5 9:30 A.M.

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8 MS. RICHARDS: The mission of the OC Fair & Event
9 Center is creating equitable community access to agriculture,
10 entertainment, cultural, and educational experiences.

11 (Pledge of Allegiance)

12 CHAIR LABELLE: Thank you, Nick. Roll call,

13 Summer.

14 MS. ANGUS: Chair La Belle?

15 CHAIR LABELLE: Here.

16 MS. ANGUS: Vice Chair Pham?

17 VICE CHAIR PHAM: Here.

18 MS. ANGUS: Director Rubalcava-Garcia?

19 MS. RUBALCAVA-GARCIA: Here.

20 MS. ANGUS: Director Cervantes?

21 (no answer)

22 MS. ANGUS: Director Ruiz?

23 MR. RUIZ: Here.

24 MS. ANGUS: Director Bagneris?

25 (no answer)

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1 MS. ANGUS: Director Aitken?

2 MS. AITKEN: Here.

3 MS. ANGUS: And Director Kovacevich?

4 MR. KOVACEVICH: Here.

5 CHAIR LABELLE: Thank you, Summer.

6 Just to make an announcement right up on the
7 front-end: Promptly at 10:00, regardless of where we are at
8 on the agenda, I'm going to go to item 8A. The Hero's Hall
9 Foundation President will be calling in, and Glenn Johnson is
10 here from Centennial Farms. So we'll see where we are at at
11 10:00 o'clock.

12 Next item we have is three sets of minutes. We have
13 the minutes from the June 23 meeting.

14 Is there a motion and a second?

15 MR. RUIZ: This is Director Ruiz. So moved.

16 MS. AITKEN: Director Aitken. Second.

17 CHAIR LABELLE: We have a motion and a second.

18 Do you want to call the roll, Summer?

19 MS. ANGUS: Chair La Belle?

20 CHAIR LABELLE: Yes.

21 MS. ANGUS: Vice Chair Pham?

22 VICE CHAIR PHAM: Abstain.

23 MS. ANGUS: Director Rubalcava-Garcia?

24 MS. RUBALCAVA-GARCIA: Yes.

25 MS. ANGUS: Director Ruiz?

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1 MR. RUIZ: Yes.

2 MS. ANGUS: Director Aitken?

3 MS. AITKEN: Yes.

4 MS. ANGUS: And Director Kovacevich?

5 MR. KOVACEVICH: Yes.

6 MS. ANGUS: Thank you.

7 CHAIR LABELLE: Next item is the Board minutes from
8 the September 22 meeting.

9 Is there a motion and a second?

10 MS. AITKEN: This is Director Aitken. Move.

11 MS. CERVANTES: Second. Director Cervantes.

12 CHAIR LABELLE: We have a motion and a second.

13 Summer, please call the roll.

14 MS. ANGUS: Chair La Belle?

15 CHAIR LABELLE: Yes.

16 MS. ANGUS: Vice Chair Pham?

17 VICE CHAIR PHAM: Abstain.

18 MS. ANGUS: Director Rubalcava-Garcia?

19 MS. RUBALCAVA-GARCIA: Yes.

20 MS. ANGUS: Director Cervantes?

21 MS. CERVANTES: Yes.

22 MS. ANGUS: Director Ruiz?

23 MR. RUIZ: Yes.

24 MS. ANGUS: Director Aitken?

25 MS. AITKEN: Yes.

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1 MS. ANGUS: And Director Kovacevich?

2 MR. KOVACEVICH: Abstain.

3 CHAIR LABELLE: Next we have the minutes of the
4 October 6 special meeting of the Board.

5 Is there a motion and a second?

6 MS. AITKEN: This is Direct Aitken. I move.

7 MS. CERVANTES: I second. Director Cervantes.

8 CHAIR LABELLE: Motion and a second.

9 Summer, please call the roll.

10 MS. ANGUS: Chair La Belle?

11 CHAIR LABELLE: Yes.

12 MS. ANGUS: Vice Chair Pham?

13 VICE CHAIR PHAM: Abstain.

14 MS. ANGUS: Director Rubalcava-Garcia?

15 MS. RUBALCAVA-GARCIA: Yes.

16 MS. ANGUS: Director Cervantes?

17 MS. CERVANTES: Yes.

18 MS. ANGUS: Director Ruiz?

19 MR. RUIZ: Yes.

20 MS. ANGUS: Director Aitken?

21 MS. AITKEN: Yes.

22 MS. ANGUS: And Director Kovacevich?

23 MR. KOVACEVICH: Yes.

24 MS. ANGUS: Thank you.

25 CHAIR LABELLE: Next item is matters of public

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1 comment. Could you introduce that please, Michelle?

2 MS. RICHARDS: I will. Public comment is allowed on
3 issues not on the current agenda. However, no debate by the
4 Board shall be permitted on such public comments and no
5 action will be taken on such public comment items at this
6 time. As law requires formal public comment notice prior to
7 any action on a docket item. Speakers are requested to fill
8 out and submit a comment card to the meeting secretary prior
9 to the start of the meeting and are limited to three minutes.
10 Comments will be accepted on all other agenda items at the
11 time each item is listed on the agenda. Speakers wishing to
12 address the Board on items on the agenda are requested to
13 fill out and submit a comment card to the meeting secretary
14 prior to the start of the meeting and identify the agenda
15 item on which you desire to address the Board. Speakers are
16 limited to three minutes.

17 We have three cards for public comment, general
18 public comment. So if you would like, I could call those
19 public speakers.

20 CHAIR LABELLE: Please do that.

21 MS. RICHARDS: First up is Lisa Sabo. Sure, LeaAnn
22 Kazolas?

23 LEAANN KAZOLAS: Hi. Thanks. I'm LeaAnn Kazolas.
24 I'm a member -- a Equestrian Center user. And so throughout
25 last year's strategic planning, we were so excited to hear

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1 about the Board's plans for the equestrian center with OCFEC
2 having more control over the day-to-day management and
3 programming. We had some concerns as horse owners as who
4 would be responsible for feeding the horses, the stall
5 cleaning, the arena maintenance. Because those are
6 specialized jobs, and our horses are currently enjoying an
7 excellent standard of care. And those concerns were
8 alleviated, as you know, the Board said, that they would --
9 were committed to the Equestrian Center as being operated as
10 a best in breed equine venue with the highest standard of
11 care for bordered horses. So we were super excited we were
12 all on the same page. Further to our relief, we are pleased
13 to hear that the OCFEC staff who self-admittedly have little
14 to no equine -- equestrian center care experience, decided to
15 contract out the very specialized portion of the horse
16 feeding, box cleaning, and arena maintenance out for public
17 bid. And it seemed as though staff was looking for someone
18 with experience to ensure the same level of care. So you can
19 imagine our shock and surprise yesterday to learn that the
20 contract was provisionally awarded to a street sweeping
21 company, Lopez Works Inc.

22 Nowhere in the company's literature promotional
23 material indicate that they have any animal care or
24 agriculture experience at all. Holding out hope that maybe
25 someone in their business was looking into branching out into

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1 this, we reached out to Mr. Lopez. He admitted that neither
2 he or anyone in his company has horse care feeding, horse
3 handling, horsemanship's safe stall cleaning experience, nor
4 riding arena maintenance experience. Mr. Lopez admits he
5 does not have a plan for hiring and training staff and any
6 horse care, but will try out a few people, and if they are
7 nice, he'll keep them. He admits that he, his company, nor
8 anyone in his company has ever been responsible for the
9 safety, health, and welfare of the horses. He states that
10 Lopez Works will be teaming up with his friend's company,
11 West Coast Arenas, who has two year's experience in supplying
12 arena sand. It seems unclear if this experience is with
13 English discipline footing or who would be in charge of the
14 harrowing of the arenas twice a day. The state of plan
15 according to Mr. Lopez is the minute they come in on the very
16 first day, they are going to flip the arenas, and his friends
17 at West Coast Arenas would put in one to two inches of new
18 sand, according to whatever West Coast Arenas thinks is best.
19 This "flipping of the arena" is not a term that we understand
20 or know what it is. But if it means renovating the arenas,
21 that's already outside of the scope of the bid, which was
22 already clearly stated that if any arena footing needed to be
23 done, they would be put out to a separate bid. So we didn't
24 think for a minute that the OCFEC would ever put horse health
25 and welfare of our animals in unqualified hands. And it

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1 looks like that might be what's happening.

2 We are very concerned as horse owners, but also as
3 members of the public because the liability could be big.
4 Would OCFEC ever put public safety at risk by hiring a
5 pressure washing company to run and assemble carnival rides?
6 Would they ever award a street sweeping company a food
7 beverage contract to safely feed people when they have never
8 fed people before? Would you hire a street sweeper to feed
9 and care for your kids at a day care? So we strongly urge
10 the Board to direct staff to put out this important bid again
11 in a manner in which experience and qualifications are taken
12 into consideration. We strongly urge staff to draw upon the
13 vast experience and knowledge in the equestrian community
14 on-site. Thank you.

15 MS. RICHARDS: Gibran, do you want to go next or
16 Lisa?

17 GIBRAN STOUT: Sure.

18 MS. RICHARDS: Gibran Stout.

19 GIBRAN STOUT: I don't think I could get as much in
20 in three minutes. Good morning. Gibran Stout here. Very
21 much like LeaAnn, very excited about the plan for the
22 Equestrian Center. Very excited also to see the jobs split
23 into two. Also, very shocked to see a street sweeping
24 company as a purposed bid award. Anyway, you have all seen
25 me here. Meeting after meeting after meeting after meeting.

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1 We are here. We're here to help. We want to help. We want
2 to collaborate. We have a wealth of information. Blah,
3 blah, blah. We have all heard that. We have been promised
4 lots of meetings. Aside from some recent conversations I
5 have had with Eevee, that hasn't happened. And it was met
6 with this bid that was put out; and it seemed to be off-base
7 because there was a lot of things on there that were
8 requested that aren't what our current operations. Not
9 standard for the industry, nor current for the facility. And
10 it seemed to be that this was an IFB versus an RFP, which
11 requires skill.

12 And I can appreciate that a lot of people perhaps
13 preparing it may not appreciate the level of skill that goes
14 into feeding horses. They are just horses. And I can
15 understand that, however, somebody with experience would
16 know, and know that if you hire any contractor without equine
17 specific experience, horses will die. And I'm not being
18 dramatic, I'm just being factual here. What many of you may
19 not know is colic. You all know what colic is; right? You
20 have had colic baby? What you probably don't know is that
21 horses, although they are huge and majestic and seem very
22 strong, die from colic.

23 Colic is the number one killer of healthy horses.
24 Horses cannot burp, they cannot vomit, and they die. So a
25 change in feed, the wrong feed -- feeding alone is a huge,

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1 huge skill. And obviously, I'm getting upset here because
2 our horses are like our children, as our pets. Fractures, we
3 all hear about horses that break a leg at a race and you're
4 like, "Why can't they just put them on a cast?" Well, colic.
5 Horses cannot be laid out when they have broken bones so the
6 recovery of a horse with a broken bone is very, very slim.
7 So it's critical. Again, like Leanne says, "You wouldn't
8 hire a street sweeping company to do a specialized job. You
9 wouldn't hire a street sweeping company to put up a ferris
10 wheel where people's safety is involved." We have not only
11 the feeding and care, but the footing as she has mentioned.

12 There is just so many things here, so please, can we
13 go back to the drawing board? Can we scratch this request
14 for bid and go for an RFP so that we require experience for
15 the job that's already being done? So that we don't have any
16 catastrophic failures? Please, can we have a meeting? Put
17 it together. Thank you.

18 MS. ANGUS: Chair La Belle, I want to make an
19 announcement for the record that Director Bagneris has joined
20 via Zoom.

21 CHAIR LABELLE: Very good. Welcome, Barbara.

22 MS. RICHARDS: Lisa Sabo.

23 LISA SABO: Hello. I'm Lisa Sabo. And welcome,
24 Barbara, too. Welcome all of you. I'm so happy to be back,
25 and I appreciate all your work. I know you guys spend a lot

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1 of time, all of you, as Board members, and so we really
2 appreciate your work. But we need to go back and relook at
3 the bid, because it was a faulty bid. There were things in
4 there that I know people that read the bid, qualified people
5 that read the bid and said, "We cannot abide by this bid."
6 With the hours of operation, currently they start cleaning
7 stalls at 4:00 a.m. And that was hard, moving the guys off
8 the property, requiring the specialized tractor equipment.
9 They couldn't afford it. They realized they couldn't afford
10 it. So now, you've put up this street sweeping company that
11 has no experience and no qualifications. And they even
12 admitted they never done this before. And so we just need to
13 relook at it.

14 And I really want you to just imagine, these horses
15 are like our children. I not only run a competition stable
16 at the fairgrounds, but I run a fantastic riding school where
17 we reach out to a lot of people. We also have Changing
18 Strides going where we are reaching out to Olive Crest and
19 the different homes in the area where we have a lot of kids
20 coming in. And our horses are everything to us, and if they
21 hurt their legs just trotting on the bad footings, can hurt
22 their legs, cause them to go lame and then they are laid up
23 and just costing just a lot of money, and we just can't keep
24 them going. So the footing and the feed is so important to
25 us. And imagine if your child, you all had kids, I think,

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1 and imagine your kids are in preschool, and the management
2 you suddenly find out online, that the street sweeping
3 company is coming in to manage your kid's preschool. You
4 would just get emotional about it. And so please listen to
5 everything that LeaAnn and Gibran said. We're united
6 equestrians out there, and we really want to keep our
7 Equestrian Center open and healthy for the community of
8 Orange County and you know, this area of Costa Mesa. So
9 thank you. Please reconsider the bid.

10 CHAIR LABELLE: Any other comments, Michelle?

11 MS. RICHARDS: That's all.

12 MS. ANGUS: And there are no comments via Zoom.

13 CHAIR LABELLE: Very good. Okay.

14 The next item is the Consent Calendar. Michelle, do
15 you wish to pull anything from the Consent?

16 MS. RICHARDS: We don't have anything to pull. Just
17 a couple of things to clarify. So the Board will notice
18 become the September Board meeting, we did not have a quorum.
19 The Board could not vote to approve the Consent Calendar
20 items. So we brought those back for this meeting. So there
21 are items from September and October. And then, also, a note
22 that the resolution that the Board discussed at the September
23 Board meeting for designating August as Chicano Heritage
24 Month is also on the Consent Calendar.

25 CHAIR LABELLE: Very good. Any directors wish to

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1 pull any items?

2 Hearing none. Is there a motion?

3 MS. RUBALCAVA-GARCIA: I make a motion. This is
4 Ms. Rubalcava-Garcia.

5 CHAIR LABELLE: From Natalie, we have a motion. Is
6 there a second?

7 MS. AITKEN: Director Aitken. Second.

8 MS. CERVANTES: I have a question.

9 CHAIR LABELLE: Yes.

10 MS. CERVANTES: Since we are talking about September
11 and October, can anybody recap on what those items are again?

12 MS. RICHARDS: There is a spreadsheet of each item
13 in the packet. They are --

14 MS. CERVANTES: I know there is.

15 MS. RICHARDS: Yes. There are -- Most of them are
16 Fair related. There are some event rental --

17 MS. CERVANTES: I just need a yes-or-no answer.

18 MS. RICHARDS: Excuse me?

19 MS. CERVANTES: I said, "I just need a yes-or-no
20 answer." If there are five items that we're approving
21 because they weren't able to be approved in September and
22 October, can we just recap on the bullet points on those?
23 What the bullet points are?

24 MS. RICHARDS: I guess I'm not understanding the
25 question. You mean, do you want to know what those contracts

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1 are?

2 MS. CERVANTES: Right. We have the Chicano MOU;
3 right?

4 MS. RICHARDS: Yes. Okay.

5 MS. CERVANTES: Okay.

6 MS. RICHARDS: On the Consent Calendar are standard
7 agreements, standard contracts. There are amendments to
8 standard contracts. There are rental agreements for the
9 promoters that are renting the property. There are JPA
10 agreements, for example, with CCA. There are commercial
11 rental agreements, concession rental agreements from the
12 Fair, independent rental agreements, platinum rental
13 agreements -- those are the premium space rentals from the
14 Fair, and supplier rental agreements. There's also a list of
15 correspondence from CBFA, and then there's the apposition of
16 the resolution to designate August as Chicano Heritage Month.

17 MS. CERVANTES: Thank you.

18 CHAIR LABELLE: Any further questions?

19 Can you call the roll, Summer, please?

20 MS. ANGUS: Chair La Belle?

21 CHAIR LABELLE: Yes.

22 MS. ANGUS: Vice Chair Pham?

23 VICE CHAIR PHAM: Yes.

24 MS. ANGUS: Director Rubalcava-Garcia?

25 MS. RUBALCAVA-GARCIA: Yes.

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1 MS. ANGUS: Director Cervantes?

2 MS. CERVANTES: Yes.

3 MS. ANGUS: Director Ruiz?

4 MR. RUIZ: Yes.

5 MS. ANGUS: Director Bagneris?

6 MS. BAGNERIS: Yes.

7 MS. ANGUS: Director Aitken?

8 MS. AITKEN: Yes.

9 MS. ANGUS: And Director Kovacevich?

10 MR. KOVACEVICH: Yes.

11 CHAIR LABELLE: Okay. That gets us to where I
12 wanted to be anyway. Item 8A. Michelle, can you introduce
13 the item? And then we can have both Foundation presidents
14 speak to what their requests.

15 MS. RICHARDS: Yes. So this is an item to discuss
16 direction in next steps for the agreements that the District
17 has with each of it's Foundations. So, currently, the MOUs
18 that are in place with the Centennial Farm Foundation and the
19 Heroes Hall Veteran's Foundation are set to expire by the end
20 of the year. We have received correspondence from both
21 Foundations about what their desire is for moving forward.

22 Glen Johnson from the Centennial Farm Foundation is
23 here in-person. I'll have him come up in a minute. But just
24 to give a little bit of background. Centennial Farm was --
25 The Foundation was incorporated as a 501C3 in 1991 and have

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1 supported the work of Centennial Farm for over 30 years with
2 financial contributions of over \$1.36 million since 1995 when
3 we have the electronic records. In addition to cash
4 donations, the Foundation raised funds to build the
5 Millennium Barn and the Silo building at the Centennial Farm.
6 And they continued to provide both operational equipment,
7 tractors, et cetera, and educational supplies for the school
8 tours at Centennial Farm. We entered into our first MOU with
9 Centennial Farm Foundation on February 7, 2019, and that MOU
10 is included in your packet.

11 So we have received a letter from the Centennial
12 Farm Foundation, requesting that we renew their current MOU
13 at a minimum contribution level of \$25,000 per year. So I
14 would like to introduce Glen Johnson. He's the current
15 President of the Centennial Farm Foundation.

16 GLEN JOHNSON: Okay. Thank you, Michelle.
17 Appreciate it. Thank you all for allowing us to -- or me --
18 to attend your meeting here today and talk about the
19 activities at the Centennial Farm. I'm relatively new with
20 the Board. I was on that Board back about 2014 to 2015. I
21 then took a job back east and moved to Maryland and was there
22 for a number of years and just recently returned. And I was
23 asked to come back on the Board. The gentleman who was the
24 president had been serving prior to the pandemic, and then he
25 adopted two children at the same time. His lifestyle has

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1 changed dramatically. So he is now still serving on the
2 Board, but they were looking for a new Board president, and I
3 got the nod somehow. I got voted in.

4 I'm going to repeat some of the things that Michelle
5 just said. Actually, I thought she summarized everything
6 very well. But I just wanted to go over some of that again,
7 and then give you a little bit of an update as to where we
8 are going now as a Foundation. I hope that what I report
9 here is accurate and truthful. If there's any omissions or
10 errors, they are mine, they are not the Foundation Board. So
11 as Michelle said, since '92, or '95, it's been \$1.36 million
12 in contributions. Before my time and members of the
13 Foundation Board worked with the Irvine Company and the
14 Orange County Farm Bureau to help support the cost of
15 building the Silo Building, the barn, which was also built
16 about the same time.

17 My understanding is the cost was in excess of
18 \$800,000 and the Foundation raised about half of that for the
19 barn. I guess we collaborated on the tractor, the trailer,
20 the oxen that's there. As Michelle stated, we were involved
21 in donating or giving educational materials, which were -- is
22 the main focus of the farm itself is to educate children. We
23 have contributed to the soil and raised beds, the vegetable
24 plants, the seed packets, the poinsettias for the dosins
25 during the Christmas time. City FA grants that we apply for

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1 or helped assist apply for, which range from \$100,000 to
2 \$350,000. We were involved in hosting the hoe-down, the cow
3 ship Bingo. If you haven't done that, that's quite
4 interesting. You might wonder how do you get those cows to
5 poop at the right time. There is a trick to it. Well, I
6 guess we sponsored the breakfasts at the Fair Fun Run. And
7 then there were some members back in the way earlier days who
8 were quite influential in raising money. Some of those
9 members have since left the Foundation Board and those
10 contacts that they had was instrumental in helping to raise
11 the money for the barn and the Silo Building. And so when
12 that happened, we turned our attention to doing more in the
13 area grant raising. So that's been an activity that's been
14 going on, I'll talk about that in a second as well. We
15 hosted the poker tournament for the fair workers, and then we
16 have volunteers who attended the Fair.

17 Claire, who's been on the Board since, I think, 1992
18 does the milking. I think it's three days a week during the
19 fair for those two weeks. So again, \$1.36 million and
20 contributions and all these other activities. Now, what we
21 are going to do going forward is, obviously, we all got
22 effected negatively by the pandemic, the two years of the
23 pandemic. We held our meetings, they were zoom meetings, as
24 you folks know or have experienced as well. But what we're
25 going to do now that we have had two meetings in the last two

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1 months, we are now redoing our agenda where we spend 50% of
2 the time in our meetings to discuss fundraising activities.
3 In the past year or so, we weren't spending very much time on
4 that aspect and yet, that is the main purpose of the
5 Foundation.

6 I had a meeting with some staff, some of the Board
7 members here about two weeks ago, and we went back to 2015;
8 and we looked at all the revenue raising activities that the
9 Foundation has done in those seven years. Now, two of those
10 seven years was 2020 and 2021, which was pandemic years, and
11 there was very little raised during that time, but since
12 2015, we have raised more north of \$200,000, excluding 2020
13 and 2021. On average, we are raising about \$42-\$41,300 per
14 year.

15 Recently we took on, as part of our grant raising
16 activities and to be more visible to the community, we have
17 hired a media farm to redo our website. So if you have been
18 on the website in about the last two and a half, three weeks,
19 we now have a new revised website. We went live on that. We
20 do have donate buttons that are popping through that website
21 for people to donate. The same media firm who did the
22 website is also doing the grant writing. The contract has
23 some writing submitting for three grants per month. 36 per
24 year. So a one-year contract, they have submitted for ten
25 grants so far. We did get one small grant for \$3,000, has

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1 been approved -- I think there's another one for \$14,000 that
2 I think we may be getting or it's still pending. And then
3 just recently at our Board meeting last Thursday, the owner
4 of the company came in and reported that she had found
5 another grant through the Food and Ag Service Learning
6 Program. It's a national institute of Food and Ag. It's a
7 north of \$200,000 grant. As a 503C, we are not allowed to
8 apply for that grant, but the Fair can. And so, we are
9 working with Evee and her folks to apply to that grant as
10 well. So \$240-something-thousand may be available to us.

11 In 2022, we had our first real fundraising activity.
12 We had a fun shoot at Raahauge's last April. We raised a net
13 of \$25,000 at that event. Just a little bit more than
14 \$25,000. And we are going to do that again, in April. We
15 already have the dates blocked on the calendar with the
16 Raahauge Enterprise. The brochure and posters have been
17 produced as of yesterday. We are going to get out there a
18 little bit earlier. Our goal is to raise at least twice as
19 much this coming April as we did this year.

20 So with that, I guess, I would say, I'm here to
21 represent the Foundation and ask the Board if you guys would
22 consider renewing the MOU we have with you for another year.
23 If you have any questions, I'm happy to take them.

24 CHAIR LABELLE: Thank you, Glen.

25 GLEN JOHNSON: Okay. Thanks, Doug.

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1 CHAIR LABELLE: There's no questions at the moment.
2 Maybe we get into discussing the item. Could you do the
3 other Foundation, Michelle?

4 MS. RICHARDS: I will. A little bit of background
5 on the Heroes Hall Veteran's Foundation, was incorporated as
6 a 501C3 nonprofit in 2015, and has supported the work of
7 Heroes Hall with both direct and indirect contributions of
8 over \$500,000. In addition to cash donations, Heroes Hall
9 Veteran's Foundation secured the A4M Sky Hawk Jet and has
10 held various fundraising events to provide operational and
11 programming support, as well as educational supplies to
12 Heroes Hall. The district entered into it's first MOU with
13 the Heroes Hall Veteran's Foundation on June 7, 2017, and
14 there's a copy of that MOU attached. The Heroes Hall
15 Veteran's Foundation has also approached the District with
16 the letter on behalf of the Foundation with the request to
17 allow it's MOU to expire and continue to operate
18 independently of the District while still providing financial
19 support to Heroes Hall.

20 And I know that the Foundation Board President, Nick
21 Beradino was going to log on to the Zoom at 10:00 o'clock,
22 and it's -- it is 10:01. I'm not sure if he is there.

23 MS. ANGUS: It doesn't appear so.

24 MS. RICHARDS: No? Okay. Can you keep an eye on
25 that, and let us know?

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1 There is a copy of the letter. I don't know if we
2 want to -- I don't really want to speak on behalf of the
3 Foundation --

4 CHAIR LABELLE: You can go ahead and read the
5 letter.

6 MS. RICHARDS: Okay. All right. Very good. If I
7 could find the letter. It's in your packet.

8 CHAIR LABELLE: I think it's the second.

9 MS. RICHARDS: Is it?

10 CHAIR LABELLE: After Centennial Farms.

11 MS. RICHARDS: Yes. Thank you. So the letter is
12 dated October 20th, directed to Chair La Belle.

13 "Dear Chairman La Belle, as you know, the Heroes
14 Hall Foundation was formed to support the marvelous Heroes
15 Hall Museum located on the fairgrounds. We are proud to
16 report that since 2017, we fortunately have been able to
17 contribute \$500,000 in financial and other donations. Heroes
18 Hall has progressed beyond our early expectations. Of
19 course, this is largely due to the tremendous job by the
20 staff and the support of your Board of Directors. We now are
21 excited about moving to the next level of growth and support.
22 The Foundation, like any organization, must anticipate future
23 impacts to it's growth and development.

24 In that regard, we believe it's important to
25 restructure our relationship with OCEFC. Currently, we are

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1 governed by the Bagley-Keene Act which was designed for
2 public jurisdictions. The requirements of the act are such
3 that we have been forced to rely on the Orange County
4 Employees Association for substantial administrative support.
5 This support includes not only administrative tasks, but all
6 accounting and financial services. In addition, all our tax
7 work is voluntarily provided by an accounting firm that
8 handles our taxes and files other required documents. We
9 need to prepare for the possibility of losing our
10 administrative support from OCEA in the future due to
11 staffing changes, anticipated retirements, and new
12 leadership. If we no longer have such support, our
13 compliance to Bagley-Keene will be extremely challenging.

14 Additionally, many of our site development goals
15 have been achieved. We have run out of space. However,
16 there are still some projects like shade for the courtyard
17 that remain to complete our vision. We have approximately
18 \$380,000 left in our treasury, which will wholey be devoted
19 to enhancement and advancing the mission of Heroes Hall.
20 However, we strongly believe that we have out grown the need
21 for the complicated current structure and wish to simplify
22 our relationship. The Foundation believes we have reached a
23 tentative agreement with the OCFEC subject, of course, to the
24 approval of your Board, and we are excited to begin a new and
25 productive chapter in the wonderful Heroes Hall saga.

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1 Sincerely, Nick Beradino, President, Heroes Hall Foundation."

2 To add a little more detail to the Foundation's
3 request. So rather than renewing the MOU, they would like
4 the MOU to expire. So just a few highlights that the
5 Foundation -- Heroes Hall Veteran's Foundation was formed by
6 action of this there Board. The requirement in the
7 Foundation's bylaws of two of the Fair Board directors
8 serving on the Heroes Hall Veteran's Foundation Board
9 triggers the requirement that those Board meetings and
10 actions of the Board the Bagley-Keene law. So in order for
11 the Board to essentially separate from the Heroes Hall
12 Foundation, separate from the Fair Board, their bylaws would
13 have to be changed. A copy of their bylaws are in the
14 packet, and we have highlighted certain sections that would
15 need to be amended. We are recommending that if the Board
16 wants to go in that direction, that perhaps staff would work
17 with Josh to recommend changes to the bylaws that would go
18 back to the Foundation for them to work on their end. And
19 then the document would be amended that takes away that
20 requirement of Fair Board members serving on the Heroes Hall
21 Veteran's Foundation Board. So Josh, I don't know if you
22 have anything else to add to that.

23 MR. CAPLAN: The only thing I would add is, if the
24 Board does decide to move forward with making changes to the
25 MOU -- Sorry. The bylaws for the Heroes Hall Veteran's

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1 Foundation, with particular with regards to the appointment
2 of members of this Board to the nonprofit Board, the changes
3 to the bylaws, once they are approved by the Foundation,
4 would also need to come back to this Board for approval. And
5 the reason for that is, when this Board created the
6 Foundation, they wanted to be sure that they remained an
7 integral part of the Foundation's Board. So if the
8 Foundation is seeking to remove representation from this
9 Board, the directors here would need to vote on that. And so
10 depending upon the direction the Board wants to take, I can
11 certainly work with staff to make suggestive changes to the
12 bylaws. It is we would go to the Foundation for
13 consideration and approval, but they would also need to cam
14 back it this Board for consideration at a subsequent meeting.

15 CHAIR LABELLE: Very good. Thank you, Michelle and
16 Josh. Has President Beradino called in yet?

17 MS. ANGUS: No. We only have one person on Zoom
18 that's unidentified. So I just ask if that person is Nick
19 Beradino, to go ahead and give us a shout out that it's them.
20 But I don't think so. It's not identified.

21 CHAIR LABELLE: Are there any public comments,
22 Michelle, on this item?

23 MS. RICHARDS: There is. Reggie Mendukis.

24 REGGIE MENDUKIS: Hi. Good morning. I'm Reggie
25 Mendukis. And thank you for this opportunity to address you

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1 this morning. I would like to thank Centennial Farm
2 Foundation for their work over the years. It's importance of
3 teaching students about agriculture. And I appreciate the
4 renewed focus on fundraising to support the activities at
5 Centennial Farm. Regarding the Heroes Hall Veteran's
6 Foundation, I'm a firm believer if someone wants to break up,
7 you let them break up. Because everybody has their own
8 reasons for doing they feel has to be done. I'm sad to see
9 the Foundation sever their ties, but if they feel it's time
10 to go, that's their choice. So that's just what I wanted to
11 share with you, and I'd also like to thank them for their
12 work over the years.

13 MS. RICHARDS: I now have Mr. Beradino on my
14 cellphone. I'll put him on speaker. Nick, can you hear us?

15 MR. BERADINO: I absolutely can.

16 MS. RICHARDS: All right. I'm going to hold you up
17 to the microphone.

18 So we have reviewed -- I read the letter, to -- in
19 the Board meeting, and tried to express the Foundation's
20 request, but I'll let you elaborate.

21 MR. BERADINO: Okay. Well very quickly, thank you
22 all very much. I'm so sorry for not being able to be there,
23 and even more sorry that I'm not able to somehow access
24 through the Zoom thing. I don't know. It keeps kicking me
25 out, probably knows my name for some reason. So I first want

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1 to thank you for, of course, everything. All you have done.
2 We started out with a vision and a dream, and with all of
3 your help from the Board. You know, we were able to make
4 that come true. Equally, probably more important, which I
5 think is something that everybody should know, is the great
6 success that you have all enjoyed, and enjoyed so much
7 success that constantly having to tell people that, you know,
8 there's an event there or something. But so many people want
9 to participate really have to do with the staff. I just want
10 to be sure that you as all of the body have complete
11 understanding and embracement of the fact that the staff
12 there has built this with programs, innovations, creativity
13 beyond, way beyond our expectation. Certainly, I never, ever
14 dreamed of it being as beautiful and prodramatically found as
15 it is. And that is really the entire staff.

16 So it's always tough to take compliments for Heroes
17 Hall. I don't mind taking them, but the truth is that it
18 really belongs to the staff there that has really made it
19 happen. And so we really all pitched in over the last five
20 years to do some pretty exciting things. The Foundation has
21 been extraordinarily proud to participate in that building of
22 it. I am so proud of our Board that has been -- Foundation
23 Board that's been extraordinarily generous, and we got a lot
24 accomplished very fast. So we feel now we are now into the
25 next phase. And kind of the next phase for us, is what we

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1 want to be sure that we have some big, lasting projects that
2 are going to add, you know, a lot to Heroes Hall. And some
3 of those projects, obviously, include the Serenity Walk,
4 which you know, we're contributing a \$100,000 for, and we
5 also think there may be, you know, as time for shade out
6 there. Great place to get a tan, hard place to listen to a
7 speech, you know? And that's what we are looking at now, is
8 going forward, big projects with the money we have left, we
9 have -- I don't know under \$400,000. But enough certainly to
10 get, you know, something lasting and important done. And as
11 we enter into the new phase, we have to, as a Foundation,
12 look at what our resources are. We have had enormous support
13 from OCEA, you know? They handle all of our administrative
14 stuff. All the accounting, and then they meet the OCA Chief
15 Financial Officer take it's on herself to do this. And then
16 we have an accounting firm that is -- does our taxes, and
17 fills out the other appropriate forms every year. But
18 Bagely-Keene is more than really, we -- it's tough for us.
19 And as we age and, I think if we look for some turn-over both
20 in volunteers and other places, the Bagley-Keene and the kind
21 of administrative support that is necessary for that is going
22 to be a little bit beyond our reach. And we really want to,
23 as I have mentioned, prepare for the future and be able to
24 continue to provide the kinds of services and financing that
25 we can. But we will be probably begin to lose some of our

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1 key volunteers.

2 So we need to move into the second phase, and we
3 have the opportunity to meet with, you know, the Chairman and
4 the CEO and come up with how do we move to the next phase and
5 it's beginning to be productive. And so we reached what I
6 assume is kind of a tentative agreement. How to proceed
7 based on the file approval of your Board and in that, you can
8 see kind of minor changes to the expense that there won't be
9 an MOU. We'll make some changes to the bylaws, which will
10 relieve us from the Bagley-Keene to be a more independent
11 body out of your hair. And we think this is the future for
12 us and the future for growth and the future that we need to
13 add significant value to the Heroes Hall. So we would
14 encourage you to approve our tentative agreement and just
15 keep moving forward here.

16 CHAIR LABELLE: Are there any questions for Nick
17 from the directors? Do we have public comments? Are there
18 any additional public comments? Okay.

19 Let's bring it back to the Board for questions and
20 discussion.

21 MS. BAGNERIS: Director La Belle. Director
22 Bagneris. I have a question. A comment. Can you hear me?

23 CHAIR LABELLE: Yes. Go ahead, Barbara.

24 MS. BAGNERIS: So I'm just -- I'm wondering, why we
25 can't just dissolve our participation at all in this

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1 Foundation, and let the Foundation be independent completely
2 of the Orange County Fair. That means we would still have to
3 continue to support Heroes Hall Foundation, even though the
4 main body that it was created for would be operating
5 independently.

6 MR. CAPLAN: Director Bagneris, this is Josh Caplan.
7 I think the request from the Heroes Hall Veteran Foundation
8 is to allow them to operate independent from the 32nd DAA and
9 the purposed changes would remove any obligation of the Board
10 to place Board members on the Heroes Hall Veteran's
11 Foundation Board. So it would truly sever the relationship.
12 The only thing it doesn't undo is the fact that this Board
13 created the Foundation, but ultimately that doesn't have much
14 legal import -- at least under Bagley-Keene. It's not -- the
15 issue isn't whether this Board creates Foundations, it's
16 whether they have directors that sit on Foundation Boards and
17 whether they provided financial support. And so once those
18 two pieces are removed, the Heroes Hall Veteran's Foundation
19 would operate as an independent 501C3 without any guidance or
20 direction from this Board.

21 MS. BAGNERIS: Except the bylaws still belong to us.
22 Because we are going to come back, and we have to approve of
23 them. So I'm just trying to figure out how do you unring
24 that bell and so that they -- it really is a severed tie that
25 they are -- the 501C3 out in the world, like any 501C3 and

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1 there is no tie to the Orange County Fair.

2 MR. CAPLAN: Well, once this next change to the
3 bylaws comes back to this Board, I can certainly work with
4 staff to make additional changes so that the bylaws no longer
5 need to come back to this Board for subsequent changes.

6 We don't necessarily have to change the bylaws with
7 regards to representation on the Board. We could also amend
8 the bylaws to essentially strip from this Board the authority
9 to oversee future changes to those bylaws. And really, this
10 Board has limited oversight over changes to the bylaws. And
11 I think once we -- If this Board agrees with the request from
12 the Heroes Hall Foundation, there may not be any future
13 reason for this Board to approve changes to the bylaws, but
14 we could certainly tweak the bylaws in a way so that this
15 Board no longer has to exercise oversight even over the
16 governing documents of the Foundation.

17 MS. BAGNERIS: Yeah, I'm thinking that that's the
18 way -- Personally, that's how I feel we should operate. I
19 think this is the right thing to do at this time and that if
20 we could get those bylaws so we don't have to keep approving
21 them, we don't have anything to do with the Heroes Hall
22 Foundation from a perspective of oversight, any of that. If
23 we can write those bylaws that way, that would be great. I
24 was just thinking maybe there was a way you, know, to
25 transfer this whole process over to them. But I don't know

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1 if that's even possible. So that there are no bylaws that we
2 have to even have, that have Orange County Fair on it.

3 MR. CAPLAN: I think this would be the process.
4 It's somewhat cumbersome because you have a State agency that
5 created the Foundation and the bylaws have overlapping
6 responsibilities but once the Board goes through this
7 process, and that would be taking some vote on whether to
8 essentially approve the request of the Foundation and go
9 through what the additional step of approving changes to the
10 bylaws. I think once that is done, this process will be
11 complete.

12 MS. BAGNERIS: Okay. Maybe there's a last step once
13 it comes back to us, and we make these changes, that then we
14 would just dissolve. Because I'm just wondering because
15 these bylaws are sitting out there, and they are official
16 documents but they would have no purpose after the Heroes
17 Hall Foundation actually moves forward as independent body.

18 MR. CAPLAN: Well, I think the bylaws would remain
19 the governing document for the Heroes Hall Foundation, which
20 is an independent 501C3. I don't think the Heroes Hall
21 Foundation and Mr. Beradino, you can correct me if I'm wrong,
22 I don't think they are purposing that they dissolve and
23 recreate themselves as a new 501C3. The request is simply
24 that we do whatever action is necessary to formally sever the
25 relationship between the 32nd DAA and the Foundation so that

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1 they can move forward with the next step in terms of what the
2 relationship looks like. And I appreciate your concern,
3 Director Bagneris, and we can certainly make changes to the
4 bylaws to make it clear the bylaws don't belong to the 32nd
5 DAA, but they belong to this independent nonprofit.

6 MS. BAGNERIS: Yeah, I think that's going to be very
7 important because once they are independent, if that
8 Foundation does something that negatively reflects on us, we
9 would not want that. And so I want to make sure that the tie
10 is severed completely so that we cannot be held accountable
11 for whatever that Foundation, that separate organization is
12 going to do going forth after we take them out of our bylaws.

13 MR. CAPLAN: I understand. I'm making copious notes
14 to make sure we achieve that objective.

15 MS. BAGNERIS: Okay. That's all, Director La Belle.

16 CHAIR LABELLE: Thank you, Director Bagneris.

17 Are there any other comments? Questions?

18 MS. AITKEN: I just had two quick questions.

19 CHAIR LABELLE: Director Aitken.

20 MS. AITKEN: Yes. Sorry. Is there -- so the plan,
21 my first question is the plan going forward is that there
22 will be no representation from the Board or from staff on the
23 new here Heroes Veteran Foundation Board. And my second
24 question is having just gone through the branding process,
25 what will be the relationship with the IP that I believe we

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1 own for the Foundation, and the use of the name, the logo we
2 just created, everything that has at the OC Fair and Event
3 Center going forward, how do we retain our intellectual
4 property?

5 MS. RICHARDS: So that the Heroes Hall logo and
6 reference to at the OC Fair and Event Center is for the
7 museum, the structure itself. The Foundation has a different
8 logo and it does mimic the Heroes Hall, logo but it clearly
9 says Veteran's Foundation and there's no reference to the,
10 you know, the location at the OC Fair and Event Center at the
11 OC Fairgrounds. So that's a good question because you
12 know --

13 MR. CAPLAN: We can also, like with other
14 organizations, enter into a mutual licensing agreement where
15 it's in the District's beneficial interest to allow this
16 independent Foundation to use certain brands or intellectual
17 property of the fairgrounds. And then we could certainly
18 explore that through some separate agreement down the road.
19 For example, Heroes Hall Foundation wants to use the OC Fair
20 brand as part of fundraising efforts, then this Board can
21 consider whether what would be appropriate to give them the
22 ability to use intellectual property that this agency owns,
23 but it's not much in that's what they are looking to do.
24 Maybe that might be a decision that this Board has to deal
25 with down the road like with other organizations and

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1 nonprofits.

2 MS.AITKEN: And that might be on a case-by-case
3 basis; right?

4 MR. CAPLAN: Yes.

5 MS. AITKEN: Like, they could come to us if that was
6 an issue?

7 MR. CAPLAN: Yes, that's right.

8 CHAIR LABELLE: This is Chair La Belle. And in
9 response to Director Aitken's comment, I just wanted to
10 indicate and that both in the case of the Heroes Hall
11 Foundation and Centennial Farms, staff does attend the
12 meetings. Joan and Carole, they are providing no staff
13 assistance. They are doing nothing at all. What they are
14 doing is just advising the Foundation as to what activities
15 are underway at Heroes Hall. And I'm assuming they do the
16 same thing at Centennial Farms, but there is no -- and that
17 provides that linkage because, obviously, in both cases, the
18 intent is to, you know, that funds will continue to flow from
19 the time to the District on behalf of the Heroes Hall or
20 Centennial Farms.

21 So, Josh, I would assume that would have no bearing
22 other than they are just there as observers or to provide
23 information.

24 MR. CAPLAN: Yes. That doesn't -- that -- as long
25 as the Board is comfortable with that approach, that doesn't

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1 impact the ability within our profit to act independently or
2 impact what this Board is considering doing now in regards to
3 the relationship. There are alteratives. Staff could go to
4 these meetings, like they would go to a city counsel meeting,
5 to brief a city counsel on something that they think is
6 appropriate to the jurisdiction of that body. Staff could
7 also invite the Foundations to send representatives to these
8 meetings and provide updates as appropriate. Like, if the
9 Foundation is getting ready to make a significant gift or
10 donation to the 32nd DAA then certainly a representative from
11 the Board could participate in one of these meetings and make
12 that presentation to the Board.

13 MS. RUBALCAVA-GARCIA: This is Director
14 Rubalcava-Garcia. Is it possible to discuss these two items
15 separately, because they are very different. Maybe we can
16 take the Centennial Farm recommendation and then further
17 discuss Heroes Hall. Since Centennial Farm is just
18 requesting a renewal their MOU to the modification to the
19 \$25,000. And the other one is severing ties with the Fair.

20 CHAIR LABELLE: I think that would be appropriate to
21 have separate actions on those, Director Rubalcava-Garcia.

22 MS. BAGNERIS: Director La Belle.

23 CHAIR LABELLE: Yes. I'm sorry.

24 MS. BAGNERIS: With that I would like to move that
25 we accept the recommendation from the Centennial Farm

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1 Foundation.

2 MS. RUBALCAVA-GARCIA: I second. Oh, go ahead. Let

3 Sandra second.

4 MS. CERVANTES: Second. Director Cervantes.

5 CHAIR LABELLE: Barbara and Sandra motion second.

6 Is there any further discussion?

7 Can you call the roll, Summer, please?

8 MS. ANGUS: Chair La Belle?

9 CHAIR LABELLE: Yes.

10 MS. ANGUS: Vice Chair Pham?

11 VICE CHAIR PHAM: Yes.

12 MS. ANGUS: Director Rubalcava-Garcia?

13 MS. RUBALCAVA-GARCIA: Yes.

14 MS. ANGUS: Director Cervantes?

15 MS. CERVANTES: Yes.

16 MS. ANGUS: Director Ruiz?

17 MR. RUIZ: Yes.

18 MS. ANGUS: Director Bagneris?

19 MS. BAGNERIS: Yes.

20 MS. ANGUS: Director Aitken?

21 MS. AITKEN: Yes.

22 MS. ANGUS: And Director Kovacevich?

23 MR. KOVACEVICH: Yes.

24 MS. RICHARDS: Okay. So staff will work with the

25 Centennial Farm Foundation to renew the MOU and then that

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1 will come back to the Board, this Board, for approval and
2 sitting.

3 MS. RUBALCAVA-GARCIA: Perfect. And this is
4 Director Rubalcava-Garcia with the Heroes Hall Foundation
5 issue, I think -- I don't know do we need to take a motion to
6 go ahead and let it play it's course and -- I mean, it's kind
7 of hard to make a decision without actually seeing the
8 modified MOU or not, you know? I think we need to see it. I
9 agree if they are looking to separate from the fairgrounds,
10 it's probably the best -- in the best interest of the
11 Foundation and us.

12 And I also agree with Director Bagneris when she
13 says that we should have some language in there that just
14 indicates that it doesn't need it come back to the Board if
15 we have no relationship for the Foundation and it is, in
16 fact, an independent 501C3, we probably don't need to review
17 those bylaws every year. So I would agree that there should
18 be some language inserted in that document next time that
19 creates independence, and it doesn't come back in 2023.

20 CHAIR LABELLE: Chair La Belle. I would just
21 indicate that the current MOU is valid through the end of
22 December, so if the Board chooses to go ahead and move
23 forward with the Foundation's request, then Michelle and Josh
24 would put together the language that would have to go to the
25 Foundation. They would have to evaluate it, take action, and

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1 it would come back to us at the November meeting or the
2 December meeting. So there's plenty of time that doesn't
3 expire until --

4 MS. RICHARDS: Yeah. So perhaps we table this until
5 they can come back until -- Actually, I think a good motion
6 might be to approve staff moving forward with the process so
7 that we would have some direction.

8 MS. RUBALCAVA-GARCIA: Okay. Yeah. I will join
9 that motion. I think Director Bagneris has a comment.

10 MS. BAGNERIS: I just want to say I think we need to
11 be very, very specific with what we are doing right now
12 because it is going to go back to the Foundation. So letting
13 it expire, I think, that might be one piece of this that we
14 would agree with their recommendation to let it expire but
15 there has to be that follow up piece with what their new
16 directors are going to look like moving forward. Because I
17 still don't -- Josh, I'm going to be honest with you, I can't
18 see how your going to -- how we're going to be independent
19 from them just from changing those bylaws without them
20 dissolving and let them become their own organization. But
21 that's something you can go back and verify, because those
22 bylaws are still going to be in existence. Even if we take
23 out pieces of it, we are still going to have a Heroes Hall
24 Foundation.

25 MR. CAPLAN: So Director --

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1 MS. BAGNERIS: For a purpose.

2 MR. CAPLAN: You are correct but the Heroes Hall
3 Veteran's Foundation is, as of today, and when it was
4 created, it was created as an independent California
5 nonprofit organization, so if you go to the secretary of
6 States website, and search for Heroes Hall Veteran
7 Foundation, you will find that Foundation with know -- the
8 only connection to the 32nd DAA comes from it's bylaws and
9 from the fact that this Board and this agency created the
10 Foundation. But the Foundation under California law, is seen
11 as an independent nonprofit. They have their own tax
12 reporting requirements that they meet that have nothing to do
13 with the 32nd DAA. They have to seek their own legal counsel
14 on issues regarding maintenance of corporate records, and so
15 the only legal tie now in terms of reporting obligation for
16 the Foundation are one, they have to seek approval from this
17 Board to make certain changes to the bylaws. And those
18 changes are very limited. If you look to the bylaws -- the
19 only bylaws that this Board has to approve in terms of
20 changes, deal with Foundation Board representation and
21 distribution of assets when the nonprofit when they decide to
22 wrap up their affairs and formally dissolve. Outside of
23 those two decision points, the Foundation has full authority
24 to change it's own bylaws without any guidance or approval
25 from this Board. And so, but I take your concern to heart.

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1 I know there is a public regard of this Foundation being
2 created by the 32nd DAA. And so, depending upon how this
3 Board votes today, I can certainly work with staff to walk
4 through the bylaws to be sure that there's no ambiguity at
5 all regarding whether or not the Heroes Hall Foundation is,
6 in fact, an independent nonprofit separate from this
7 agency.

8 MS. BAGNERIS: So Josh I appreciate that, so I guess
9 my only follow up question would be: Is Heroes Hall, the
10 name itself, a registered trademark?

11 MR. CAPLAN: I don't know the answer to that
12 question. I would have to turn to Michelle for that.

13 MS. RICHARDS: Currently it is, yes.

14 MS. BAGNERIS: Okay. So we have a registered
15 trademark that we are allowing another Foundation to use? If
16 we pull out all of our oversight to that organization? I
17 just want to make sure that we haven't -- we are not going to
18 leave anything unturned and ten years from now they say, "Oh,
19 by the way, you are going to be stuck with XYZ because you
20 created this Foundation and it still exists."

21 MR. PHAM: Yeah. I think I good idea would be to
22 think -- I think everyone has the same intent here and the
23 intent is to say, "Okay. Let's proceed forward with seeing
24 what the world looks like." Making sure that, you know, we
25 have a clean break up, you know? I'm not a clingy person,

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1 but I just want to make sure that everything is clean. And
2 so the fact that -- you know, from what I understand, these
3 bylaws are going to come back for us to review. So if the
4 amendments are satisfactory at that point in time, we can
5 approve. But if it's not clean enough, we can say, "Come
6 back to the table with those again." You know? Additional
7 red lines. Something like that.

8 MS. CERVANTES: This is Director Cervantes. And
9 Director Bagneris and I were part of a discussion that was
10 pretty robust. And I think this is where all the knowledge
11 and information is coming from. And I agree with everything
12 that she is saying. I also agree that it is time to go ahead
13 and, you know, allow Heroes Hall to depart. And but I do
14 agree that we need to cross our t's and dot our i's and agree
15 that Board directors should not be sitting on their Board as
16 well. So there's a few loose ends that I think we need to
17 cross our t's and dot our i's so we can move forward and be
18 finished.

19 MR. RUIZ: This is Director Ruiz. So we can
20 entertain a motion to sever our ties with the Foundation
21 today and then come back later, November, December and
22 approve the language in the bylaws. Because I think we are
23 all in agreement here in letting the Foundation go, but
24 Director Rubalcava-Garcia brought up a good point is I would
25 like to see some language here in front of us before we make

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1 any discussion in regards to the bylaws.

2 So my question is: Are we just going -- I think we
3 are all in agreement to allow the Foundation to move on and
4 so, my question is: Is that what the motion that's in front
5 of us here now?

6 MS. BAGNERIS: I have a motion.

7 MS. CERVANTES: Okay. We are ready with your
8 motion.

9 MS. BAGNERIS: Direct La Belle?

10 CHAIR LABELLE: Yes. Go ahead, Barbara.

11 MS. BAGNERIS: I move that we allow the MOU to
12 expire, and we sever the ties with the Heroes Hall
13 Foundation.

14 MS. CERVANTES: Ouch.

15 CHAIR LABELLE: I think the bylaws -- I think there
16 are two issues. The bylaws and the MOU. The MOU with
17 automatically expire at the end of December if it's not renew
18 bid both parties. The secondary and the most important point
19 to address their request is that the bylaws need to be
20 amended and the bylaws would go back after Josh and -- after
21 Josh and Michelle and staff work on those, they would go to
22 the Foundation. The Foundation would have to take action on
23 it. And then correspondingly, it will come back for final
24 action by the District. That's the process.

25 MS. BAGNERIS: Yes. I agree with that. And I think

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1 the motion -- I can restate it differently. But the purpose,
2 if you sever the ties, we have to go back and change the
3 bylaws. So maybe I needed to say that in the motion? And
4 also --

5 MS. CERVANTES: This is Director Cervantes. It
6 appears that we do have time, it will expire, and I don't
7 think anybody is supposed to be allowing it to expire.
8 Between now and December, it's going to give everybody ample
9 time to come up with the correct language which is needed --

10 MS. BAGNERIS: Okay.

11 MS. CERVANTES: It's completed at the same time, and
12 I don't think that there is any action that needs to be taken
13 at this moment because, you know, it's going to expire in
14 December.

15 MS. BAGNERIS: Then I move that we table this
16 discussion until we get the updated language.

17 CHAIR LABELLE: Let me just -- let me just speak to
18 that. Josh and Michelle need specific direction from the
19 Board relative to processing suggested changes that would go
20 to the Foundation to implement the desire. The MOU and the
21 bylaws are separate. So, I just want to make sure that Josh
22 and Michelle have the direction they need to proceed ahead.

23 MS. RUBALCAVA-GARCIA: So would it make sense make a
24 motion to have staff move forward with -- exploring the next
25 steps and coming back with the recommendation?

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1 MS. BAGNERIS: I second that motion.

2 CHAIR LABELLE: Okay. Anybody want to repeat the
3 motion?

4 MS. CERVANTES: Well, before we -- can I make a
5 comment?

6 CHAIR LABELLE: Sure. Absolutely. Go ahead.

7 MS. CERVANTES: I still think that it is the Board
8 that needs to give Josh and also Michelle direction on next
9 steps. And then they can confine to those next steps.

10 CHAIR LABELLE: I think --

11 MS. BAGNERIS: That was the motion.

12 CHAIR LABELLE: That was Barbara's motion.

13 MS. BAGNERIS: It was Natalie's motion.

14 MR. RUIZ: Yes. I believe that's what the motion
15 said.

16 CHAIR LABELLE: Pardon me?

17 MS. RICHARDS: Nick is requesting --

18 CHAIR LABELLE: Oh, we have a motion on the floor.

19 MR. BERADINO: I don't understand the motion that's
20 going through. That's okay.

21 CHAIR LABELLE: Let's -- Barbara, can restate your
22 motion, please?

23 MS. BAGNERIS: Actually, that was Natalie's motion,
24 and I seconded it.

25 CHAIR LABELLE: Natalie, can you restate that,

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1 please?

2 MS. RUBALCAVA-GARCIA: Yeah. The motion was to
3 direct staff to move forward with the next steps. Like, we
4 are we going to allow it to expire, but they come back with
5 the revised or amended --

6 CHAIR LABELLE: Bylaws.

7 MS. RUBALCAVA-GARCIA: Bylaws yeah.

8 MR. KOVACEVICH: We essentially just want staff and
9 Josh to start working on the new bylaws so we can review
10 them.

11 MS. RUBALCAVA-GARCIA: Yeah.

12 CHAIR LABELLE: Correct. Okay. And Barbara
13 seconded that motion?

14 MS. BAGNERIS: Yes.

15 CHAIR LABELLE: All right. I have a question, Josh.
16 Both Sandra and I both currently serve on the Foundation as
17 the Board's designated directors. I'm assuming we have the
18 ability to go ahead and vote on this?

19 MS. CERVANTES: No.

20 MR. CAPLAN: You have the ability to vote on it as
21 directors 32nd DAA, but I would recommend that you recuse
22 yourself from any discussion of changes to the bylaws on the
23 Foundation's side.

24 MS. BAGNERIS: I agree.

25 MR. CAPLAN: The Foundation is going to have

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1 meetings to discuss--

2 CHAIR LABELLE: Right.

3 MR. CAPLAN: I actually recommend that you not join
4 or participate in those meetings.

5 CHAIR LABELLE: Very good. Okay. Any other
6 comments from directors?

7 MS. AITKEN: The only thing I would recommend or
8 request from Josh and Michelle because Director Aitken and
9 Director Bagneris and Cervantes brought up that logo use.
10 It's easy to include the proper use of logo in that --
11 instead of having to do a whole intellectual property. We
12 could probably just say it could be used for fundraising
13 purposes or -- so if we can explore what that language would
14 look like, that might be helpful. I just looked at the logo.
15 It's not exactly like ours, but it does have OC Fair and
16 Event Center in there at least. Yeah, it's different. I
17 mean, we can probably just note that in there.

18 CHAIR LABELLE: Yeah, that's a good thought. Very
19 good.

20 VICE CHAIR PHAM: I think along with the bylaws
21 thing. I would like to have an information item for everyone
22 to understand what the ramifications of what the breakups
23 would look like. Like he mentioned, the IP, obligations on
24 the property, financial obligations, and what that would look
25 like pre and post.

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1 CHAIR LABELLE: Okay. With no further comments, I
2 would call for the question, then.

3 Summer, can you call the roll?

4 MS. ANGUS: Chair La Belle?

5 CHAIR LABELLE: Yes.

6 MS. ANGUS: Vice Chair Pham?

7 VICE CHAIR PHAM: Yes.

8 MS. ANGUS: Director Rubalcava-Garcia?

9 MS. RUBALCAVA-GARCIA: Yes.

10 MS. ANGUS: Director Cervantes?

11 MS. CERVANTES: Yes.

12 MS. ANGUS: Director Ruiz?

13 MR. RUIZ: Yes.

14 MS. ANGUS: Director Bagneris?

15 MS. BAGNERIS: Yes.

16 MS. ANGUS: Director Aitken?

17 MS. AITKEN: Yes.

18 MS. ANGUS: And Director Kovacevich?

19 MR. KOVACEVICH: Yes.

20 MS. ANGUS: Thank you.

21 CHAIR LABELLE: Thank you Nick, Glen, everyone.

22 Okay. Next item 8B. Do you want to introduce that,
23 Michelle?

24 MS. RICHARDS: Yes. Let me make sure this doesn't
25 ring. Okay. Here we go. Love technology. Okay.

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1 This is a bit of a housekeeping item. Each year our
2 staff travels to the Western Fairs Association Annual
3 Convention. This year it is being held in Reno, Nevada.
4 Which, by the way, is not -- Nevada is not on the list of
5 banned states for California employee travel. The convention
6 is being held January 15th through the 18th. So out of state
7 travel by state employees require Board approval. We
8 normally make that part of the budget, but we have an
9 opportunity to take advantage of some early bird discounts
10 for registration for the convention, hotels, et cetera. We
11 have up to 17 staff members, and we are budgeting for two
12 Board members to travel to Reno to attend that convention.
13 The estimated cost is about \$22,325. So we're recommending
14 that the Board approve the staff's request for out-of-state
15 travel to attend our industry convention in Reno.

16 MR. RUIZ: This is Director Ruiz. I move to approve
17 staff to attend the convention.

18 MS. CERVANTES: I second. Director Cervantes.

19 CHAIR LABELLE: Okay. We have a motion and a
20 second. Before we call to question, are there any public
21 comments? Okay. Hearing none, I would call to question.

22 MS. ANGUS: Chair La Belle?

23 CHAIR LABELLE: Yes.

24 MS. ANGUS: Vice Chair Pham?

25 VICE CHAIR PHAM: Yes.

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1 MS. ANGUS: Director Rubalcava-Garcia?

2 MS. RUBALCAVA-GARCIA: Yes.

3 MS. ANGUS: Director Cervantes?

4 MS. CERVANTES: Yes.

5 MS. ANGUS: Director Ruiz?

6 MR. RUIZ: Yes.

7 MS. ANGUS: Director Bagneris?

8 MS. BAGNERIS: Yes.

9 MS. ANGUS: Director Aitken?

10 MS. AITKEN: Yes.

11 MS. ANGUS: And Director Kovacevich?

12 MR. KOVACEVICH: Yes.

13 MS. ANGUS: Thank you.

14 CHAIR LABELLE: Okay. Thank you. Item 8C. The
15 presentation of purposed 2023 Board meeting schedule.

16 MS. RICHARDS: Yep. Another housekeeping item. The
17 Board policy 3.05 states that regular meetings of the Board
18 of Directors will be held monthly on the fourth Thursday or
19 at the discretion of the Board Chair for no less than eight
20 months per year, with the exception of the November and
21 December Board meetings, which are held on the third Thursday
22 because of the holidays. And so based on the Board's
23 approved schedule for 2022, staff is recommending the
24 following schedule for 2023. So that would include the
25 fourth Thursday in January, February, March, April, May, and

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1 June. No meeting in July. No meeting in August, due to the
2 annual fair. Fourth Thursday in September and October, and
3 then the third Thursday in November and December. So you see
4 the exact dates listed on the calendar.

5 MS. AITKEN: This is Director Aitken. I move to
6 approve the 2023 recommended Board meeting schedule.

7 MS. BAGNERIS: This is Director Bagneris. I second
8 that.

9 CHAIR LABELLE: So we have a motion and a second.
10 Any public comments?

11 MS. CERVANTES: I have a quick comment.

12 CHAIR LABELLE: Yes. Go ahead, Sandra.

13 MS. CERVANTES: Is it possible to bring back the
14 time to 9 a.m.? We brought the time to 9:30 because of one
15 specific individual who is no longer on the Board.

16 MS. BAGNERIS: Actually, I was the one who also
17 wanted 9:30 because I have a standing meeting at my job and
18 it allows me to drive to the facility so I can be on-site. I
19 just happen to be in Houston, Texas today and why I'm on the
20 Zoom. So I'm not in favor of the moving the meeting up
21 because it will then conflict.

22 CHAIR LABELLE: Okay. There's a motion and a second
23 to approve the meeting schedule. Okay. I would call to
24 question then. Summer?

25 MS. ANGUS: Chair La Belle?

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1 CHAIR LABELLE: Yes.
2 MS. ANGUS: Vice Chair Pham?
3 VICE CHAIR PHAM: Yes.
4 MS. ANGUS: Director Rubalcava-Garcia?
5 MS. RUBALCAVA-GARCIA: Yes.
6 MS. ANGUS: Director Cervantes?
7 MS. CERVANTES: Yes.
8 MS. ANGUS: Director Ruiz?
9 MR. RUIZ: Yes.
10 MS. ANGUS: Director Bagneris?
11 MS. BAGNERIS: Yes.
12 MS. ANGUS: Director Aitken?
13 MS. AITKEN: Yes.
14 MS. ANGUS: And Director Kovacevich?
15 MR. KOVACEVICH: Yes.
16 MS. ANGUS: Thank you.
17 CHAIR LABELLE: Okay. Next item is item 8E.
18 At the last meeting, I appointed Directors Aitken
19 and Rubalcava-Garcia to serve on the Board to bring back a
20 recommendation relative to Chair and Vice Chair for the
21 ensuing year. Ashleigh? Natalie?
22 MS. RUBALCAVA-GARCIA: Yes. So Director Aitken and
23 I had very long discussion about who would be best to serve
24 as Chair and Vice Chair. And you know, we did vet every
25 single Board member on this Board. And I know that there

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1 have been some concerns about attendance, but even exploring
2 attendance issues, we did realize that our Board members are
3 engaged at other levels, including on the committees that
4 they are working on. So the recommendation from the
5 nominating committee which did consist of Director Aitken and
6 myself, Director Rubalcava-Garcia, is to recommend Director
7 Pham as Chair, and Director Nick Kovacevich as Vice Chair.

8 CHAIR LABELLE: Okay. We have the recommendation as
9 set in motion.

10 MS. RUBALCAVA-GARCIA: Do you want me to make a
11 motion or somebody else?

12 CHAIR LABELLE: Probably motion would be --

13 MR. RUIZ: This is Director Ruiz. I will entertain
14 the motion to accept the motion from Director
15 Rubalcava-Garcia and Director Aitken.

16 MS. BAGNERIS: I second. Director Bagneris.

17 CHAIR LABELLE: Director Ruiz. Director Bagneris
18 seconded.

19 Any discussion?

20 MS. CERVANTES: This is Director Cervantes. I
21 understand that we are all part of different areas that we
22 sit and serve. One of the items that was addressed really
23 heavily during the Board -- or during the meeting that
24 Director Bagneris and I attended, that there was a lot of
25 clarity about the amount of absence that are not excusable,

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1 and that is three per year. So at this point, I want to make
2 sure that it is on record that Director Pham -- which I like
3 Director Pham a lot. Unfortunately, his schedule doesn't
4 permit for him to go ahead and have attendance of three
5 missed meetings a year. He has six meetings a year that he
6 hasn't shown up. He has four meetings a year that he hasn't
7 shown. And I believe all of it is public information. So
8 there are many meetings that he has not shown up.

9 And I'm not quite sure it's our responsibility as a
10 Board to go ahead and inform the Governor's office. It is
11 the Governor's decision whether the Governor will go ahead
12 and accept somebody who doesn't show up to Board meetings as
13 much as obviously Director Pham doesn't show up; and it's,
14 you know, because obviously his schedule. Nothing else. I
15 think that his passion and love for the Fair is not any
16 different than anybody else's. And when I brought this up
17 before, he agreed.

18 MS. RUBALCAVA-GARCIA: No. Thank you, Director
19 Cervantes, for your concern. That is something we definitely
20 took into account. I am a an executive at an organization,
21 and I understand how we can be pulled into different
22 directions. And we are also volunteer Directors, so our
23 primary focus, and I say this to many of my Board members for
24 the organization I work for, is to maintain your employment
25 and put food on the table. And for those reasons, we did

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1 think that Director Pham, although he has been absent, would
2 still make a good Chair.

3 And we did talk about him making every effort to
4 attend unless there was an employment issue that came up. We
5 have good faith that Director Kovacevich will also be able to
6 step-in in his stead if he is not able to be here. So we put
7 some safeguards in place. We also worked with COO Richards
8 to make sure there is a process in place so she has
9 communication ability with Director Pham. And if she needs
10 him immediately, he will be able to call within a certain
11 amount of time. The hope is also that Director Pham and
12 Director Kovacevich will work cohesively and so they can
13 support each other in the effort and be able to step-in at
14 any given time, even if Director Kovacevich has something
15 that comes up as well. So we definitely understand your
16 concerns.

17 I'm not really sure it will be helpful to say it to
18 the Governor's office. I mean, we have several open
19 positions on this Board. We are not at full capacity yet,
20 and I don't know if we would be hurting ourselves by, you
21 know, kind of bringing to light an issue with the current
22 Board member. Because that could create quorum issues if
23 somebody is removed from the Board unnecessarily when he is
24 doing a lot of work. I mean, I have to say I've sat in on a
25 lot of Finance and Budget meetings that have been done by

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1 Director Pham, and the work that he's doing is stellar. I
2 think he brings a lot of great character traits to the Board.
3 We need a little bit of balance, and I think he definitely
4 adds value to the work that we are doing here at the
5 fairgrounds. So for those reasons, I stand by the
6 recommendation that the nominating committee is making and
7 hope that we can get the Board to approve Director Pham as
8 our Chair.

9 MS. CERVANTES: This is Director Cervantes, again.
10 I just want to go ahead and clarify that I don't think that
11 Director Pham needs to be sold. I think everything that
12 you've said about him is 100% correct. My concern is that he
13 is unable to show up. If you are unable to show up, and you
14 are unable to vote, and you recuse yourself from voting
15 because you didn't show up. This is information that is
16 given to all of us when we sign up, and the Governor decides
17 to go ahead and allow us to sit on this Board. So I still
18 hold strong to -- yes, all the other pieces are there. I
19 think they are there for all of us to sit on the actual
20 Board. One of the items of clarity that I was given and
21 Barbara, Director Bagneris, was given that this
22 information -- and I got this from Michelle, that apparently
23 this information is given to people from the Governor's
24 office on a yearly basis, and it's public information.
25 Correct me if I'm wrong, Michelle, is this public

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1 information? Yes or no?

2 MS. RICHARDS: Yes. CDFA asks for that --

3 MS. CERVANTES: All right. So CDFA asks for this
4 information. We had Covid -- we had many times that people
5 weren't able to be here. All of that has changed. You sat
6 as a Chair for a year. You were very, very committed. You
7 were very, very involved.

8 Do I think that Director Pham has the qualities that
9 you have? Absolutely, yes. Do I think that you showed up?
10 You showed up. Do I think that you flexed your muscle and
11 really put a lot of muscle and put in a lot of work to go
12 ahead and get the Board to a different direction? Yes. Is
13 that something a pattern that Director Pham has and able to
14 do? The answer is no. And that's all I have to say.

15 MS. BAGNERIS: Director La Belle, I have a
16 comment.

17 CHAIR LABELLE: Yes, Director Bagneris.

18 MS. BAGNERIS: I am happy that the committee did vet
19 Director Pham. And that means that he accepted this
20 responsibility and accepted. He knows the requirements of
21 the role, and I believe that he can fulfill them well. We
22 have had even you, Director Cervantes, when you were Chair,
23 there were many meetings that you didn't sit in the Chair you
24 had your Vice Chair to run the meeting, even though you were
25 here. So that was kind of unusual as well. So these things

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1 happen and we need to be, right now with the vetting process,
2 and the recommendation of this committee, and I believe they
3 took this under serious consideration. I believe that we
4 should go with their recommendation. And with that, I would
5 like to call to question.

6 MS. CERVANTES: This is Director Cervantes.
7 Director Bagneris, your record is public. My record of
8 attendance is public. Everybody's record of attendance is
9 public. And that's all that I have to say.

10 CHAIR LABELLE: Director Bagneris. If you don't
11 mind, I believe Director Pham -- Vice Chair Pham had --

12 VICE CHAIR PHAM: Yeah, sure. Yeah, I have been
13 transparent this entire time. I can't really disagree with
14 what Director Cervantes said in terms of attendance. I think
15 I was pretty transparent saying that that's a factual thing.
16 You know, when taking on this volunteer position many years
17 ago, my role has evolved significantly, at the bank as well.
18 As of now, I'm head of leverage finance, which is MNA
19 acquisition financing. So with that role, you know a lot of
20 the timelines aren't necessarily up to me. If I have to fly
21 across the county for a site visit. There are a lot of
22 people who are dependent on that timing window. And you know
23 there's a buyer of the company, the seller of the company,
24 the management team, the legal team. So you know, it's
25 challenging for me to make every single meeting. Sometimes

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1 they do kind of align a lot for some reason during Board, so
2 I can't guarantee attendance. I was very transparent about
3 that.

4 I will try my very best effort to make the meetings.
5 The Zoom meetings actually do help because you can do those
6 remotely, for example. My time commitment in entirety is
7 still very much so, you know, at a high level. It's just
8 sometimes I don't have the flexibility for specific Board
9 meetings. I think you are aware of that. I think that that
10 is clear, so I take no offense to what you have said. But to
11 let everyone know, I am committed to the Fairground, so --

12 MR. RUIZ: This is Director Ruiz. I just wanted to
13 make a quick comment. You know, there's no doubt that all of
14 us here have commitment to sitting on these decisions that we
15 are appointed to. Sometimes our schedules don't allow that.
16 You know, last year I had a perfect record. I attended every
17 meeting, this year I didn't. Cause things come up. You
18 know, this morning my intention was to be there in-person, I
19 just got back from Chicago last night. I was at a
20 conference. When I came into my office this morning, I had a
21 stack of checks, documents that needed to be signed and
22 needed to get out today. So you know. Sometimes we can't be
23 there at all the meetings, and I'm sure Director Pham's
24 intention is to be there at all of them.

25 Sometimes it just doesn't happen, and this is

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1 nothing that's uncommon. This happens at City Council
2 meetings. This happens at most awarding agencies that I go
3 to. Sometimes the Mayor isn't there for a lot of the
4 meetings, and that's just the way things are. That's why we
5 have the Vice Chair to step-in, fill-in that role for that
6 date. So, I mean, God, I wish I was retired and I could be
7 at every meeting every day. But I can't do that, and so I'm
8 in favor of the recommendation. I know Director Pham will
9 try to make as many meetings as he can, as his schedule
10 allows. And if he isn't, that's why we have the Vice Chair
11 to fill-in.

12 Again, you know, our schedules sometimes don't allow
13 it, but this is nothing unusual. This happens at every City
14 Council meeting, you know, this is something that is just
15 part of the process. So I'm in full favor of the
16 recommendation. And I believe we do have a motion on the
17 floor.

18 VICE CHAIR PHAM: That's a good point. We have Nick
19 as a backstop. He's more than capable.

20 CHAIR LABELLE: Question has been called. Summer,
21 please call the roll.

22 MS. ANGUS: Chair La Belle?

23 CHAIR LABELLE: Yes.

24 MS. ANGUS: Vice Chair Pham?

25 VICE CHAIR PHAM: Yes.

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1 MS. ANGUS: Director Rubalcava-Garcia?

2 MS. RUBALCAVA-GARCIA: Yes.

3 MS. ANGUS: Director Cervantes?

4 MS. CERVANTES: No.

5 MS. ANGUS: Director Ruiz?

6 MR. RUIZ: Yes.

7 MS. ANGUS: Director Bagneris?

8 MS. BAGNERIS: Yes.

9 MS. ANGUS: Director Aitken?

10 MS. AITKEN: Yes.

11 MS. ANGUS: And Director Kovacevich?

12 MR. KOVACEVICH: Yes.

13 MS. ANGUS: Thank you.

14 MS. RICHARDS: May I take a moment? Since we are

15 passing the gavel. On behalf of the Board and staff, Chair

16 La Belle, it's been a personal pleasure to work with you this

17 year. It's been a momentous year for sure, and we wanted to

18 recognize that. We all have to start a collection here. We

19 have a plaque commemorating your year as Chair.

20 CHAIR LABELLE: Thank you.

21 MS. RICHARDS: Yes.

22 CHAIR LABELLE: Much appreciated.

23 MS. RICHARDS: Can we get everyone around for a

24 photo?

25 MS. BAGNERIS: Yes, let me get on a plane and fly

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1 in.

2 MS. RICHARDS: Yes, we'll photo shop you and Robert
3 in.

4 MS. BAGNERIS: Thank you for your work, Director La
5 Belle.

6 CHAIR LABELLE: Thank you, Barbara. Thank you all
7 of you. Thank you all very much. Congratulations. Okay.

8 Just really quick comment before we go to committee
9 reports. You know, I really appreciate all of the efforts
10 that each of you have made. You have been here, you
11 supported me. Josh has been fantastic. I really appreciate
12 his counsel and advice, and I know all of us have the ability
13 to converse with Josh. Michelle, Joan; Ann whose apparently
14 out today, had a little accident. And I want to thank
15 Michelle for all of her efforts. Summer, you know you got
16 the patience of Job, and I really appreciate all of your
17 helping me through my computer, trying to get online, trying
18 to do all this stuff. And she's given me three or four
19 training lessons that I think I've absorbed about half of it.
20 Again, I want to thank you all for your support. Good luck
21 to Newton and Nick. And I want to ensure both of you and
22 fellow members that I'm here to help in anyway I can in the
23 ensuing year.

24 So with that, we'll go to committee reports.
25 Leadership Committee. I don't have anything further.

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1 Do you, Newton?

2 VICE CHAIR PHAM: No.

3 CHAIR LABELLE: Okay. Financial Monitoring and
4 Audit Committee. Nick?

5 MR. KOVACEVICH: Yep. Let me get to that report.

6 MS. RICHARDS: It's Nick's section. I'm sorry
7 section E.

8 MR. KARNS: I think that's right. Section E.

9 MS. RICHARDS: Right. It's behind the Facilities
10 Committee.

11 MR. KARNS: Behind the Facilities Committee.

12 MR. KOVACEVICH: Oh, all right. Thank you. So the
13 committee met on 10/26, which was yesterday. And we reviewed
14 the September 22 financials and discussed the upcoming Budget
15 Study Session. So good news is District Operation continue
16 to perform favorably to the 2022 budget. Year-to-date
17 September revenue was \$50 million and was unfavorable of
18 budget by a \$1 million. Revenue for the month of September
19 was unfavorable to budget by \$850,000. Mainly due to the
20 timing of some of the Fair-related invoices and Fair increase
21 cost of rental equipment and supplies. The operating
22 expenses for year-to-date through September are \$37 million
23 and favorable to budget by \$3.5 million. So even though
24 revenue came in lighter, we were able to cut expenses. And
25 year to date net proceeds are \$12.1 million, and that is \$2.5

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1 million favorable to budget. And for the period ending in
2 September 30, cash and investments are up to \$77.7 million.
3 I think that's good luck.

4 MS. RICHARDS: Is it?

5 MR. KOVACEVICH: Three 7's there. And staff also
6 discussed preparing for the November 9th Budget Study
7 Session. So we're looking forward to that. And the next
8 meeting we'll have is going to be November 11, 2022.

9 MS. RICHARDS: And if I could just add, because the
10 meeting just took place yesterday, we had to reschedule it
11 from our usual time. The committee report was not posted
12 until this morning, but there are copies in the back of the
13 room for the public, if you would like it.

14 CHAIR LABELLE: Thank you, Nick. Facilities
15 committee. Ashleigh?

16 MS.AITKEN: Yes, thank you. Just wanted to
17 highlight how many of the projects that we have going and for
18 the year 2022 have been completed as is noted in the list.
19 One that we are continuing to work on, that we're going to
20 have to pop over to 2023, is the Lot G Utilities Project. So
21 we'll keep updating the Board as that's going through.

22 And then, Michelle, did you want to make a small
23 comment on the Serenity Walk project going forward?

24 MS. RICHARDS: Yep. So the Serenity Walk project is
25 a few weeks behind. The landscape designer is nearing

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1 completion, working with CCA. Soon as that is complete, that
2 package will go out on the street for bid. And we are
3 planning a ground breaking during our annual Veteran's Day
4 celebration Saturday November 12th. So hopefully many of our
5 Board members will be able to participate in that.

6 CHAIR LABELLE: Thank you.

7 MR. RUIZ: This is Director Ruiz. I just wanted to
8 add to that. That staff did bring us up-to-date on the
9 master site plan PowerPoint presentation, which we got a
10 sneak preview of that. Let me tell you, I can't wait for
11 everybody to see it. I don't know if it's going to be any
12 different, but just from what I saw, I loved it. It was
13 great, and staff did great work. And Kim did tell me that
14 that was in-house. And great job by staff and looking
15 forward to when everyone can see the PowerPoint presentation.

16 CHAIR LABELLE: Thank you, Director Ruiz.

17 Governance Committee. Director Cervantes, anything
18 to report?

19 MS. CERVANTES: I have nothing to report.

20 CHAIR LABELLE: Okay. Community Affairs Committee,
21 director Bagneris. Anything to report, Barbara?

22 MS. BAGNERIS: I have nothing to report.

23 CHAIR LABELLE: Okay. Entertainment and Business
24 Development Committee. Director Rubalcava-Garcia, anything
25 to report?

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1 MS. RICHARDS: She had to leave the meeting.

2 MS. CERVANTES: I'm on that committee as well. So
3 Director Rubalcava-Garcia and I are planning on recapping and
4 getting together with staff. And hopefully that will be in
5 the following weeks to come.

6 CHAIR LABELLE: And I'm sure we are well underway in
7 terms of our entertainment packages for the next fair?

8 MS. RICHARDS: Lots of offers out.

9 CHAIR LABELLE: Yeah, I'm working on my Beach Boys
10 Tribute. Don't wait for me though. It's going to be a long
11 time out.

12 Okay. Governmental Relations Committee, Director
13 Aitken?

14 MS. AITKEN: I don't think we have anything to
15 report.

16 CHAIR LABELLE: Okay. Centennial Farm, I think we
17 got a very good report on that earlier today from the
18 President. Same with Heroes Hall Veteran's Foundation.

19 Okay. With that, we are going to recess into closed
20 session.

21 MS. RICHARDS: We are. We have a very quick closed
22 session planned for Board members who are here. We'll meet
23 in the Fairview Room. For Directors Ruiz and Bagneris, just
24 stay put. Summer is going to do her magic and get you in the
25 room with us.

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1 (closed session in progress)

2 CHAIR LABELLE: Okay. We are back in session. We
3 have considered the advice of counsel on the matters that was
4 scheduled for closed session, and we have nothing to report.
5 Okay. I believe we are to CEO's report.

6 MS. RICHARDS: Yes. I just have a few quick things
7 to add. Once again, the OC Register readers have voted the
8 2022 OC Fair the best fair or festival in Orange County.
9 They were quoted as saying, "Still going strong after a 130
10 plus years. The OC Fair is one of the area's most
11 anticipated events and draws more than a million people
12 annually. Many are return visitors," reported The Register.
13 And we happily accept that honor from the readers of Orange
14 County Register.

15 For those of you that are on-site here with us
16 today, take a look at the berm when you leave. So for the
17 last 18 months, our Angora Landscaping Team has been busy at
18 work mowing the down the vegetation at the Pac Amp berm and
19 fertilizing the soil, getting ready for planting after two
20 rounds of eating and fertilizing. The goats completed their
21 job, and last week a portion of the Pac Amp berm was
22 hydroseeded, and you as you can see, it's already taking
23 shape. The program will continue with more hydroseeding on
24 the rest of the berm with future landscaping on the plants.
25 So the goats did their job, and they did it well.

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1 Two big things coming up for November is going to be
2 the presentation of our 2023 budget. The staff has been
3 doing some excellent work navigating the all the challenges
4 out there. ***Not market right now, but we'll bring that to
5 the committee for the budget study session on November 9 at
6 3:00 o' clock in this room. And then it will be on the
7 agenda for the full Board to review November 17.

8 Okay. The other thing in November, Robert mentioned
9 it -- Director Ruiz mentioned it, is that we are so excited
10 to present the OC Fair and Event Center master site plan.
11 The concepts and the rough order of magnitude, Director Ruiz
12 mentioned that this work has been done by our in-house team.
13 He's right. And he's also right that it's pretty darn
14 impressive. I'm very, very proud of our team for the work
15 that they have done. And we are very excited to present it
16 to the Board at the November Board meeting.

17 And as Director Kovacevich shared, we're still doing
18 very well against budget as of the end of September. We are
19 \$2.55 million favorable overall to budget. Under on -- on
20 revenue, less than budgeted, but we are making up for it on
21 the expense control side. So very happy to report that. Our
22 cash position, cash on-hand and investments at the end of
23 September is \$77.7 -- triple-7 million. That's a over a year
24 increase of \$14.8 million or 23.7%. So the organization is
25 doing quite well. And that concludes my report.

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1 Joan, I'll turn it over to you.

2 MS. HAMILL: Good morning.

3 CHAIR LABELLE: Good morning, Joan.

4 MS. HAMILL: Thank you for the opportunity to share
5 the events. This Saturday is the Brew Ha Ha Haunted
6 Oktoberfest right here at the OC Fair and Event Center.

7 Thanks, Jason.

8 It's three hours of craft beer testing for guests 21
9 and over, featured performances, music from the band Berlin,
10 which was at opening for Pat Benatar for her concert, for
11 those of you that were there. With special guests the
12 Mismiths, which is a tribute band. Tickets are still
13 available, they are online and costumes are encouraged.

14 Finishing out the month of October, there's the
15 seasonal adventures pumpkin patch through the 31st in
16 addition to selling pumpkins, there are activities and a
17 whole lot of fun. It's very busy in the afternoon and
18 weekend. It's just a lot of fun out there, and you can see
19 it in the parking lot when you come and you leave. But it
20 will open later today and throughout the rest -- through
21 Halloween. Tonight in the Hangar, we have Fight Club OC and
22 that's pro boxing and MMA life and as always, the most fun
23 you can have on a Thursday night in OC. On the 29th this
24 Saturday is the Original OC swapmeet in lot D from 9:00 a.m.
25 to 3 p.m. Don't miss out on that.

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1 Upcoming in November, right around the corner, just
2 days away, another busy month of events. We have Repti-Con
3 and Sugar Plum both taking place on the 10th through the
4 12th. Those are very popular shows. Very fun shows to go
5 to, so I would encourage you to go out to that. The 12th,
6 again, we'll have another Original OC Swapmeet. And the 12th
7 and 13th Saturday and Sunday, more than a cat show as the
8 Costa Mesa Cat Extravaganza, and it will feature an
9 international cat competition. A cat competition where
10 judges will stage, present, and reward the most beautiful
11 cats in the world. There will be an incredible lineup of
12 demos and speakers in the Kitty Corner where you can also
13 meet your favorite cat on the "Catwalk". And tickets are
14 valid the entire weekend. That's going to be a lot of fun.

15 Every Thursday of course, is our farmers market and
16 taking place today on your way out, so in lot D from 9:00
17 a.m. to 1:00 p.m., like I said, every Thursday. And in
18 November at Centennial Farm and in Heroes Hall as part of our
19 garden series, at Centennial Farm we have the Fall
20 Charcuterie Board and that's November 5th and that's from
21 10:00-12:00. And you can learn to make a beautiful and
22 tantalizing fall charcuterie board presented by the
23 incredible Chef Vina, a wealth of knowledge. A lot of fun.
24 The classes are fantastic. Participants must register in
25 advance, and the fee is \$35, and you need to bring your own

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1 board or platter for that event. And she gives you a lot of
2 tips to kind of theme that out, so it's a great class. You
3 will learn a lot in that class.

4 And as Michelle mentioned, on November 12th at
5 Heroes Hall please join us for the annual Veteran's Day
6 celebration. There will be local performances by all
7 American Boy's Chorus, speakers, veteran's groups that will
8 be hosting booths, and hands-on activities. The highlight
9 feature will be the groundbreaking ceremony for the Heroes
10 Hall's newest feature, the Serenity Walk. The event is free
11 and all are welcome to celebrate our veterans.

12 And then also at Centennial Farm and at Heroes Hall
13 ongoing, we have at Centennial Farm, our Junior Farmer School
14 Tours. They are very robustly attended. All the kids, all
15 the students -- all the kids, the teachers, even the parents
16 are very happy that this program has come back in full swing.
17 So classes are completely getting booked up I should say and
18 we also have our Discovery Days, which is kind of an open
19 house day. They don't really need a reservation, so that's a
20 very populated day. It's very busy at Centennial Farm. We
21 also started the after ranch after-school program. So
22 there's just a whole lot of fun and learning at our
23 Centennial Farm, which is our mission.

24 And then at Heroes Hall on October 15, was the
25 opening of our newest exhibit, Armed Only with a Camera: WW2

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1 Photography of Stanley Troutman. This exhibit was curated in
2 house by our talented staff with the help of the Troutman
3 family Karen Singleton, I think I mentioned this at the last
4 Board meeting, had the opportunity to meet Mr. Troutman and
5 he was a war correspondent and who photographed through out
6 the Pacific Theatre in WW2, alongside the US Army Air Corp
7 soldiers and the Marines. He was not a soldier himself;
8 although, he was still at great risk along with the soldiers.
9 He was in battle with the soldiers, side by side with the
10 solders in WW2. There Mr. Troutman is noted for the
11 photographs of the after math of Hiroshima and Nagasaki after
12 the dropping the atomic bomb. Many of the photos throughout
13 the years are Mr. Troutman's photos. Mr. Troutman lived in
14 Orange County. He passed away in December 2019. His family
15 still lives in Orange County. We owe him and his family a
16 debt of gratitude of sharing of himself and his amazing
17 photographs. His equipment and personal items to include
18 letters back to his family which are on display in Heroes
19 Hall for all to see and learn from. And this concludes my
20 report.

21 MS. RICHARDS: Thank you. I just wanted to note
22 some birthdays. Happy birthday to Chair La Belle and
23 Directors Aitken and Ruiz. All October babies. And speaking
24 of babies, congratulations to the Kovacevich family. We
25 didn't put details on here. That's for you to share if you

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1 want to talk about.

2 MR. KOVACEVICH: Sure. So we are blessed to have a
3 new baby girl named Posey Bell and she arrived on 10/10. So
4 lucky birthday, and it's so close to 10/9. And we are
5 getting along quite well. Mom is recovering. It is a lot
6 more hectic prior than it was to 10/10, but it's worth it.

7 MS. RICHARDS: Congratulations. That's great. And
8 our next meeting. The first the budget study session on the
9 ninth, and then Board meeting on the on November 17 with new
10 Chair Newton Pham and Vice Chair Kovacevich.

11 CHAIR LABELLE: Perfect. Let's go around the table.

12 Director Bagneris, do you have any comments?

13 MS. BAGNERIS: Yes. Thank you very much. I --
14 First of all, I would like to congratulate Director Pham and
15 Director Kovacevich on their new roles on the Board, and I'm
16 excited for you and looking forward to what's in store. I
17 want to congratulate Nick on his new baby, and if I don't get
18 a picture soon I'm going to be very upset.

19 MR. KOVACEVICH: Coming soon.

20 MS. BAGNERIS: Because babies grow fast so I need to
21 see the baby now. I also want to just thank the staff for
22 all you continue to do. Thank you, Josh. I hear an echo so
23 hopefully you aren't hearing an echo like I am. Thank you to
24 everyone. I wish everyone a great rest of October and as we
25 move into November and the end of the year. It is almost

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1 Christmas, so I wish everyone well.

2 CHAIR LABELLE: Thank you, Barbara. Robert?

3 MR. RUIZ: Yes. I just wanted to say, Doug, thank
4 you so much you did a great job as chair, ran every meeting
5 smoothly and kept it moving just as a chair should do. I
6 just wanted to thank you for that great job, well done and I
7 wanted to congratulate Newton and Nick on their new roles. I
8 have no doubt that they are going to do a great job and they
9 are going to take off right where dug left off. And anything
10 you guys need from me please by all means let me know. And
11 Nick congratulations on your daughter beautiful thing enjoy
12 them when they are little because then they become teen
13 agers. So congratulations and on the goats great job on the
14 landscaping they are doing. I think I might organize some
15 members of the union. So other than that, that's going to be
16 it. I hope everyone has a great weekend and Michelle and
17 staff thank you for everything. As always.

18 CHAIR LABELLE: Thank you Robert Sandra.

19 MS. CERVANTES: Congratulations to the new Chair and
20 Vice Chair. And congratulations to the baby, she's gorgeous.
21 And then most important, thank you so much, Doug. You have
22 done an amazing, amazing job. You have been committed
23 focused, and you have been here every single time. So thank
24 you again for all of your hard work. It was greatly
25 appreciated.

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1 CHAIR LABELLE: Thank you, Sandra. Ashleigh?

2 MS. AITKEN: Again thank you so much, Chair La

3 Belle, for all of your hard work. Twice. It's just been --

4 CHAIR LABELLE: And that's the last time.

5 MS. AITKEN: That's what you said after the first

6 time.

7 MS. BAGNERIS: Yeah, I was going to say, "Yeah,

8 yeah."

9 MS. AITKEN: But thank you and congratulations to

10 our Chair and Vice Chair. Obviously, congrats on your

11 beautiful baby. I love having more Libras in the world. But

12 yeah, I look forward to seeing everybody. Happy Halloween.

13 And I'll see everybody next month. And don't forget to

14 vote.

15 CHAIR LABELLE: Nick?

16 MR. KOVACEVICH: I was going to mention that, too.

17 But first, thank you, Doug for everything you have done in

18 this past year. And thank you to the committee and the rest

19 of the Board for the confidence of myself of moving to Vice

20 Chair and Director Pham taking over as Chair to accept the

21 responsibility and can hopefully deliver. I was also going

22 to say November 8, Election Day, everyone should vote. We at

23 our company are giving everybody four hours off on November 8

24 to make sure that they can vote, so it's very important.

25 And I got a couple of other things. I wanted to

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1 give a shoutout to the great state of California for
2 surpassing Germany now as the fourth largest economy in the
3 world. So, I'm honored to be a part of this state and
4 playing a small part here with the work that we do the OC
5 Fair and Event Center. And then lastly, I cannot -- I
6 noticed that Robert did not mention the upcoming Niners/Rams
7 rematch this weekend. I think he is a little sore after the
8 last one, and it should be a great game. And I know with all
9 my smack talking, I didn't get invited to the game. I hope
10 you enjoy your good seats there, and I'll probably be
11 watching on television.

12 CHAIR LABELLE: Newton?

13 VICE CHAIR PHAM: Yeah. As a Vice Chair, I have
14 seen all that Doug has done in this past year. So I
15 appreciate everything that you have done this year. You have
16 done a great job. And you know, I appreciate everyone's vote
17 of confidence as Nick said, there's a lot of great people on
18 this Board, and I love that confidence to do this. I really
19 appreciate that, and I hopefully exceed your expectations.

20 CHAIR LABELLE: Great. Again, any congratulations
21 to Newton and Nick, and Nick twice for the new baby. I want
22 to thank -- I have been on the Board now 12 years, something
23 like that, and I really, it's been a real pleasure to not
24 only work with you as directors, but I consider all of you my
25 friends, and this has been a really rewarding experience for

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1 me. I want to thank you again, Michelle, Summer, Joan,
2 again, Summer twice, keeping me online.

3 And with that, I will see everybody at the -- or
4 those that are going to be there at the Budget Work Shop and
5 with that, we are adjourned.

6 (Meeting ended at 11:42)

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1 CERTIFICATE OF STENOGRAPHER

2 * * * *

3 The undersigned Stenographer does hereby certify:

4 That the foregoing Proceeding was taken before me at the
5 time and place therein set forth.

6 That the testimony and all objections made at the time
7 of the Proceeding were recorded stenographically by me and
8 were thereafter transcribed, said transcript being a true and
9 correct copy of the proceedings thereof.

10
11 In witness whereof, I have subscribed my name, this date:

12 NOVEMBER 7, 2022.

13
14
15 Charissa De la Torre

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17 CHARISSA DE LA TORRE

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