



In the Matter Of:

ORANGE COUNTY FAIR AND EVENT CENTER

BOARD OF DIRECTORS MEETING

October 27, 2022

Case No:

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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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  
13

14 PUBLIC SPEAKERS:

15 Reggie Mundekis  
16 LeaAnn Kazolas  
17 Lisa Sabo  
18 Gibran Stouts  
19 Glen Johnson  
20 Nick Beradino  
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1 32ND DISTRICT AGRICULTURAL ASSOCIATION

2 ORANGE COUNTY FAIR AND EVENT CENTER

3 BOARD OF DIRECTORS MEETING

4 THURSDAY, OCTOBER 27, 2022

5 9:30 A.M.

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7  
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)

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?

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.

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

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



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

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

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 putting 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.

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,

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

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,

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

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



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.

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

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

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

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

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 firm 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

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 Eeve 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.

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?



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

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 wholly 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.

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

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

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

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

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

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



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

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

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 over lapping  
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

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

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

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

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

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



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

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 --

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.

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,

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

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

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?

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,



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

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.

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.

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.

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

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?

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

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,



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

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

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

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

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

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

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.

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



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.

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 not proceeds are \$12.1 million, and that is \$2.5

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

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?

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.

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.

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.

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.



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

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

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

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

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.

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 for get 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

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

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)



CERTIFICATE OF STENOGRAPHER

\* \* \* \*

The undersigned Stenographer does hereby certify:  
That the foregoing Proceeding was taken before me at the  
time and place therein set forth.

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

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

NOVEMBER 7, 2022.

*Charissa De la Torre*

CHARISSA DE LA TORRE

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

<b>\$</b>	72:21		<b>92</b> 19:11	<b>actions</b> 26:10
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