



In the Matter Of:

O.C. FAIR AND EVENT CENTER

BOARD OF DIRECTORS MEETING

November 17, 2022

Case No:

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IN THE MATTER OF:

32ND DISTRICT AGRICULTURAL ASSOCIATION

ORANGE COUNTY FAIR AND EVENT CENTER

BOARD OF DIRECTORS MEETING

NOVEMBER 17, 2022

9:30 a.m.

Meeting of the OCFEC Board of Directors, stenographically
reported by Charissa De La Torre, a stenographer, commencing
at 9:30 a.m. and ending at 12:20 p.m., Thursday,
NOVEMBER 17, 2022, at 88 Fair Drive, Costa Mesa, California
and Zoom.

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1 APPEARANCES OF BOARD MEMBERS:

2 Newton Pham, Chair
3 Nick Kovacevich, Vice Chair
4 Doug La Belle, Chair
5 Natalie Rubalcava-Garcia, Member
6 Sandra Cervantes, Member
7 Ashleigh Aitken, Member
8 Robert Ruiz, Member

9 ALSO PRESENT:

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

15 PUBLIC SPEAKERS:

16 Reggie Mundekis
17 David "DL" Silva
18 Greg Silva
19 Jeanine Robbins
20 Mike Robbins
21 Aileen Anderson
22 Leigh-Ann Kazolas
23 Brian Cummings
24 Sonia Jahn
25 Carolyn Beaver
Claudia Berglund
Gibran Stout
Lisa Sabo
Tom Conklin

1 32ND DISTRICT AGRICULTURAL ASSOCIATION

2 ORANGE COUNTY FAIR AND EVENT CENTER

3 BOARD OF DIRECTORS MEETING

4 THURSDAY, NOVEMBER 17, 2022

5 9:30 A.M.

6
7 CHAIR PHAM: All right. Calling this meeting to
8 order. Welcome, everyone. Before we start everything, we
9 have a special presentation. Before we get started on the
10 agenda, I'll turn it over to Doug to present the print of the
11 Sky Hawk painting to Ed Arnold.

12 MR. LA BELLE: Thank you, Chair Pham. Mr. Arnold,
13 can I ask you to come up here? I have known Ed for 40 years,
14 but the first 30 was on TV as I saw him. I think everyone
15 knows that Ed was a long-time broadcaster and sportscaster
16 with KTLA and KNBC Eyewitness News. And he has been a
17 long-time supporter. He has been in Orange County since the
18 late 50s, a Marine, he came to Orange County and he stayed,
19 as most people did. Ed has been a very, very strong
20 supporter of veterans. Both during his tenure and working
21 and since his retirement. He also was instrumental of
22 getting the original Skyhawk moved to the Civic Center in
23 Santa Ana, and then was very helpful to the District and the
24 foundation in getting the Skyhawk moved to his permanent
25 location, forever at the Heroes Hall Veterans Museum. And on

1 behalf of the Heroes Hall Veteran's Foundation, board members
2 Nick Baradino, the President, and all the board members, as
3 well as the District, it is our pleasure -- honor, to present
4 you with the first print of the original photo -- of the
5 original painting by a local artist.

6 Let me take this off. Just give me a hand here.
7 The original is on permanent display in the Heroes Hall
8 Veterans Museum. So what you see is the A-4 Skyhawk. It's
9 got Marines on the side, which is the current designation out
10 there. And we want to present this to you. And thank you,
11 again, very much for all you have done for veterans.

12 VICE CHAIR KOVACEVICH: Thank you.

13 MR. LA BELLE: Thank you. We'll have someone help
14 you get it to the car. And there's a sign on the back that
15 tells you a little bit about it, so, perfect.

16 MR. ARNOLD: Thank you, Doug. I'm very emotional
17 because of what we went through to get this initially. You
18 know, and then to see the way it was treated by the
19 government and the county, and then Santa Ana. And then,
20 thank the good Lord that we had the wonderful people here at
21 the fairgrounds and Nick and Bobby, Nick, Donald. The things
22 that they did to get this aircraft moved, it was not an
23 easy -- to get them out in the first place, we went through
24 hell and back. And went through many years, it was about to
25 be abandoned. When I found out about it and we got some

1 really wonderful people. Because the Marines have made the
2 county grow the way it did because of that base. And again,
3 politics played its silly, stupid games again, and the base
4 disappeared. But that's a different story. But this means
5 so much to me because of the amount of time, the years, the
6 tears, and the money that went into it. And I thank you very
7 much and, Michelle, I'm so grateful that the fairgrounds is
8 the landing place, the final landing place, because it will
9 stay here until long after I'm gone.

10 MR. LA BELLE: If somebody could assist Mr. Arnold?
11 And again, I hope you have a place. All right.

12 MR. ARNOLD: I can guarantee you where it's going to
13 go.

14 MR. LA BELLE: Thanks again, Ed.

15 MR. ARNOLD: Thank you, all. Thank you very much.

16 MR. LA BELLE: Thank you.

17 CHAIR PHAM: All right. Thanks, Ed. Actually, this
18 is the Call to Order.

19 All matters noted on this agenda on any category may
20 be considered for action as listed. Any item not so noted,
21 may be considered items listed on this agenda may be
22 considered in any order. At the discretion of the
23 chairperson. The mission of the OCFEC is creating equitable
24 community access to agriculture, entertainment, cultural, and
25 educational experiences. And I would like to call on Doug to

1 lead us for the Pledge of Allegiance.

2 MR. LA BELLE: My pleasure.

3 (Pledge of Allegiance.)

4 CHAIR PHAM: Summer, can you take roll?

5 MS. ANGUS: Chair Pham?

6 CHAIR PHAM: Here.

7 MS. ANGUS: Vice Chair Kovacevich?

8 VICE CHAIR KOVACEVICH: Here.

9 MS. ANGUS: Director La Belle?

10 MR. LA BELLE: Here.

11 MS. ANGUS: Director Rubalcava-Garcia?

12 MS. RUBALCAVA-GARCIA: Here.

13 MS. ANGUS: Director Cervantes?

14 MS. CERVANTES: Here.

15 MS. ANGUS: Director Ruiz?

16 MR. RUIZ: Here.

17 MS. ANGUS: Director Bagneris?

18 (No answer)

19 MS. ANGUS: Director Bagneris?

20 Just for the record, I do show her on Zoom, but the
21 microphone is not on.

22 And then, Director Aitken?

23 MS. AITKEN: Here.

24 MS. ANGUS: Thank you.

25 CHAIR PHAM: She mentioned she'll dial-in.

1 MS. ANGUS: Is there a motion to approve the minutes
2 from the October Board Meeting?

3 MR. LA BELLE: So moved.

4 MR. RUIZ: This is Director Ruiz, I second.

5 MS. CERVANTES: I have a couple of questions. This
6 is Sandra. Comments, Director Cervantes.

7 CHAIR PHAM: Do I -- I acknowledge that. Go ahead,
8 Sandra.

9 MS. CERVANTES: Thank you so much.

10 Well, again, congratulations, Director Pham.
11 Listening back to the video, I did state and asked that for
12 the record that we do document, that it be documented,
13 unfortunately, on the no-shows, for six no-shows in 2021, and
14 four no-shows in 2022, and six no shows in 2021, and that's
15 not on the minutes.

16 CHAIR PHAM: Yeah, we can add those. And then do we
17 have to vote on that?

18 MS. RICHARDS: As amended.

19 MR. KARNs: Yeah, you would have to have the Board
20 approve on the minutes as amended by Director Cervantes.

21 CHAIR PHAM: Okay. Yes. So I guess we can request
22 the Board to approve the amended minutes as requested by
23 Director Cervantes.

24 MR. LA BELLE: Make a motion to approve the amended
25 minutes per Director Cervantes comments?

1 MS. CERVANTES: This is Director Cervantes. I
2 second.

3 CHAIR PHAM: Okay. Then we will put it up to vote.

4 MS. ANGUS: Chair Pham?

5 CHAIR PHAM: Approve.

6 MS. ANGUS: Vice Chair Kovacevich?

7 VICE CHAIR KOVACEVICH: Yes.

8 MS. ANGUS: Director La Belle?

9 MR. LA BELLE: Yes.

10 MS. ANGUS: Director Rubalcava-Garcia?

11 MS. RUBALCAVA-GARCIA: Yes.

12 MS. ANGUS: Director Cervantes?

13 MS. CERVANTES: Yes.

14 MS. ANGUS: Director Ruiz?

15 MR. RUIZ: Yes.

16 MS. ANGUS: Director Bagneris?

17 (No answer.)

18 MS. ANGUS: Director Aitken?

19 MS. AITKEN: Yes.

20 CHAIR PHAM: All right.

21 With that, I guess I will put it open up for public
22 comment after reinstatement. Public comment is allowed on
23 issues not on the current agenda. However, no debate by the
24 Board shall be permitted on such public comments, and no
25 action will be taken on such public comment items at this

1 time, as law requires formal public notice prior to any
2 action on a docket item. Speakers are requested to fill out
3 and submit a comment card to the meeting secretary prior to
4 the start of the meeting and are limited to three minutes.
5 Comments will be accepted on all other agenda items at the
6 time each item is listed on the agenda. Speakers wishing to
7 address the Board on items on the agenda are requested to
8 fill out and submit a comment card to the meeting secretary
9 prior to the start of the meeting, and identify the agenda
10 items on which you desire to address the Board. Speakers are
11 limited to three minutes.

12 MS. RICHARDS: And we have four requests. And then
13 Summer will let us know if anyone on the chat.

14 So, DL, you're up first.

15 MR. SESENA: Thank you. So my name is David "DL"
16 Sesena. I am the current owner of the Original OC Swap Meet
17 here at the fairgrounds. I'm here to talk about the Original
18 OC Swap Meet that I started May 2021, with the goal to
19 continue being a small business incubator. Hosting the event
20 here at the OC Fair and Event Center was ideal since there
21 has been a swap meet on this property for over 50 years.
22 Fast-forward to December 2021, the price to hold my event
23 here nearly doubled from \$6,700 to \$11,500. This drastic
24 change in price has drastically hindered the event's growth.
25 I would love to sit down with fair and staff and try to reach

1 a more reasonable price in order to keep this event going.
2 If not, then I could say that December will be our last event
3 month here. But I would also like to invite everyone here
4 and people listening to me to our November 26 event date as
5 we celebrate Small Business Saturday along with the SBDC.
6 And 40 plus new small businesses will launch on that date. I
7 will be donating the spaces to all of these vendors to begin
8 their journey as entrepreneur. I want to continue to be able
9 to do things like this and show the community how the OC Fair
10 and Event Center can host huge events like Sand Sports and
11 smaller events like ours, The Original OC Swap Meet, and
12 continue to support local small businesses as well.

13 This diverse variety of events is what makes this
14 facility Orange County's premier home for commerce of all
15 types and of all sizes. Also providing opportunity for the
16 community to come together and enjoy a variety of events.
17 Thank you.

18 MS. RICHARDS: Mike Robbins?

19 MIKE ROBBINS: Good morning. Mike Robbins. Of
20 course, I have been at the fairgrounds selling my stuff or 42
21 years. And I'm retired, but I still enjoy coming to the swap
22 meets and selling at least every other weekend at the new
23 market place. The market place has been there for a long
24 time. Originally, at it's peak, probably around 4,000
25 people. So there were 1,400 vendors every week everyone

1 needed two or three extra personnel. So it's certainly a
2 great small business enterprise. Legendary, legendary in
3 Orange County and really, the fairgrounds was known as the
4 Orange County Market place.

5 I think we have to come to a solution on the cost to
6 incubate the new process here. We are coming out of Covid.
7 And I can tell you, one of the problems that we are seeing is
8 a lot of vendors that were there before, either retired like
9 me and just went on or moved out of state, or I hate to say,
10 even, passed away. So now, we need to build that up again,
11 and we need some support for the small business from the
12 fairgrounds here. The original deal from the market place,
13 actually 50 years ago, was this taking half of the merchants
14 price. So, of course, that completely eliminates any
15 problems for rainy days, or weather days, or whether people
16 don't show up or do show up. The market place made a certain
17 amount of money, the fairgrounds made a certain amount of
18 money.

19 But anyway you look at it, over the many, many
20 years, but it was always to try and maintain stability of the
21 market place. And I saw a lot of people who started off
22 their business there and went on to running big corporations.
23 It's a good incubator, it's a small community asset, and we
24 have to find a way to retain it. And I would like to add --
25 I have a little time. That I had a lot of customers now, I'm

1 gonna retire, so, and I do love coming there on Saturdays,
2 though, every other weekends, it's harder for me as I'm
3 older, but I still love to do it, and we love to see all of
4 our regular customers. But in our peak of business, a lot of
5 mail order, a lot of my customers moved out of state, and I
6 still shipped them cigars. They come by my house, and we
7 smoke cigars, and we have lunch and they buy some cigars or
8 not. But there are a lot of customers that we contact that,
9 literally, will not come by, they won't order, they want to
10 wait for when the swap meet happens, and they want to come
11 out there because they just love that. They love coming out
12 in the open air, and they love sitting and walking around
13 with their families, and they won't buy a cigar from me or
14 anything, except at the swap meet. Thanks so much, you guys.

15 MS. RICHARDS: Jeanine Robbins.

16 MS. ROBBINS: Good morning. Hi. I'm Jeanine
17 Robbins, and myself and husband, Mike, have been operating
18 our small business here on the fairgrounds for 43 years now.
19 I'm here because we can't let the swap meet go under without
20 a fight. This is an event that needs to continue. During
21 Covid, we were kept closed after all the businesses began
22 operating here due to a lawsuit that was filed by you against
23 the operating Spectrum. Yet, somehow our other Spectrum
24 still holds the liquor license on the property and continues
25 to operate at every event, even the current swap meet. You

1 even gave Spectrum a lease extension without an RFP on the
2 right to sell to be this location. So as I have said before,
3 you have kept hundreds of small businesses out of business
4 unnecessarily, thereby resulting in thousands of people out
5 of work, collecting unemployment instead of paying the
6 various state taxes generated by their sales, and trust me,
7 we pay a lot of state tax. People lost their businesses,
8 their livelihoods, their homes, their families due to the
9 decision of this event center.

10 Let's fast-forward to when DL decided to become the
11 operator. He was met with resistance from Fair staff,
12 instead of a cooperative event. He was denied set days, the
13 first and third Saturday, the first Saturday of every month.
14 Some kind of consistency that the customers would know when
15 to come. The fairgrounds could have worked with DL to make
16 the swap meet a success, to reinvigorate the swap meet, to
17 allow him to rebuild an event. But it seems that you did not
18 really want it here anymore. There could have been temporary
19 rent reductions, as every other landlord did. After all,
20 when all is said and done, you were basically the ones who
21 have potentially killed this event.

22 Now, on the surface, it appears to us that the Fair
23 staff is not exceptionally friendly to small businesses. But
24 if you compare, we compare the contracts. A financial expert
25 compared the contracts between **blind Ms. Daisy and the

1 Orange County Swap Meet, and the inconsistencies were
2 appalling. What DL pays compared to what blind Ms. Daisy
3 paid was so much more. It was ridiculous. It almost seems
4 as if you don't want the swap meet here, and you are doing
5 your best to price them out of this venue.

6 Oh, yes. I forgot to mention that he was renting a
7 portion of an empty parking lot that would be generating zero
8 income if the swap meet was not there. However the Fair
9 staff feels about the swap meet is certainly less important
10 and not in line with how the community feels about the swap
11 meet. The community wants the swap meet. They love the swap
12 meet. This property is for the community, according to your
13 motto on the wall.

14 Now, let's talk about the parking. If there are
15 community events on the property, the attendees are not
16 charged parking. There is the Pumpkin Patch, the Christmas
17 Tree Farm, the Farmers' Market, to name a few. Yet, for the
18 swap meet, our customers are charged \$10, which equates to
19 \$10 less to spend at the event. This is the number one
20 complaint amongst customers, especially when there are less
21 than 50 vendors. Not only that, we as vendors, rent space
22 from DL. We park our vehicle in our space that we paid for.
23 We do not unload or move our vehicle, no vendors do. Yet, we
24 are also expected to pay \$10 to park in the space that we
25 have already rented. I can understand the charge if the

1 vehicles were parked in the lot, but they aren't. They're
2 parked in the previously rented space. I'm almost done.

3 CHAIR PHAM: That's time.

4 MS. ROBBINS: It would be like paying your mortgage
5 but having to pay extra to park in your own driveway.

6 CHAIR PHAM: Okay. That's up. Your time it is
7 up.

8 MS. ROBBINS: -- There needs to be some adjustments.
9 The swap meet is loved by the community. Thank you.

10 MS. RICHARDS: Gregg Silva.

11 GREG SILVA: Good morning. Greg Silva, I have been
12 a vendor at the swap meet for over 30 years. Quite a few
13 years at the Fair, also. Speaking on behalf of DL also, and
14 the swap meet. For years and years the fairgrounds was known
15 as a swap meet that had a Fair during the summer. They
16 didn't know there were any other events. Now, it's an event
17 center, so there are more events. The swap meet attract's
18 people from all over. People that move out of state, they
19 still want to come back and visit the swap meet. So when
20 they come and they see the size of it, we have to sit there
21 with almost every customer and explain why it is what it is.
22 How much DL has to pay. Their mouths drop when they find out
23 what he has to pay for the little part of the parking lot.
24 Their mouths drop again when they find out that he doesn't
25 get any money from the food or beverage, they drop again when

1 they find out that the \$10 parking, he doesn't get any of
2 that. First, they are blaming him for all of that, until
3 they realize, wait a minute, it's not his fault. And when we
4 come here, we are enthusiastic about selling here. Was here
5 for many, many years. And families come with their grandkids
6 now, that used to come with their own kids, and we really
7 want to sell here. Every weekend, if possible, but if it's
8 twice a month, that's great too. And when we get here, like,
9 we are ready to go, and then we get slapped in face for
10 having to pay the \$10 that Jeanine said. To me, that just
11 puts a sour taste in our mouth, right at the get-go, at 5:00
12 in the morning, waiting in line knowing I have to pay \$10, on
13 top of whatever I already gave DL. Which he had to raise our
14 rate due to the price that he's paying. And, you know, the
15 only way he is going to make money and keep the business
16 going, is if he is paying less rent, and we all agree to give
17 him more under rent just so he can keep it going. We
18 understand he has been losing money. And that's not what
19 he's in business for. He's in business to feed his family
20 and make a little bit of money, if he can. And, anyways,
21 thank you very much and hope you guys can look into helping
22 him out. Thank you.

23 MS. RICHARDS: Okay. And we have a public comment
24 on Zoom, Tom Conklin.

25 MR. CONKLIN: Yes. My name is Tom Conklin. And I

1 will be a first-time vendor at the swap meet on November 26,
2 and I have two dates December 10th and 17th. I do agree with
3 the previous speakers and appreciate how hard DL must work.
4 But as a potential vendor and new vendor to the system, I
5 find it extremely difficult to communicate with DL and get
6 signed in and signed up to be a vendor. I have talked to
7 other potential vendors, and they are finding the same issue.
8 So all I can ask is, DL, communicate better with potential
9 vendors and have some follow-through. It took me months to
10 get in, and then I had to ask for a receipt. I had to ask
11 for instructions on how to get in. What's my space? Where
12 do I go? So I appreciate how hard you work, but please
13 communicate better. Thank you.

14 MS. RICHARDS: Anyone else on Zoom? No?

15 MS. ANGUS: No.

16 CHAIR PHAM: That concludes public comments.

17 Apologies, I went to the dentist this morning, so half my
18 face is numb. I'm kind of slurring.

19 Consent calendar. All matters listed under Consent
20 Calendar are operational matters about which the Board has
21 governing policies, implementation of which is delegated to
22 the CEO. They will be enacted in one motion. There will be
23 no discussion of these items prior to the time the Board of
24 Directors votes on the motion, unless members of the board,
25 staff, or public request specific items to be discussed

1 separately and/ or removed from this section. Any member of
2 the public who wishes to discuss the Consent Calendar items
3 should notify the Chair of the Board at the time requested
4 and be recognized by invitation of the Chair to address the
5 Board.

6 MS. RICHARDS: So we do have a list of public
7 comment for Consent Calendar, Aileen Anderson.

8 MS. ANDERSON: Hi. I have some materials I could
9 give to the Board.

10 Can I do that before I speak? Or is that -- I know
11 these were provided by e-mail in advance.

12 CHAIR PHAM: Could you repeat that part?

13 MS. ANDERSON: Sorry. I have some materials that
14 are printed that I could distribute to the board before I
15 speak.

16 CHAIR PHAM: Absolutely.

17 MS. RICHARDS: Most of our board members are Zooming
18 in.

19 MS. ANDERSON: These came by e-mail. I just have
20 some copies for you today.

21 MS. RICHARDS: We can just pass them around.

22 MS. ANDERSON: Thank you so much. So my name is
23 Aileen Anderson, so just by way of background. I am a senior
24 faculty member and administrator at the University of
25 California Irvine, and I bring that up because one of my

1 administrative roles right now has been overseeing the
2 contracting process, including the bid set and reviewing the
3 bids with a technical review committee, and now I'm
4 overseeing the construction and licensing of a sole main
5 manufacturing facility there. It's a \$13,000,000 facility.
6 So I'm really quite familiar with California Code in terms of
7 how the bidding process works. I would like to thank you for
8 your time and reviewing the information we have provided by
9 e-mail and today and for your efforts in securing a new
10 operations contract for the Equestrian Center at the OC
11 Fairgrounds.

12 With that said, we have some concerns regarding
13 sustainability that would come into that bid, and that's the
14 reason I am speaking to you today. The LWI bid that you have
15 received, reflects a cost projection that is far out of line
16 with comparable facilities in Orange and LA County, and this
17 really points to a lack of operational expertise in this
18 domain that is inconsistent with the standard required in
19 order to identify the bidder as a responsible bidder under
20 California Code. OC Equestrian Center board fees are
21 currently quite consistent with other local comps. We have
22 compiled a list of five of them in the area, and that puts us
23 in the range of \$622 a month, to \$634 a month in terms of
24 board. The absolute best-case scenario under the LWI bid,
25 assuming full occupancy and a rough number estimate would

1 bring this to \$1,024 a month in order to just barely break
2 even. And this really reflects, in part, the inexperience
3 and, I think, some of the issues in terms of how the bid was
4 set.

5 So that brings me to my second point. The LWI bid
6 shows a lack of detailed knowledge of equestrian facilities
7 and maintenance. Perhaps resulting in this dramatic mark-up.
8 If we take one example, which is how the feed is proposed to
9 be delivered. It's on a per-action feeding schedule, \$5 a
10 time. That yields a rough mark-up of 387percent over what
11 current operations run. So if you run a staff-based
12 projection, which is how you should do these projections, six
13 staff, I put in better than working wage, \$20 an hour, full
14 benefits, for those staff, the supervisor at \$28 an hour in
15 my rough calculations. That brings you to \$415,000 a year.
16 The LWI bid would come in at \$1.6 million. That's a \$1.2
17 million annual markup. The selection of LWI bid by of by the
18 Board would represent a financial burden to the OC
19 Fairgrounds that would inevitably drive either a significant
20 deficit, or more than a doubling of the board fees, and that
21 would make, in fact, make the OC Equestrian Center not
22 operational.

23 This is not consistent with the stated strategic
24 goals of the Center. We request, therefor, the bid
25 solicitation be canceled, the bid be reset to modify some

1 restrictive requirements and redistribute it to other
2 potential bidders, that a technical review committee be
3 formed in order to help that new bid set and review bids
4 including at least one representative from the OC Equestrian
5 Center. That the review of the new bid should include this
6 technical review committee with a prehawk established bidding
7 system, per California Code. And that the terms of the new
8 bid set require comps with other facilities and what their
9 management structure is. I'm just going to point you to this
10 in document, which you have, this is a side-by-side layout --

11 CHAIR PHAM: Yep, we got it.

12 MS. ANDERSON: -- of the current bid. And all of
13 the items that are missing from this bid that will further
14 drive the cost. Thank you.

15 CHAIR PHAM: Thank you.

16 MS. RICHARDS: Okay. Leigh-Ann.

17 MS. KAZOLAS: Hi. \$1,500 an hour. That's the
18 purposed rate by Lopez Works to the feed horses at the
19 Equestrian Center, not including the food. This is the
20 amount that staff is comfortable paying as they recommend
21 this contract be signed. So let's take a look at the math
22 for a moment. At this one component of the contract, there
23 are a 150 horses total, maximum, at the Equestrian Center,
24 Lopez is suggesting \$5 to feed each horse breakfast and \$5 to
25 feed each horse dinner as a reasonable rate of pay. Feeding

1 a horse is pretty simple. And for the folks at home, I
2 literally have bread. It comes like a loaf of bread, cut
3 into pre-measured slices. It is a compressed rectangle, and
4 we call, instead of slices, we call these flakes. And the
5 bale is relatively uniformed, just like a loaf of bread. You
6 can tell someone, "Feed my horses two flakes of hay," and
7 industry-wide, you know what your horse is going to get. It
8 currently takes four workers, 30 minutes to fill the carts
9 with hay and feed the 150 horses. The feeding is done by the
10 same guys that clean the stalls and maintain the arena, so
11 this isn't a specialized job. So the prep work is putting
12 the hay bales into the carts and then going around and saying
13 "Okay. This horse gets two of this kind, another 12 steps,
14 this horse gets one of each, one of each." It's -- you know,
15 it gets done in 30 minutes, currently. So Lopez wants to
16 charge \$5 each time. So 30 minutes for breakfast, 30 minutes
17 for lunch -- I mean dinner. That's one hour, not including
18 the price of food, and because this is every single day of
19 the year, that \$1,500 a day, for 365 hours of work, the total
20 is \$547,000 for 365 hours of work. It's an outrageous sum of
21 money, and that's just the feeding.

22 The arena maintenance is just as horrifying. It's
23 four times the rent you can rent equipment at the 22nd DAA.
24 The rates being awarded are not even close to industry
25 standard, and it's clear not much due diligence was done on

1 either side. This per-task model just doesn't work. That's
2 why it's not what's currently done. There -- you are going
3 to hear from an amazing public Equestrian Center. There are
4 other options on public land, they are profitable, they cover
5 the cost, they make money, they provide public programming,
6 and they do revenue-generating horse shows. They do what the
7 Board wants in your strategic plan, and they cover their
8 cost.

9 To have this swing from going from a \$100,000 profit
10 to a \$1.4 million loss is insane. If you were to take those
11 projected losses, \$1.4 million, and put them towards public
12 programming and capital improvements, that's more in
13 alignment with the Board's strategic goals, with we are fully
14 in support. And this must also be the first time a over five
15 years, \$11,000,000 award is being awarded to a company in an
16 industry completely outside of the job it's required. Thank
17 you.

18 MS. RICHARDS: Brian Anderson.

19 MR. CUMMINGS: Okay. For the record, I'm actually
20 Brian Cummings. I'm married to Aileen Anderson. That's
21 fine. That was 30 years ago, she refused to take my name.

22 I'm an associate Dean for faculty development at UC
23 Irvine School of Medicine, and I just want to offer to you
24 today, please, I will retire from my job tomorrow and for
25 nearly \$657,000, I will feed the horses here. Okay. I don't

1 want to work weekends, and I don't want to work on holidays,
2 and apparently horses needs to eat everyday. So what I'll do
3 with my \$657,000, is I'm going to give a \$100,000 to my
4 daughter -- I hope that's okay. And she'll do the weekend
5 and I will give \$100,000 to her friend, who will do the
6 holidays. And I'll still make three times my salary, and
7 I'll have to work an hour every morning and I'll work an hour
8 every evening. This will be awesome.

9 So I can illustrate that because, as Dr. Anderson
10 said, this price structure, it can't be how you do this. I
11 negotiate with drug companies, they do a clinical trial in my
12 laboratory, and I do the experiments. I calculate all the
13 costs of the supplies, the syringes, and the gauze -- that's
14 not the real cost. The real cost is the personnel. So how
15 do you do this? How many people do you need to run a
16 facility? To do the cleaning, do the feeding, do the
17 dragging of the arenas, and you price it by the personnel,
18 not by the bale of hay. It doesn't make any sense. Also,
19 this bid has hay, where if there is a waste of hay, the
20 bidder makes a profit. Rather than they make a loss. It's
21 just structured wrong.

22 What you need, in my opinion, is to go back and have
23 a much more detailed bid set. We're happy to volunteer and
24 help you with that bid set. We want to see the fairgrounds
25 expand more public outreach, more shows on these fairgrounds.

1 We don't have -- in this bid, there is no fence repair.
2 There is no painting of the fences, there's no jumping
3 repair, there is no removal of manure. That's going to be a
4 big problem. When you come back and ask the folks, we don't
5 have manure cleared. Are the fairgrounds going to pay for
6 that instead? At, I don't know, a five times higher rate.
7 So I just urge you to reset this bid, get a couple of
8 consultants, and we'll help you because we want to work with
9 you, and we appreciate having these fairgrounds here. We
10 have a opportunity to expand. Put in a covered arena,
11 improve the jumps, and make this a place where we can
12 actually have horse shows again and serve the community as
13 the fairgrounds was meant to do. So thank you.

14 Or hire me, and I'll feed the horses. I'm fine with
15 that, too.

16 MS. RICHARDS: Sonia Jahn. I'm not sure if I'm
17 pronouncing that correctly.

18 MS. JAHN: No, that's correct.

19 MS. RICHARDS: Okay. Sonia Jahn.

20 MS. JAHN: Hi there, I'm Sonia Jahn. I'm currently
21 the caretaker of Lakewood Equestrian Center, responsible for
22 managing all aspects of the facility. We are a 150-horse
23 public boarding facility on 19 acres of public land, under
24 the purview and jurisdiction of Lakewood City Council. We
25 have included, -- we are included in Lakewood's expansive

1 revitalization project, working in conjunction with the city,
2 parks, trails, and several service agencies to help improve
3 public benefit and expand community outreach and community
4 participation. While primarily a boarding facility, we also
5 offer public opportunities for the community to enjoy an
6 active working Equestrian Center in the middle of busy, urban
7 setting, including the following public programs, holiday
8 events, clinics, equine rescue, equine therapy, fundraisers,
9 petting zoo, pony rides, riding lessons, horse shows, et
10 cetera, et cetera.

11 With an average monthly rate at or below similar
12 properties on public land, we provide excellent service to
13 our boarders, in addition to extensive, successful public
14 programming and have for decades, without financial
15 shortfall. At Gibran's request, I reviewed the financial
16 portion of the proposed maintenance contract up for Board
17 approval today. As an experienced facility manager, my first
18 impression was, "Wow." This contract proposes labor costs
19 400 percent above what I pay. And feed and shavings quoted
20 at 300 percent higher. In addition, I was struck by the
21 small scope of work was for the cost. There are numerous
22 daily caretaking tasks that are not included, nor is manure
23 removal, which is a very big expense, and is usually a
24 cleaning company's responsibility. Our public Equestrian
25 Center follows a mainstream industry standard business model.

1 We know what our income is from boarding events, and we know
2 from each year that our labor/ payroll, which is our
3 business -- biggest expense. Runs approximately 45 percent
4 of our gross receipts. And we know consistently, spend the
5 same percentages annually on feed savings, maintenance, et
6 cetera. As a experienced local Equestrian center manager, I
7 will tell you that the proposed contract makes zero sense,
8 and is certainly not financially sustainable.

9 In its current state, the only one greatly
10 benefiting is the proposed contractor charging excessive
11 rates for a small scope of work. As a civic employee, we are
12 obligated to safeguard the public funds entrusted to us.
13 Transparency is -- I shouldn't have looked at that -- In
14 public projects, therefor offer my experience and assistance
15 in collaborating with the staff to achieve that goal. I
16 thank you for your time and look forward to meeting with you
17 and sharing my experiences and current profitable,
18 sustainable business model with you. Thank you.

19 MS. RICHARDS: Carolyn Beaver.

20 MS. BEAVER: Good morning. Just by way of
21 introduction, for you those of you who don't know me, I am a
22 board member of three public companies in Orange County and
23 San Diego. I'm also a board member of two nonprofit
24 organizations, including the Chair of Changing Strides, our
25 nonprofit developed to provide a riding program here at the

1 fairgrounds for at-risk youth. The Consent Calendar for this
2 Thursday's meeting includes a proposed contract with Lopez
3 Works, Inc. to provide services to the Orange County
4 Fairgrounds Equestrian Center for horse feeding, stall
5 cleaning, and arena maintenance services. To properly
6 exercise the Board of Director's fiduciary duty. This
7 contract must be removed from the Consent Calendar for the
8 directors to fully discuss this contract. Board policy 2.01.
9 Institutional values, states we are committed to serving as
10 faithful stewards of the 32nd District Agricultural
11 Association property, resources, and institutional values by
12 acting in the best interest of the 32nd DAA. Part of the
13 strategic plan, under strategic direction, states the
14 business model for the Equestrian Center will balance the
15 requirement to operate as a public benefit venue with the
16 need to be financially sound. This contract is not
17 financially sound. The LWI contract will cause the 32nd DAA
18 to lose \$1.4 million per year, compared to the existing
19 service provider. This loss, in large part, represents a
20 transfer of the assets from the 32nd DAA to a private
21 contractor for no public benefit. Furthermore, the proposed
22 contractor has no experience in providing the proposes
23 service and, therefor, subjects the 32nd DAA to additional
24 risks, which are not compensated for in the contract.

25 The Board needs to exercise its responsibilities for

1 governance and reject the contract in its current form. The
2 bid needs to be revised to ensure its requirements are
3 accurate and that it reflects the current industry standards
4 of operations by experienced personnel and competitive costs.

5 Thank you so much for your attention.

6 MS. RICHARDS: Thank you. Claudia Berglund.

7 MS. BERGLUND: I'm not tall enough.

8 I'm Claudia Berglund, and I will start with saying
9 I'm here today because I am so excited at the prospect of
10 horse shows returning to the Orange County Fairgrounds
11 Equestrian Center. In real life, I am a CPA, a certified
12 fraud examiner, a forensic accountant, and an expert witness.
13 Two weeks ago, I testified in a deposition about the
14 operations of an Equestrian Center in the East Bay area in
15 northern California. But the reason I'm here, and the reason
16 I am so excited is because of the prospect of horse shows.

17 I have managed horse shows for approximately 25
18 years. The first one of which, was actually here at Orange
19 County Fairgrounds. I was a member of the management team
20 for the Scooter Series, which ran here for two years and
21 attracted -- we ended up having to restrict entries, because
22 we couldn't get done with the real estate, the ring space,
23 that we had, and so we ended up -- which was great, it was
24 fabulously successful and very popular. From there, I went
25 on and developed a horse show business that presents horse

1 shows -- presented horse shows at Rancho Mission Viejo Riding
2 Park, which is also known as Blenheim EquiSports, I have
3 managed horse shows at Sycamore Trails in San Juan
4 Capistrano. I managed them at Galway Downs in Temecula and
5 assisted in the management of horse shows in Bay area.

6 I became familiar with the fairgrounds when I moved
7 here in '78. And in the '80s, I attended and watched and
8 participated in horse shows here. Got to jump on the grass
9 in what is now a parking lot, I got to see all the different
10 breeds and disciplines. And it was very exciting, and it got
11 me very interested in pursuing horse show management as sort
12 of my side gig. And so, thank you for considering some
13 format, going forward, which will permit the return of horse
14 shows to this newly good central facility. Thank you.

15 MS. RICHARDS: Thank you. Gibran Stout.

16 MS. STOUT: Good morning. Thank you. For letting
17 me speak. You are short, Claudia.

18 What has gotten us here is the -- multiple factors.
19 However, it appears that there hasn't been sufficient or any
20 communication with the experts available to you, regarding
21 the moving forward with this property in the contract. As we
22 just found out about the specifics of this contract one week
23 ago, we scrambled to get together some experts for you. And
24 as you can see, just the few people we were able to bring
25 today, take time out of their day to come here. They are

1 quite substantial, and they are quite knowledgeable and are
2 invaluable tools in helping us all move this forward. We, as
3 users, reached out to help as early as January, and we are
4 hoping to be included in communications, discussions,
5 planning, so we can bring these resources forward much before
6 we were at this point. You have public who are on site 365
7 days a year. You have these countless professionals
8 throughout the industry. Between us, we literally have
9 centuries of experience in facilities, management, finance,
10 all aspects of what you hope to achieve here.

11 We have heard the staff is committed to providing
12 excellent customer service, yet that involves including the
13 customer in determining what the service is needed. So I'm
14 going to suggest, let's all step away from the flame, let's
15 heed the red flags. Let's take a pause. It is more
16 important to get this right than to rush into a bad contract
17 with -- with the very avoidable, unnecessary consequences. I
18 suggest simply the Board hits the pause button, take this
19 opportunity to continue your 43-year legacy of this
20 historically profitable facility. This facility has been
21 historically profitable for 43 years. Longer than some
22 directors have been alive. Let's negotiate a temporary
23 extension -- and I say temporary, for your current operator
24 including an on-site training schedule with the new Ag
25 director, so she can shadow for a couple of months. Look at

1 and speak to some of these other facility models. Facilities
2 that are public, on public land, overseen by public
3 government entities. Which operate at a profit. Not private
4 HOA facilities that are subsidized by private HOA boards.

5 While we have begged month after month, you've heard
6 us here, "we're here, we're here, we and to help, we want to
7 contribute." You have many vehicles available to you to
8 include the public in this process. Some of these vehicles
9 are study sessions. Work shops, Ad Hoc committees, and so
10 on. Please restore an Ad Hoc committee or something to get
11 this done. Thank you.

12 CHAIR PHAM: Thank you.

13 MS. RICHARDS: Lisa Sabo -- I'm sorry. I forgot
14 Alexis.

15 AUDIENCE: No, she's fine. She's good.

16 AUDIENCE: She decided not to speak.

17 MS. SABO: Okay. I'm Lisa Sabo, an Equestrian
18 trainer at the Equestrian Center, and I'm also the President
19 of the Orange County Fairgrounds Preservation Society, which
20 started back with the stop the sale of the fairgrounds.
21 Prior to the stop the sale of the fairgrounds, was a big push
22 to close the Equestrian Center. So the Equestrians get a
23 little emotional when things happen like this because we
24 really want to see the Equestrian Center continue and to
25 thrive. And I think you had a very great, logical

1 presentation today. There's lots of logics -- logic
2 presented why you should remove this contract and stop and
3 restart.

4 And you know, we feel after going through the years
5 of the sale of the fairgrounds and just being out there this
6 morning and we're in beautiful Orange County, and we are so
7 blessed, and we're so grateful to have our Equestrian Center.
8 And we have wonderful horses and wonderful clients, and we
9 have people that come out. I run a riding school, I have 13
10 riding school horses that I'm responsible for paying for and
11 keeping and managing every month, and it's very costly, but I
12 do that to provide lessons to the middle income and lower
13 income families of Orange County. And with Changing Strides
14 and our pony club, all the wonderful things that happen.

15 So, please, you have the logic laid out in front of
16 you. Now, reach into your emotions, and you can think of the
17 quote of William Randolph -- Winston Churchill. Winston
18 Churchill says, "There is something that's good for the
19 inside -- outside of a horse, that's good for the inside of a
20 man." And I believe at the Equestrian Center, we are
21 changing lives on a daily basis. 365 days a year, and we are
22 emotional about it because this is -- it's not just a
23 contract to rent a parking spot, it's a contract to care for
24 our horses, which are animals which provide so much for our
25 community. So please, dig deep into your emotions. And the

1 logic has been laid out.

2 Thank you, Gibran. And Claudia came, thank you for
3 coming. I appreciate these people are professionals. And
4 you have heard me say this before, and I'll say it again,
5 Shaquille O'Neal might be a great basketball player, but I
6 would not call him for advice for how to jump my horse.
7 That's what happened here. You put together a contract with
8 people who are not in the field, and they don't understand.
9 It was all put together with good meaning, but we need to
10 stop and review and hire professionals in the field to put
11 together a contract and do this right. Just like Gibran
12 said, give it some time, bring in people that know how to do
13 this right. Let's do it right, and let the Equestrian Center
14 thrive in the future. Thank you.

15 MS. RICHARDS: One more. Reggie Mundekis.

16 MS. MUNDEKIS: Hi. Good morning. I'm Reggie
17 Mundekis, and thank you for this opportunity to address you
18 this morning on this issue. I just need to correct the
19 record. Ms. Sabo name-checked the Orange County Fairgrounds
20 Preservation Society. And implied, somehow, we have taken a
21 position regarding the Equestrian Center in the Equestrian
22 contract. There's been no such position taken, and her
23 actions in that matter and speaking that way is regrettable.
24 It is not -- I don't see how it's viable to extend the
25 current contract with the current operator, because in the

1 eyes of the State, it's not clear if that's a valid contract
2 to be extended. This contract comes after a lot of work of
3 staff. And they are trying to do the right thing.

4 At a time other places are closing in Equestrian
5 facilities, we are trying to keep ours operating. When this
6 Equestrian facility opened, there were two Marine Corps bases
7 in the county and a lot of empty, vacant land. And the
8 demographics, I'm sorry, everyone was a white Republican for
9 the most part. And anybody who wasn't, was supposed to sit
10 down and shut up. Now we are a broad, broad, diverse,
11 increasingly dense county. We need to move forward with this
12 contract. We can make provisions to it as we need to, as we
13 learned more about how we want to operate. One of my
14 concerns with people contest how much the price increase on
15 this contract. I'm sorry, but it's not always clear that the
16 people who are working in the stables are -- trying to put
17 this politely -- that the employers are complying with labor
18 laws, as far as working conditions and rates of pay, things
19 like that. So this proposed contractor does comply with
20 labor law, and that in itself, can raise the cost of the
21 Equestrian Center and the operations. We need to move
22 forward. One of the issues about the Equestrian Center is
23 that we can never have a discussion about it because there is
24 just people who just have to have it their way or no way.
25 So, let's try to move forward. Try to do the right thing.

1 Keep this place open and figure out where it goes. Where it
2 is in a few years may be different than where it is now,
3 simply because things change, our county has changed, and if
4 you don't change, you just don't do well.

5 So, thank you.

6 AUDIENCE: Alexis has changed her mind. I'll -- can
7 she yield her time to me? It's been done in the past.

8 CHAIR PHAM: Can they swap?

9 MR. Caplan: You know, it's up to the Board Chair to
10 determine whether they are going to individuals, to allow
11 others to speak on their behalf. I don't know what the
12 practice is. I haven't seen it done in sometime that I have
13 been sitting at this table as Counsel. But it's ultimately
14 not my decision. It will be up to the Board Chair.

15 CHAIR PHAM: I guess for the propose of
16 technicality, how about both of you go up and speak.

17 AUDIENCE MEMBER: So I can't let that pass,
18 there are just too many inaccuracies there. So under
19 California State Code, it is required that any bidder come in
20 and any bid that is created, is both responsible and
21 responsive. I agree, that this bid was responsive to the bid
22 that was set. The problem is, that the bid that was set, as
23 you heard today, was deficient. One of the issues at stake,
24 though, is whether this is a responsible bidder. And as you
25 have also heard here, they are not. This is not a realm of

1 experience that is within their domain and the
2 technicalities, the details, the financial consequences of
3 their bid, show you that they are not a responsible bidder.
4 Under California State Law, this Board should not vote on
5 this bid today. Because the bidder is not a qualified bidder
6 under those two criteria. If you think of nothing else, that
7 is absolutely within the fiduciary responsibility of this
8 Board.

9 To assume that this is some sort of personal issue
10 when we are talking about \$100,000-\$200,000 a year profit for
11 the existing operation of the Orange County Equestrian Center
12 to a \$1.2 to \$1.4 million deficient is irresponsible, to make
13 as a claim. It is absolutely irresponsible. And it is the
14 responsibility of this Board to take all of this information
15 in, understand the expertise that's at stake, and make a
16 decision that is appropriate under California Code.

17 That is all I have to say. Thank you.

18 MS. RICHARDS: That concludes public comment.
19 Unless there is anyone else on Zoom?

20 Staff also needs to pull two items under the Rental
21 Agreement. Section 7B. Contract R150-22. And contract
22 number R-15122. Those are two rental contracts there are not
23 ready to come to the consent, so we'll bring those back at a
24 later date.

25 CHAIR PHAM: Okay.

1 MS. RICHARDS: Okay.

2 CHAIR PHAM: And then, I guess I will open it up,
3 the Consent Calendar for Board discussion, if there is any.
4 Remotely, as well.

5 MS. ANGUS: I'm sorry.

6 MS. RICHARDS: Any comment from Board members on
7 Zoom?

8 MS. CERVANTES: This is Director Cervantes. This is
9 on the subject of the Equestrian Center.

10 CHAIR PHAM: Go ahead and speak, Sandra -- or,
11 Director Cervantes.

12 MS. CERVANTES: Thank you. I am a little bit
13 mind-boggled and feel that there is no immediate urgency in
14 our request that the proposed contract be delayed. It
15 appears that additional time is needed, and also, it appears
16 that there is no upside to making a decision now, as I feel
17 we have a gem with the Equestrian Center. And it is our
18 responsibility and commitment to our community to make it
19 shine. And I'm not quite sure that a full review from a
20 Committee has taken place. At least not from the Governor's
21 Committee, so I just don't see the upside on voting on it
22 today.

23 MR. LA BELLE: Chair Pham, if I might? Michelle,
24 can you kind of -- obviously, there is a lot of emotion tied
25 to this subject. Could you kind of go through and summarize

1 specifically, what we are required to do as a state agency,
2 in terms of the bidding process, and what has been included
3 in the bid package that needed to be included, so that we
4 could be in compliance with all appropriate laws relating to
5 this process.

6 MS. RICHARDS: Sure. So I might, also, remind the
7 Board that the contract with the current operator of the
8 Equestrian Center expires on December 31st of this year. The
9 Board entered into a one-year agreement with the current
10 operator. So the requirement is that we -- this was not an
11 RFP, but a IFB, which is an Invitation for Bid. The reason
12 as IFB is used is because we dictate what is needed, and we
13 ask the bidders for a cost on that. So we ask them for a
14 specific cost on a specific body of work that needs to be
15 done. Different from an RFP where we are asking for a
16 proposal for how the work should be done.

17 So our team did extensive research with both public
18 and private facilities. We were very pleased with the level
19 of detail and research that was done. The IFB was developed,
20 it was publicly noticed, there were several potential bidders
21 that received it, including the current operator. We
22 received one bid, and the bid was determined to be responsive
23 to the IFB, and it was awarded.

24 I know there are a lot of questions about it. The
25 one thing that I can, I can suggest, maybe, because we hear

1 your concerns. We certainly do. But this -- the contractor
2 is well-qualified to do the work that's being asked. I
3 realize that you may have different opinions about that. But
4 in addition, it's important to understand that the budget
5 before Department 25, which was the Equestrian Center, was
6 simply -- it's simply included, the contractor's
7 contribution, and then the commission that came back. There
8 were a lot of costs that were associated with the Equestrian
9 Center on the part of the OC Fair and Event Center team, such
10 as, the work that Jerry and his team do. Nick Boofa and his
11 team do, I'll give an example of the fire alarm system that
12 was absorbed by the OC Fair and Event Center. So when we
13 built the budget in Department 25 in self-managing the
14 facility now, it includes all of those expenses. So we
15 expected the expenses to be high.

16 The contract is built around the bid that the
17 contractor submitted. The amount that the contractor
18 submitted. That is not a bill-up-to amount. It is
19 not-to-exceed amount. So the amount that we will be billed
20 on a monthly basis is going to be for the actual work that is
21 done. And we said it many times, that we, you know, this
22 Board has been very transparent about the plan for the
23 Equestrian Center. A year ago, there was a commitment that
24 was made that we were going to take over management and
25 operation. We are moving our own staff down there, including

1 our Director of Agricultural Programs. Staff is being --
2 additional staff being hired. The contractor is hiring
3 people who are well acquainted with that facility and the
4 work that needs to be done. And the Board has said we are
5 going to look at this on a regular basis. For any of you
6 that Zoomed-in or joined us in person for the Budget Study
7 Session, it was discussed in detail that our Finance
8 Committee plans to bring that budget on a monthly basis. So
9 that the Board can keep track month-by-month how we are doing
10 against that budget.

11 There was recognition that we are going to lose some
12 dollars in that first year. As we get our arms around the
13 operation, and we understand where there are opportunities
14 for revenue, as a member of the public commented, and where
15 there are efficiencies in the operation that we can lower our
16 expenses.

17 So, I'm sorry, I know that's a very long answer,
18 Director La Belle, but I'm kind of trying to encapsulate
19 everything together. So, I think, the commitment is to stay
20 the course, and let's -- let's assess things as we go along.
21 We are committed to a high-level of customer service. You
22 are our new customers as we take on new direct operation of
23 the Equestrian Center. We have communication meetings, open
24 houses, information sessions that are planned, and your
25 concerns will be addressed. That's -- that's all I have.

1 MR. LA BELLE: Just to add to that. Thanks,
2 Michelle. That was very thorough.

3 What is the District's ability, the Board's ability
4 to modify or terminate the contract that is before us? Is
5 there a 30-day provision in there? Do we have the ability to
6 come back and say, you know, as we refine our program, do we
7 have the ability to come back and say we don't want to do A,
8 we want to do B, et cetera, et cetera?

9 MS. RICHARDS: Yes. So any contract that the State
10 enters into, can be canceled with a 30-day notice. And we
11 have the ability to amend the contract along the way, as
12 well.

13 MR. LA BELLE: And we are under somewhat of a time
14 crunch. We have been working on this for the better part of
15 a year, and come the end of next month, the current operator
16 is no longer going to be on-site; is that correct?

17 MS. RICHARDS: That's correct.

18 AUDIENCE: Unless you ask him so whose going to do
19 man you've the fairgrounds picking that up.

20 CHAIR PHAM: Excuse me, guys.

21 MS. BAGNERIS: Director Pham? This is Director
22 Bagneris. I feel very comfortable moving forward with the
23 Consent Calendar. If it's time for a motion, I would like to
24 move that we approve the Consent Calendar.

25 MS. RUBALCAVA-GARCIA: I second. This is Director

1 Natalie Rubalcava-Garcia.

2 CHAIR PHAM: Okay. We will put it up to vote to the
3 Board. Prior to doing so, I did want to ask a question.

4 MS. RICHARDS: Sure.

5 CHAIR PHAM: Speaking on what Doug specifically said
6 on the amendment, the capabilities of the 30-day termination
7 clauses and what not. It's addressing one of the major
8 bullet points that was mentioned earlier on the \$5 per horse,
9 et cetera, et cetera, and doing a comparison "that" and
10 "this". We would be able to dial that in or, theoretically,
11 cancel our contract if we couldn't come to an agreement. We
12 did find that to be too cumbersome; right?

13 MS. RICHARDS: That is correct.

14 CHAIR PHAM: Okay. Yeah, I will put it up for vote
15 on the Board at this point.

16 MS. ANGUS: Should I take the roll call now?

17 CHAIR PHAM: Yes. Sorry.

18 MS. ANGUS: Chair Pham?

19 CHAIR PHAM: Yes.

20 MS. ANGUS: Vice Chair Kovacevich?

21 VICE CHAIR KOVACEVICH: Yes.

22 MS. ANGUS: Director La Belle?

23 MR. LA BELLE: 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: Director Aitken, do you mind repeating
10 your vote?

11 MS. AITKEN: This is Director Aitken, yes.

12 MS. ANGUS: Thank you.

13 CHAIR PHAM: All right. So moved. Right?

14 MS. RICHARDS: So moved.

15 CHAIR PHAM: I will turn it over to Michelle to
16 speak on the Governance Process.

17 MS. RICHARDS: Okay. This is item 8A. The draft
18 Master Site Plan Presentation. We had a meeting yesterday
19 with our Facilities Committee to review the presentation that
20 you are about to see, and maybe before I start, I'll turn it
21 over to Directors Aitken and Ruiz to see if there are any
22 comments you would like to make before the presentation.

23 MR. RUIZ: Yes. This is Director Ruiz. Thank you,
24 Michelle. Yes, we did have a meeting yesterday. Great
25 meeting, by the way. Very informative. We went into detail

1 about all the projects and the presentation that was laid out
2 before us was, I can't say enough about it. Especially, I
3 don't want to give it away, but when everyone sees the
4 presentation, I'm sure there will be questions, but I have no
5 doubt people will like what they're going to see, and I'm
6 actually looking forward to see what other directors have to
7 say about it.

8 Again, Michelle, you did a great job. Staff did a
9 great job. Aitken and I were there yesterday and we were
10 both very impressed with what we saw. So, Director Aitken,
11 do you have anything else you would like to add?

12 MS. AITKEN: No, thank you. I think that -- I'm
13 excited to get feedback from the Board on where we go. And
14 thank you to Ken and Jerry, I know they worked very hard on
15 this in-house.

16 MS. RICHARDS: Okay. Without further delay, then.
17 In March, at the Board meeting, staff presented our
18 phase-by-phase Master Site Plan concept. And following
19 discussion regarding our recommendations, the Board approved
20 moving forward in further developing that plan and putting
21 together a logical priority of projects and a reasonable
22 timeline. We discussed that the time that the concepts were
23 to be developed using in-house resources and staff. And we
24 were asked to work with CCA to create a rough order of
25 magnitude budget for each phase. So we have been working

1 with the Facilities Committee over the last eight months on
2 what you are about to see. And I did want to reach out and
3 recognize, specifically, Tyler and Evelyn, who are here
4 today. Wave your hands, guys. Who did a tremendous amount
5 of work on this, and emphasized that under Ken's leadership
6 and this was done in-house, and I'm very, very proud of this
7 team.

8 So here we go. Since March our team has been
9 working on what you are about to see today. The presentation
10 includes a phase-by-phase 3D CAD overview of the agreed upon
11 projects in the order of the last discussion in March, and a
12 rough order of magnitude budget for each phase. So we
13 recommend, as you view this presentation, to perhaps consider
14 a new order of the phases, some projects are more easily paid
15 for with existing funds, rather than debt financing. So
16 you'll see as we go along. What we are looking for today
17 from the Board, is not approval of the funds for this Master
18 Site Plan, but rather adoption of the Master Site Plan
19 itself. So each phase and each project will be approved by
20 the Board of the day, annually, during the budget process.
21 In December or January, we will come back with a finance plan
22 once the Board decides on the order of those projects. So
23 today, we are just looking for agreement on what that order
24 is going to be. Okay? But the presentation will be in order
25 of what we talked about last March.

1 So let's do a quick recap of who we are today. We
2 are a 150 acres of indoor and outdoor event space. We have
3 17 exhibit halls, meeting spaces, and outdoor areas for rent,
4 and for our own self-produced events, like the annual OC
5 Fair. We are a 157,000 square feet of unique event space.
6 Home to the annual OC Fair, The Pacific Amphitheater, the
7 Centennial Farm, and Heroes Hall, Hangar Building, the Main
8 Mall, and its exhibit buildings, the Action Sports Arena and
9 the livestock area and Equestrian Boarding and Training
10 Center. Now, let me review real quickly the assumptions that
11 went into this plan and specifically into the budget figures.
12 So all facilities will be fully ADA compliant. All
13 facilities will be value engineered, will be energy
14 efficient, all landscaping will be California
15 drought-tolerant. All new and upgraded restrooms to include
16 men's, women's, and family, gender-neutral. Solar panels if
17 and where possible will be used. The assumption is that the
18 current Edison capabilities are sufficient to support the
19 Master Site Plan, but each phase will be reviewed, obviously.
20 And the same with the water pressure to support expansion for
21 sprinkler systems.

22 And lastly, CEQA will be carried out as required.
23 So, Phase One. The Board agreed that the Phase One Project
24 should be expansion of the Administration Building to provide
25 space for employees who would be displaced by future projects

1 and to provide critically needed storage. This phase would
2 be designed and planned for in 2023 and then constructed in
3 2024. It would include new offices for those displaced
4 employees and departments, a sally port to the main bank, and
5 I'll show you what that means. Additional space for the Fair
6 and the additional employees and activities that we take on
7 during Fair time. It would include meeting rooms, restrooms,
8 kitchenette, archives, and much needed storage. For a total
9 of about 15,659 square feet.

10 This slide shows what we call a block plan or a
11 block diagram. This is not a layout of the finished
12 building, but rather a diagram that indicates the square
13 footage that would be dedicated to each element of the
14 project. Nothing has been designed. I can't emphasize that
15 enough. Otherwise this would be a big, plain square box.
16 Okay. Nothing has been designed. We have not hired an
17 architect. But the team has done a great job of determining
18 the amount of square footage needed for each element of the
19 expansion.

20 So let's take a trip around the proposed new
21 expansion of the Administration Building, and this is where
22 you can go, "Ohh-Awe, that's pretty great."

23 So what you'll see here, on our north side, is a
24 sally port where there's a roll-up door on one side, roll-up
25 door on the other side. The truck comes in, the cash goes

1 in, the front door opens, and the truck leaves. There's the
2 front of the current Administration Building. Now, we don't
3 know yet if the expansion would be attached to the building,
4 or if it would be a separate building. But the proposal
5 includes the use of solar, additional trees, as you can see.
6 It would take out some of the current camping area, but we
7 would figure that out. A back entrance with roll-up door for
8 storage and easy access. And then here's the back side of
9 that sally port. So you see the door would go up, truck goes
10 in, door goes down, the cash is loaded, and then the front
11 door goes up, and the truck leaves. So it's a very secure
12 way to transfer cash. And there you have it.

13 So we agreed that this is the critical first step.
14 Because in order to complete the Master Site Plan, there will
15 be employees from all over the fairgrounds that would be
16 displaced and would need a place to work. And this brings
17 all of those departments into a single location. Okay?

18 So let's look at a Rough Order of Magnitude Budget.
19 So construction costs have been budgeted at \$17.6 million,
20 soft cost at \$16.3 million, total Phase 1 \$23,895,048 budget.
21 Okay. Now on to--

22 MR. LA BELLE: Michelle, I have a question.

23 MS. RICHARDS: Yes.

24 MR. LA BELLE: What's included in the soft cost?

25 MS. RICHARDS: Oh, that's a -- all of the planning,

1 the architectural work, the design work, inspections,
2 permitting, am I forgetting anything else, Ken?

3 MR. KARNS: Architects, engineers, fees, permits,
4 special inspection, construction management.

5 MS. RICHARDS: Anything that's not the actual
6 construction of the building.

7 MR. LA BELLE: What about the furnishings inside the
8 building?

9 MS. RICHARDS: Not included -- No. Included.

10 MR. KARNS: Inside the main budget there is FF in
11 the allowance.

12 MR. LA BELLE: So you have FF and E in the main
13 budget?

14 MR. KARNS: Yes.

15 MR. LA BELLE: \$17 million?

16 MR. KARNS: Yes.

17 MS. RICHARDS: Thank you. I stand corrected.

18 MR. LA BELLE: Bottom line, just as an observation,
19 that it is what it is at the end of the day when we go and
20 complete the process.

21 Good. Very good. Thank you.

22 MS. RICHARDS: Exactly. So a reminder as we move
23 through the presentation, that this is a presentation in
24 order of what was discussed in March. At the end, we will
25 talk about what our recommendation is for the priority of

1 projects.

2 So let's move to Phase 2A, which is the building of
3 a modern Agriplex. So, in March, the Board agreed with
4 staff's recommendation to not follow the original draft
5 Master Site Plan, which called for the demolition of the
6 Equestrian Center's facilities, but rather to develop a
7 modern Agriplex and livestock show area inside the fair
8 footprint. Which would support revenue-generating equine and
9 livestock shows throughout the year. As well as livestock
10 competitions during the annual OC Fair. Timing for when each
11 phase will be designed and constructed will follow the
12 finance plan, which we will come back and present in December
13 or January. So this phase would include demolition of the
14 old barns currently in the livestock area, the offices, and
15 storage sheds that are there. The new show ring, the
16 building of a new show ring, a pavilion, and exhibit space.
17 Portable stalls, show offices, staff area, restrooms,
18 concession, and relocation of the existing show arena
19 building. That's the structure where the current junior
20 livestock auction is held. So we would repurpose that into
21 storage area, as you see in the concept on the right. This
22 is a approximately 89,500 square feet.

23 Okay. Let's look at the block plan again. And
24 again, this doesn't necessarily indicate where each area will
25 go, but rather illustrates the square footage for each area.

1 The block plan here also includes what would encompass the
2 Action Sports Arena, which I'll talk about in a minute.

3 Okay? All right.

4 So let's talk about the Actions Sports Arena.
5 That's Phase 2B and it involves upgrade to the arena and
6 integration into the proposed Agriplex. This would include
7 replacement of the bench seating and moving toward stadium
8 seating. Much more comfortable and better experience for
9 guests and much more attractive for livestock and equine
10 shows. Replacing old boards with the portable board system,
11 which would allow for flexibility. The current seating count
12 is 1,800 for the grandstand area, but the new seating count
13 would be 1,462 seats. Although, much more comfortable seats
14 and for any of you that have been to the Action Sports Arena,
15 no one ever sits on their number, anyhow. Right? They tend
16 to spread out. The track total square footage is about a
17 little over 31,000 square feet, the stand is a little over
18 10,000 square feet. Okay.

19 Let's do another flyover of our proposed Agriplex,
20 livestock, and Action Sports Arena upgrades. Again, not a
21 design. Not architecturally designed yet, but just an idea
22 of the area that the Agriplex would take up. Turn out areas,
23 open area, and then you can see the integration of the Action
24 Sports Arena to be part of that Agriplex. And that would
25 essentially be in the footprint that is now the livestock

1 area. Okay? All right.

2 Rough order of magnitude for this phase. You can
3 see it is quite high. Totaling over \$89 million. Phase 2A,
4 which would be the Agriplex, itself, is \$86.6 million and the
5 upgrades to the Action Sports Arena, a little under \$3
6 million.

7 All right. So again, let's not -- let's not focus
8 on the order just yet. But I can see you might have
9 question, Director La Belle.

10 MR. LA BELLE: Just a question on the Action Sports
11 Arena. What would be the rough scope of work again?
12 Replacing the seating? What else is included in that? Is
13 there a buffer wall that would about go out on to Arlington
14 to address any noise issues, that sort of thing we talked
15 about?

16 MS. RICHARDS: Yeah, I don't know. The plan doesn't
17 include any kind of sound barrier.

18 MR. LA BELLE: But for \$3 million, we get the Action
19 Sports Arena?

20 MS. RICHARDS: Yes.

21 MR. LA BELLE: Got it.

22 MS. RICHARDS: The new seating, and then the
23 portable boards, you know, that would allow for flexibility.
24 Okay. All right.

25 Let's take a look at 3A, which is the Centennial

1 Farm expansion. So many of you are aware of Century Barn.
2 That's the secondary barn currently behind Millennium Barn.
3 We would demolish the existing Century Barn. We have made a
4 lot of repairs over the years. That was a project that we
5 tried to get off the ground several years ago. But we would
6 replace it with a brand new barn. Multi-use pens for pigs,
7 cows, and other animals at Centennial Farm. A storage canopy
8 and tack room and then allocated space for an animal
9 quarantine area and pen. Which is very important on a farm.
10 The barn square foot total, 2,400. The shed, 540 square
11 feet.

12 Okay. Phase 3A as you can see the block plan. Room
13 for pigs, cows, and anybody else that needs space in Century
14 Barn. And then that storage canopy off to the right. Okay.
15 You ready for another fly around here?

16 So you can see in the lower right-hand corner is the
17 existing Silo Building. Here we go. Beautiful new barn.
18 With beautiful CAD cows. Okay. 3A, or 3B, sorry, would
19 involve the building of a multipurpose education center.
20 This would include demolition of the current Building 15,
21 which has been off-line for over a year now because it really
22 has outlived its useful life. The building of a new
23 multipurpose educational building, which would have allocated
24 space for our farm and agriculture programs and event space
25 for use by Heroes Hall. Office spaces for our Ag programs

1 and the Orange County Wine Society, restrooms and staff
2 areas, additional storage room and greenhouse area, an
3 outdoor kitchen, which would allow us to have culinary
4 demonstrations. Some of our culinary programs that we offer
5 to the public throughout the year, as well. This building
6 would be, for those of you familiar with the fair, it would
7 roughly be in the footprint of what is now Crafter's Village
8 during the fair. So square footage, about it 7,800 square
9 feet. And you could see the block plan for that would allow
10 room for each of those elements.

11 Okay. And let's do a little fly-around there. You
12 can see its proximity to the Plaza, Plaza Pacifica, and
13 entrance into the Amphitheater and then the farm adjacent to
14 it. And very close to the exhibit building, as well, to
15 create that continuity. This would be an excellent building
16 to allow us to expand our education programs to the
17 community, as well. Our Ag-education programs with school
18 children, our farm and garden classes that we offer to the
19 public, and then for our public programming here at Heroes
20 Hall.

21 Okay. So rough order of magnitude for 3A and 3B.
22 3A being the Century Barn, \$3.6, almost \$3.7 million and
23 then the construction of the new multipurpose education
24 building, a little under \$11 million for a total of \$14.6
25 million.

1 Okay. All right. Moving on to Phase 4A. This
2 involves upgrades to the Pacific Amphitheater, specifically,
3 demolition and replacement of the current box office.
4 Renovations to the outside Plaza, the area that you see here
5 that faces the Parking lot. Upgrades to all the restrooms,
6 and for anybody that has been in a Pacific Amphitheater
7 restroom lately, you know what I'm talking about. A new
8 kitchenette, meeting room, and exterior shade canopy for the
9 public as they wait in line to buy tickets. That encompasses
10 about 2,500 square feet, and you can see there's room for the
11 office and cubicle space to serve the public, kitchen area,
12 meeting room, cash room, storage, et cetera.

13 All right. Let's look at 4B, which would be the
14 other upgrades to Pacific Amphitheater. Which would include
15 structural repairs and physical renovations to the entire
16 facility -- much needed upgrades, repairs and renovations to
17 include signage, sound walls, all of the civil engineering
18 work, and landscaping. Okay. So let's take a fly-over of
19 Pacific Amphitheater. You can see the buildings highlighted
20 in white are the restroom upgrades. Upgrades to the outdoor
21 Plaza area and then for the box office, serving the public.

22 Okay. So a rough order of magnitude budget for
23 phase 4A and B is a total of \$22.65 million so that the
24 upgrades to the box office would be \$9,253,000 and then the
25 other physical upgrades to the Amphitheater another \$13.4

1 million for a total of 22.6 for the Pac Amp.

2 MR. LA BELLE: Michelle, a question. Included in
3 that number, is the back of the house improvements a part of
4 that, or is that separate?

5 MS. RICHARDS: It is not. It is separate, and I
6 will get to that. Yep. We have a recommendation for that,
7 as well.

8 Okay. All right. Phase 5 under annual fair
9 upgrades. Namely restrooms and we are always in need of
10 restrooms. And that's certainly improves the guest
11 experience, not only the fair, but our year-round events. So
12 we are purposing building at least two and possibly three
13 strategically located restrooms, that would be complete with
14 showers and janitorial storage. And that would service all
15 of the areas where we have campers or during the fair, as
16 well. So you can see that the block plan would include
17 family restrooms, men's side, women's side, storage, and
18 those showers, as well. Currently, we are renting trailers
19 to support that. So this would certainly save on that
20 rental. So has anyone here ever flown over a restroom
21 before? There you go. And you can see we would choose
22 strategic areas on the fairgrounds that would best service
23 the guests. Okay. All right. This budget is for the
24 inclusion of two restrooms at \$7.7 million. We feel this is
25 an important phase and would recommend moving that up in the

1 priority, but we'll talk about that shortly.

2 Phase 6 is to add some needed areas to our exhibit
3 buildings, so it would expand and upgrade the outer east and
4 west facades. So our exhibit buildings are core to what we
5 do. They are used almost every day of the year. Either for
6 set up, executing of an event, and then tear down. So Phase
7 6 involves improving the look and the usability of our
8 exhibit buildings. So if you think about the side of our
9 exhibit buildings that face the main mall, those look like
10 entrances. The other side of the buildings look like back of
11 house areas. So we want to improve of the look of those
12 entrances, as well. And that certainly would improve our
13 ability to stage events in those areas.

14 So this would involve the Costa Mesa Building.
15 Building an extension onto that facility, that would create
16 storage in the middle and on the outer edges and then
17 vestibule entry. Two vestibule entries on that side. And
18 then also include decorative architectural additions to the
19 back sides of the building to sort of mirror the architecture
20 of the Main Mall entrance side. So we are swinging around
21 from park Plaza area, and now you can see the side from the
22 main all. So it just creates a much more finished look for
23 those buildings.

24 MR. LA BELLE: Michelle, I would take it that the
25 facade improvements would be some sort of cost and design

1 theme along there, so you have, you know, you have a flavor
2 that would tie all the buildings together?

3 MS. RICHARDS: Exactly.

4 MR. LA BELLE: Got it.

5 MS. RICHARDS: Yep. It would be a consistent look
6 to the buildings.

7 So rough order of magnitude for Phase 6 is
8 \$3,000,000.

9 And then Phase 7. Now for our final phase, which
10 involves some general property upgrades including adding
11 decorative -- the decorative functional security perimeter
12 fencing, which we don't have right now, and gate systems for
13 additional security, landscaping and all the remaining civil
14 work that would be done, as well. Okay. Rough order of
15 magnitude budget for Phase 7 is \$67,695,000. Okay. And that
16 includes the whole property.

17 All right. Here we go. This is a bird's eye view
18 of the whole plan. Until the initial trees in the parking
19 lot that will be part of that last phase.

20 Sudden stop of the music. Really nice job, Tyler
21 and Evelyn. Very nice.

22 MR. LA BELLE: Michelle, what is the grand total?

23 MS. RICHARDS: The grand total.

24 CHAIR PHAM: Here we go.

25 MS. RICHARDS: \$229,257,242.

1 Everybody swallow; right?

2 MR. LA BELLE: You forgot the cents.

3 MS. RICHARDS: And the cents, yes.

4 MR. LA BELLE: Michelle, a couple of questions.

5 What is our current reserve balance right now?

6 MS. RICHARDS: Currently \$77,000,000.

7 MR. LA BELLE: And our annual operating costs in
8 terms of keeping the doors open is what in the budget?

9 MS. RICHARDS: In the budget, this year is
10 \$54,000,000.

11 MR. LA BELLE: How much for just the general on
12 ongoing operations?

13 MS. RICHARDS: You know --

14 MR. LA BELLE: What we had to have when the pandemic
15 took place?

16 MS. RICHARDS: Somewhere between \$1.2 and \$1.5
17 million per month.

18 MR. LA BELLE: So roughly \$12 to \$15 million a year?

19 MS. RICHARDS: Correct.

20 MR. LA BELLE: Thank you.

21 MS. RICHARDS: So you can see we have got a little
22 bit of a challenge here, because if we do these projects in
23 order of how they were presented, we are pretty much out of
24 money after the first project. Right? That Agriplex is
25 beautiful. I hope we move forward with it, but it is costly.

1 So when we took a look at the order, we made some adjustments
2 and some recommendations that looked like more like this:
3 Completing the Admin building, so that we can set things up
4 for the rest of the plan, adding the restrooms, building the
5 new Century Barn, creating that education center. That's the
6 way we serve the public, upgrades to our exhibit buildings,
7 and upgrades to the current box office at the Pacific
8 Amphitheater. Where you see the red line, that totals out at
9 \$58.5 million. So we could still comply with our liquidity
10 requirement of 25 percent of our operating expenses. But
11 still, you know, be able to finish quite a few phases. And
12 then as the operation continues and we're able to drive
13 revenue and put more money in the bank over the years, then
14 we might be able to look at the other projects and maybe
15 consider debt financing on down the road if we had to, but
16 this would allow us to get quite a few projects done over the
17 next few years using what we have in reserve.

18 So I do want to show one more piece. This is a
19 concept for the Pacific Amphitheater dressing rooms. There
20 is a modular concept that we could use to build dressing
21 rooms, remove the existing trailers and put in a modular sort
22 of prefab system that would build those dressing rooms and
23 green rooms at the Pacific Amphitheater. And you can see
24 from the block plan that it would, you know, include the
25 dressing rooms, storage area, green rooms, and really upgrade

1 that experience for our performers and crew at Centennial
2 Farm. A rough order of magnitude on this project is based on
3 square foot. Construction cost and materials would be about
4 \$1.5 million for this upgrade. And I could do a fly-around,
5 but I think you -- you kind of think you get the idea.

6 MR. LA BELLE: Michelle, just to comment on that, if
7 I could. I think that would be money very well spent. The
8 Pacific Amphitheater is approaching 40 years old. And
9 there's competition coming online out there that is going to
10 compete with us that is not currently there. Obviously,
11 during the course of the fair, we have a captured audience,
12 you know, we basically provide -- we provide the marketing
13 that brings the people in. But I really think that doing
14 this sooner rather than later, even if we could before next
15 year's fair, it's going to help Dan and Lisa in their
16 marketing efforts in terms of bringing in entertainment.
17 Right now, entertainment drives their \$500,000 bus down the
18 ramp, and they have a choice of going into the trailer or
19 staying in the bus. Probably most times they stay in the
20 bus, I would guess. So I think anything we could do to
21 accelerate that, would be my thought, that it's going to
22 help, you know, enhance the revenue opportunities for the
23 District.

24 MS. RUBALCAVA-GARCIA: Director Pham -- Chair Pham,
25 this is Director Rubalcava-Garcia. I have a question.

1 CHAIR PHAM: Yeah, go ahead.

2 MS. RUBALCAVA-GARCIA: So I agree with Director La
3 Belle's comments, and I love the fact that we can upgrade
4 Pacific Amphitheater. Especially since Director Cervantes
5 and I serve on the committee that oversees that, and we do
6 see that there are challenges with getting talent and
7 bringing in other groups. But my question is, I know you
8 mentioned the debt financing, was that explored sooner than
9 later to finance an additional project, not just this one?

10 MS. RICHARDS: I think what we are looking for,
11 Director Rubalcava-Garcia, is once the Board sort of agrees
12 on the order of projects, then we will do a detailed finance
13 plan that would involve incremental revenue, plus the rough
14 order of magnitude and come back with a finance plan in
15 either the December or at the January Board Meeting.

16 MS. RUBALCAVA-GARCIA: Perfect. I thought I heard
17 you say we are just looking at using the cash that we
18 currently have on-hand and not look at other projects. So
19 that would be something that can come back to the Board in
20 December?

21 MS. RICHARDS: Yes. December or January.

22 MS. RUBALCAVA-GARCIA: Okay. That makes sense.
23 Thank you.

24 CHAIR PHAM: So we do have a card for public
25 comment.

1 MS. RICHARDS: Reggie Mundekis.

2 MS. MUNDEKIS: Hi. I'm Reggie Mundekis, and thank
3 you for the opportunity to address you on this matter. I
4 really enjoyed this presentation. I would like to tell staff
5 that. I like the idea that you are going with, just like a
6 rough outline of the building showing where it is, and not
7 worrying about the color and carpet and tile at this point.
8 Because that's just way too much detail. And I also like the
9 idea, the use of blocked diagrams to show how much space is
10 used for each function at this point. I really -- I have
11 been through a lot of these, at City councils and other
12 places, and this is the first one I really enjoyed. So I
13 thought I would share that with you.

14 I agree with Director La Belle, the need to fix
15 artisanal, at best, dressing room at Pac Amp that would help
16 us to be more marketable. I also agree with the approximate
17 order of the first charge of projects. I am very cautious
18 and weary of the financing for fairgrounds because there is a
19 history of fairgrounds taking on debt financing with the best
20 of intentions and ending up financially insolvent. For
21 example, Del Mar Fairgrounds. So just fronting that because
22 when you come back with a debt financing plan, I'm going to
23 have questions. Just sharing that with you, but I think
24 Director Pham knows where I'm coming from with this. So I
25 would just like to thank staff for the great work and say I

1 support what's going on. Thank you.

2 MS. RICHARDS: Yeah. I think what staff would be
3 looking for today from the Board, is an agreement on the plan
4 itself, the order of projects. You know, if we want to add
5 the dressing room, modular dressing rooms, the green rooms,
6 at Pac Amp, we can do that, but understand that each project,
7 before we begin, would be properly estimated that would come
8 before the Facilities Committee for review and before the
9 Board for full approval. So you're not approving dollars at
10 this point.

11 CHAIR PHAM: Right. Understood. So -- go ahead,
12 Doug.

13 MR. LA BELLE: Just a couple of questions. First of
14 all, I apologize to my fellow directors and the audience.
15 I'm going to have to leave in a few minutes. I wanted to
16 make sure I got my thoughts out, at any rate.

17 First of all, outstanding presentation. Really,
18 really very helpful, in terms of not only the numbers, but
19 being able to visualize what it is. Questions I have. I
20 think Reggie commented on it. And I think one of the things
21 we learned during the pandemic, is we didn't want to be in
22 the same position as the San Diego County Fair. Where you
23 are having to lay off employees and can't keep the ship
24 afloat. So I think, my thought is, we have at least 18
25 months of reserves, if there is a future situation that we

1 have to address. So the rough magnitude of that would be
2 probably, roughly \$20,000,000. So we back down to roughly
3 50.

4 Ken and Jerry and the staff do an excellent job of
5 managing the Capital projects. One of my questions is if the
6 Board ultimately decides to do everything above the red line
7 sooner rather than later, is CCA going to be able to provide
8 the resources, staff, et cetera, et cetera, to be able to get
9 those project completed?

10 MR. KARNs: Based on your comments related to
11 financing, as we tackle these one at a time, yes, we will
12 have the resources.

13 MR. LA BELLE: The other -- I have been to this
14 rodeo a couple of times in my previous careers. The more we
15 can do sooner the better, from a cost standpoint, but it does
16 have a significant impact on staff. We -- Jerry and Ken and
17 everybody has other duties and responsibilities. Not only
18 related to the fair itself, but, you know, obviously the
19 rental facilities. I want to make sure that when we get to
20 that point, that I'm going to rely on Michelle and staff to
21 give us your recommendations as to what Ken needs to be able
22 to make this thing move forward.

23 I was responsible for \$75 million building,
24 government center project in the mid-2005, 2006, I basically
25 took my chief assistant and said to her, "You have nothing

1 else to do for the next 18 months but make sure this thing
2 gets done and manage it through." So there is going to be an
3 impact. I know CCA does stuff, but, you know, Ken is going
4 to be working 14-hour days, maybe he already does.

5 Anyway I just want to throw that out. I want to
6 make sure before we get too far down the road, that we know
7 what the impact on that is going to be. I am very supportive
8 of going ahead with everything above the red line. It does a
9 couple of things: It, first of all, increases your
10 operational efficiency by getting everybody under one roof.
11 And it adds a lot of security benefits obviously, with the
12 sally port and that. And number two, the more we can do to
13 improve the appearance of our operation here, the better
14 experience it makes for those attending the Fair and other
15 events. So the facade improvements. I would like to also --
16 the Action Sports Arena obviously is a revenue generator for
17 us during the Fair has some other spin off benefits, so I
18 would like to see somehow that incorporated into the above
19 the red line sort of thing.

20 And, I guess, lastly, going back to the
21 infrastructure study that was completed some time ago, my
22 recollection is there were some challenges related to the
23 current Equestrian Center Buildings and other improvements.
24 I can't remember the exact number, but I would like to make
25 sure that we do everything we can to get those to it The

1 point they need to be, for the benefit, obviously, the users
2 of the Equestrian Center. So that, plus the back of the
3 house. And everything above the red line, I'm fully
4 supportive of that.

5 CHAIR PHAM: So is that a motion, Doug? Or do you
6 want to make a motion on that?

7 MR. LA BELLE: I can make a motion.

8 CHAIR PHAM: Unless there is any Board member
9 remotely raising their hand or anything?

10 MS. ANGUS: No, but they can also just speak up if
11 they would like to speak.

12 MR. LA BELLE: Okay. I would make that motion. And
13 I would also like to thank the Facilities Committee, I know
14 they worked very hard with Michelle and Ken and the staff.
15 So that would be my motion that we move forward with that.

16 CHAIR PHAM: Go ahead.

17 MS. BAGNERIS: Director Bagneris, I would second
18 that. And we no longer need to go out-house to do anything.
19 We have the capability right in-house.

20 CHAIR PHAM: Just for clarity. Your motion is to
21 proceed with the plan looking at it as is, above the red
22 line, and that's the motion?

23 MR. LA BELLE: And move forward with the back of the
24 house, improvements for Pac Amp, and whatever we need to do
25 to make sure the existing Equestrian Center is where it needs

1 to be in terms of maintenance and operation.

2 CHAIR PHAM: Barbara, do you have a second?

3 MS. BAGNERIS: Yes, I do second that.

4 CHAIR PHAM: Okay. Summer?

5 MS. ANGUS: Chair Pham?

6 CHAIR PHAM: Yes.

7 MS. ANGUS: Vice Chair Kovacevich?

8 VICE CHAIR KOVACEVICH: Yes.

9 MS. ANGUS: Director La Belle?

10 MR. LA BELLE: Yes.

11 MS. ANGUS: Director Rubalcava-Garcia?

12 MS. RUBALCAVA-GARCIA: Yes.

13 MS. ANGUS: Director Cervantes?

14 MS. CERVANTES: Yes.

15 MS. ANGUS: Director Ruiz?

16 MR. RUIZ Yes.

17 MS. ANGUS: Director Bagneris?

18 MS. BAGNERIS: Yes.

19 MS. ANGUS: And Director Aitken?

20 MS. AITKEN: Yes.

21 MS. ANGUS: Thank you.

22 CHAIR PHAM: All right. Great presentation again.

23 MR. LA BELLE: As always.

24 MS. RICHARDS: Okay. Moving on to 8B. This is the
25 presentation of the 2023 Budget and vote on whether or not to

1 approve. There we go. Just a reminder, that I'm going to go
2 through this presentation fairly quickly because it was
3 reviewed in detail during the Budget Study session, and I
4 know that many of our Board members were there. As I go
5 through, if there are any questions by board members, please
6 stop me, or I'm going to just keep going. All right.

7 So with that said, the Chair of the Finance --
8 Financial Monitoring and Audit Committee, Director Kovacevich
9 and Director Bagneris also serves on that committee.

10 Do either of you have any comments before I get
11 started?

12 MS. BAGNERIS: No, I do not.

13 MS. RICHARDS: Okay. Hearing none. Then I'm going
14 to move there through this.

15 So there are budget holders that -- some in the room
16 and some on Zoom. If there are any questions about specific
17 line items. But just a reminder that our fiscal year runs
18 January through December. We create budgets for each
19 department. There are 52 departments currently overseen by
20 16 members of the management staff, and we oversee that
21 through monthly variance reports and then, obviously,
22 oversight by the Financial Monitoring Committee and reports
23 that we give during monthly board meetings as well. Just
24 some quick assumptions, I won't go over everything, this is
25 from 2022 to show you the assumptions that were used to build

1 this current year's budget and then, actually, how we are
2 performing against that budget, so we have done quite well in
3 all of those major categories that are on the slide.

4 So let's talk about the economic factors that we
5 considered going into this budget. Each year, we begin
6 building our budget for the following year, we actually look
7 at several sources for Economic Forecast Data, and two of our
8 best sources are from the Wood Center for Economic Analysis
9 out of Cal State Fullerton. Drs. Anil Purri and Mirah Farah,
10 they do an excellent job of looking at, not only the impact
11 nationally, but locally and specifically for Orange County.
12 So every year, they ask the question where are we headed?
13 And I think this year, they certainly emphasized what all of
14 us are feeling in our own budgets, our home budgets and our
15 pocket books. So inflation is expected to be a factor until
16 mid to late 2024. Obviously recession fears are sky-high.
17 The question is, whether it will be a soft recession or a
18 very hard recession. Economist don't agree on whether there
19 will be a recession, and those that do, are split on the
20 reasons why, and that is because there's still a lot of
21 contradictory data in the market, as you can see. Some
22 sectors of the economy are still doing quite well. We are
23 adding jobs, really good GDP growth, but then consumer
24 confidence is at an all-time low.

25 So all of that to say that Doctors ***pery and

1 Farkah call this "Highway to the Danger Zone." So once
2 again, we will be faced with some headwinds, but our product
3 is solid. We know people love the fair. The demand is still
4 high, and this staff is really good at managing resources.
5 So we move forward with courage, but understanding the
6 dangers. All of this means, that once again, we approach the
7 new budget with cautious optimism. We are sticking with the
8 fundamentals that formed the foundation of the 2021 Fair and
9 the 2022 Fair. And we are taking a little bit more of a
10 conservative approach to consumer spending, given the rate of
11 inflation that's expected.

12 So like the Wizard of Oz that said to the Cowardly
13 Lion, "You have plenty of courage, I am sure. All you need
14 is confidence in yourself. There is no living thing that is
15 not afraid when faced with danger. The true courage is when
16 facing danger when you are afraid, and that kind of courage
17 you have in plenty."

18 And so we move forward with our 2023 budget. And
19 these are the assumptions hat we are making. We are going to
20 stick with the model that's been very successful for us for
21 the last two years. And that's to have limited ticket sales.
22 Advanced online 45,000 per day. This budget does not include
23 an increase in Fair admission. But we are -- but we'll talk
24 about that. We are offering from suggestions. No increase
25 in parking fees, but we will look at some options at the

1 presentation as well. Once again, we have a goal of booking
2 40 shows for the season in the Pacific Amphitheater. We had
3 that goal this year, as well. We were able to book 30. And
4 unfortunately, had two cancelations for 28 shows. We are
5 budgeting for credit card fees to reflect our advanced online
6 ticket sales. We are recommending closing earlier on Sunday,
7 we have looked at attendance trends over the last couple of
8 years and staying open until midnight on Sunday does not have
9 a return on our investment. So we are going to save the
10 labor on that and close at 11:00 on Sundays. We're going to
11 continue to use the Evolv gate screening equipment. And
12 introduce a new loyalty admission product that will allow
13 people to come to the fair more than once during the season
14 on a single purchase.

15 We are planning for our Q1 and Q2 events activities
16 using our 2022 data. We have some really good data now that
17 our events are back, and we expect to be back 100percent of
18 our last full year, 2019, by Q3 and Q4. We are going to host
19 a two-day in-person Imaginology event and, of course, taking
20 over operation of the Equestrian Center in January.

21 So let's look at our labor outlook. Total labor in
22 this budget is \$20.3 million, that's a \$2.86 million increase
23 from the '22 budget. I can tell you, that's not an increase
24 of wages. Our employees only received a 2.5 percent increase
25 this year against 8 percent inflation. So lots of increases

1 and benefits cost, including pers. This budget includes the
2 addition of seven new civil service employees: One on the
3 janitorial side, two landscapers, two facility maintenance
4 workers, and two security guards. We made a decision to
5 build into the budget a \$0.50 per hour increase across the
6 Board for our fair time staff positions. It's been a real
7 challenge for us to staff up for the Fair. We hear that from
8 lots of companies out there, so we are trying to get a little
9 bit ahead and offer a higher rate going into the Fair.

10 Every four years the Board looks at an incremental
11 rental plan for both our year-round rental, and then the
12 spaces that we rent during the fair. So this is year three
13 of a four-year plan for our year-round event rental fees.
14 That's the fees that promoters pay on rental of the parking
15 lot, the buildings, et cetera. A very, very nominal increase
16 of \$50 to \$75 per day, depending on the size or location.
17 And that's not necessarily to drive additional revenue, but
18 it's to keep up with the market, as well. And then our fair
19 merchant space rates, this is year four of a four-year plan,
20 so we will be increasing those spaces \$50 to \$75 for the
21 entire run of the Fair.

22 And again, you can see the small amount of
23 additional revenue. On the revenue side, we are going from
24 \$53.8 million to \$57.8 million, and there are really three
25 major categories that are driving additional revenue.

1 There's planned increase in year-round event rental activity,
2 the demand is still very strong, our interest revenue is
3 increasing. More money in the bank generates more revenue
4 and thankfully, the interest rates have gone up since last
5 year's budget. And then the full force of the new contract
6 that we have with our carnival provider will be in effect and
7 that will generate an additional \$2.3 million. What was not
8 included in the budget, at this time, because we haven't
9 fully developed it yet, is that new loyalty admission product
10 to replace the Super Pass. So we'll have that by the end of
11 the year, and that will most certainly increase revenue, as
12 well. Although not built into the budget at this time. On
13 the expense side --

14 MR. LA BELLE: Question, Michelle. What is your
15 current -- we talked about a little bit, at the Committee
16 Workshop, what is your current thought on replacing the
17 annual pass? I know it's a work in progress, but what do you
18 think right now?

19 MS. RICHARDS: It's looking like it will be a
20 limited quantity that is sold for every day of the Fair at a,
21 you know, a price commensurate with the demand for that
22 product. So that's what we are working on what that price is
23 going to be. We really would like to have that developed and
24 in the market soon because they make great stocking stuffers,
25 and we know our customers have really miss that, as well.

1 MR. LA BELLE: Thank you.

2 MS. RICHARDS: On the expense side, big jump in
3 expenses this year from \$47.8 to \$54.8. Certainly the
4 Equestrian Center operating expenses, but I want to point out
5 that that's against projected \$1.4 million in revenue, as
6 well. But we will be taking on all of those operating
7 expenses. An increase in civil service employee wages, the
8 addition of seven new civil service staff and the associated
9 benefits cost is about \$2.2 million, an increase in
10 professional services under that category are all the trash
11 removal, tree trimming, legal expenses, you know, any of the
12 contracted services go under that category. And that's about
13 a \$973,000 increase.

14 Increased utility expenses, year-over-year, it's
15 going to be substantial. We are constantly surprised at how
16 expensive water, sewer, electricity is for this property. I
17 mentioned the \$0.50 per hour increase for our fair time
18 positions. We are bringing in a new feature exhibit for the
19 fair in 2023. We want to make sure that the fair stays fresh
20 and relevant and give our guests a reason to come back every
21 year. Increase in the cost of supplies and rental equipment.
22 We really took a hit last year, so we want to be prepared for
23 that. We know that media and advertising costs are going up
24 this year, and then Director La Belle, I know you wanted to
25 speak regarding the possibility of adding a legislative

1 lobbyist for this year, and I don't know if you want to talk
2 about that now or --

3 MR. LA BELLE: I can just make a couple of comments,
4 I know that we belong to WFA, and they have, you know,
5 lobbying services. I equated to cities, every city, pretty
6 much, in California, belongs to the League of California
7 Cities. And they kind of represent the broad spectrum of
8 cities, but I would say, probably 90 percent of the cities
9 also have a separate lobbyist that assists them. The League
10 of Cities, 90 percent of the time, the cities are in accord
11 with it, but 10 percent of the time there may be varying
12 interests, a small city, medium sized city, whatever. In the
13 past we used Gonzalez when we got into the slow down during
14 the pandemic. The benefit of having somebody like that firm
15 reporting back to Michelle and whoever the committee might
16 be, they provide a monthly report that gives you a heads up
17 on things that you ought to be looking at and then if there
18 are matters that we need to be in Sacramento on, I know there
19 are some restrictions, and we carefully follow those. Gives
20 you the ability and they can save you hours of wandering
21 through the maze by setting up meetings with the people that
22 we need to be talking to. A good example, some earlier
23 spokespersons talked about the market place, right now, we
24 are precluded from producing our own swap meet market place
25 type event because of legislation that the previous operator

1 was able to get into the law, way back I don't know, 30, 40
2 years ago. So we can't produce anything. It has to be all
3 outside. I don't know that we would ever want to produce
4 something. With you I think having the ability to, at least,
5 consider that would require a change in legislation and the
6 lobbyist can kind of help through that process, you know,
7 moving things forward for us. And I think there are a couple
8 of other examples that the staff has been working on.

9 That's my thought on it, and I can answer any
10 questions. I don't know if Josh wants to speak to whatever
11 restrictions there might be, obviously.

12 MR. CAPLAN: The primary restriction is the Board
13 can't engage in what is called grassroots organizing, and in
14 lamest terms, what that means if there's an initiative on the
15 ballot or a candidate up for office. Certainly this Board
16 cant take a position, one way or another, in support or
17 against. The California Law wouldn't prevent this state
18 agency from engaging a lobbyist to try and affect state wide
19 changes for the benefit of the District. It's very fact
20 specific. So for example, if there were an issue on the
21 ballot, that would create some of these changes you talked
22 about, for example, the swap meet. Because it's an
23 initiative driven process, the District couldn't actually
24 take a position on that. Whereas, if the bill would come
25 from legislator in Sacramento, the District could work with a

1 lobbyist to try and encourage some change to existing laws.
2 So it's going to be very fact specific, and we just need to
3 be sure that if the board supports working with a legislative
4 lobbyist, to make sure that the parameters are safeguarded.

5 MR. LA BELLE: Thank you, Josh. And I think in the
6 big scheme of things, in terms of the overall budget, it's a
7 relatively small amount, and I think certainly it's worth
8 having that resource to help staff and the Board through
9 challenges. I don't know. I spent 25 years of my life
10 trying to figure out how it works up there, and once I
11 figured it out, I found out it didn't work that way. So it's
12 a rather complicated process, and former Director Baradino
13 can speak to that, as well, from his experience.

14 Anyway those are my comments.

15 MS. RICHARDS: Okay.

16 MS. ANGUS: Chair Pham, Director Bagneris has her
17 hand raised on Zoom.

18 CHAIR PHAM: Director Bagneris, you can speak.

19 MS. BAGNERIS: Yes. I just have a question. I
20 believe Gonzalez & Sons costs us about \$5,000 a month, so
21 this \$30k is just for a short period interaction and do we
22 get to call on them as needed? How does that \$30K work?

23 MR. LA BELLE: I think it assumes retainer of \$2,500
24 to \$3,000 a month for 12 months. And then basically what
25 they do is they provide the reports back to staff and whoever

1 the committee might be, and are available to, you know, help
2 staff work through the maze in Sacramento.

3 MS. BAGNERIS: So if nothing needs to be acted on,
4 we are going to be paying them no matter what; right?

5 MR. LA BELLE: Well, what you would have to do is
6 you have to go through another RFP process to solicit
7 proposals, presumably they will propose, others will propose,
8 and then it will come back to the Board as a contract item at
9 some future date. I believe the last contract was our
10 normal, you know, five year or one year -- four -- one year
11 extensions.

12 MS. RICHARDS: I think it was two years with three
13 option years.

14 MR. LA BELLE: And that would be in the RFP, and it
15 would be proposing based on that.

16 MS. BAGNERIS: So we wouldn't have to use them until
17 it's absolutely needed, because we just approved the
18 \$58,000,000 master site plan, and I'm not sure -- I'm not
19 really sure what to say about \$30K right now. But if we
20 don't need them. We won't engage them until they're actually
21 needed, and we know something is on the horizon, and we want
22 to utilize them, so we can go out and bid for somebody to
23 take that contract.

24 MR. LA BELLE: What you would do is go through the
25 RFP process over a period of a few months, and based upon the

1 RFP process, a recommendation would come back from staff to
2 select for A, B, C, D, whomever, and then you would be
3 basically retaining them on a monthly basis to provide their
4 services to the District. But nothing is going to happen
5 during the RFP process.

6 MS. BAGNERIS: Okay. So this \$30K is just a
7 contingency really? If we decide to use them, we would have
8 them available?

9 MR. LA BELLE: Well, if you decide to approve the
10 RFP recommendation from staff, you would be using them, but
11 --

12 MS. BAGNERIS: Exactly, but, I mean, this is not
13 something we are going after right now. This is -- if the
14 situation warrants it. That's what I'm trying to get to, are
15 we saying if we approve this budget, we're going to go get
16 somebody on board, put the RFP out and get somebody on board
17 right away? Or is this just in case we decide to do this, we
18 already have it in the budget? That's what I'm trying to
19 understand.

20 MR. LA BELLE: Before the District, Barbara would be
21 -- if the Board approves this is a line item in the budget,
22 then staff will incorporate that into the work plan and
23 sometime during the ensuing fiscal year, an RFP process will
24 be completed, and it will come back to the Board for action
25 to either approve or not approve; correct Michelle?

1 MS. RICHARDS: That's correct.

2 MS. BAGNERIS: And that will come before the Finance
3 Committee; right?

4 MS. RICHARDS: Right. So -- or it could come before
5 the Finance Committee, so I think what Director La Belle is
6 indicating, is that the contract would -- the resulting
7 contract would be approved or not approved by the Board at
8 the time that it got to the Consent Calendar.

9 MS. RUBALCAVA-GARCIA: This is Director
10 Rubalcava-Garcia. I think is what Director La Belle asking
11 us to add this to the budget. He would like us to add a
12 lobbyist to the budget.

13 MS. RICHARDS: That's correct, in fact, the budget,
14 as drafted, currently includes \$30,000 for that service.

15 MS. RUBALCAVA-GARCIA: Okay. I mean, I think we
16 removed that expense from the budget a couple of years ago.
17 Personally, I think it's a little redundant to have it,
18 especially when we already have -- we're paying dues to
19 another agency that already has a lobbyist that specializes
20 in fairgrounds. I am not really in support of having an
21 additional \$30,000 for lobbying, but that's just my opinion
22 on the topic. Especially when we don't have anything
23 specific to lobby for.

24 CHAIR PHAM: Any other Board comment or do we still
25 have?

1 MS. RICHARDS: No, I was just going to say I can
2 continue with the presentation and someone can make a
3 motion.

4 CHAIR PHAM: Okay.

5 MS. RICHARDS: Okay. I indicated before that this
6 budget assumes no increase in parking or fair admission.
7 Parking is currently at \$10 per vehicle for year-round
8 parking for events, and then also during the fair. It also
9 does not -- we did not build in a fair admission. However,
10 it may be time to look at that, so later on in the
11 presentation we will present some options. In terms of our
12 travel budget, greatly reduced from last year and that's
13 mainly due to the fact that there have been some additional
14 states added to the list of banned states for California
15 employees to travel to and some of those --

16 MR. LA BELLE: It may get down to zero.

17 MS. RICHARDS: Maybe. The list is getting longer.
18 But the ones that are in safe territory, that we plan to
19 attend, include the previously approved WFA Convention, The
20 California Fairs Alliance Managers Conference. There's a
21 design conference that our creative services team goes to,
22 sponsorship conference. There's the International
23 Association of Fairs and Expositions Management Conference in
24 St Louis. And then for our Finance Director to attend the
25 AccountingWare Conference, which is the accounting system

1 that we use. And then mandatory training throughout the year
2 up in Sacramento. We also would like to send a two-person
3 team from our concessions department to attend the Minnesota
4 State Fair, which is world-famous for their concessions
5 program. So we would like them to do a fair survey. And WFA
6 always announces a Feature Fair Tour. One of the fairs
7 within the network. We were a Feature Fair Tour a few years
8 ago, but that's to be determined. They haven't announced
9 that yet. Obviously, if it's in one of the banned states, we
10 won't be going. But we built in enough to cover that, to
11 send a small team on that Feature Fair Tour.

12 MR. LA BELLE: Michelle, if I could. Sort of going
13 back to the Master Site Plan, one of the things I have done
14 in the past, is once we decide what we are going to do, once
15 an architectural firm has been retained, there is some
16 benefit for staff and maybe even facilities committee, for
17 that matter, to venture out into other facilities in the
18 immediate area or California, that you could look at that
19 have been done. A good example would be Administrative
20 Facility such as Laguna Niguel City Hall, the Mission Viejo
21 City Hall. They are relatively new facilities and they have
22 amenities in there that I think would be worth going in and
23 seeing. We got to keep a handle on the architect because
24 they will spend all the money we got and then some. But I
25 think there might be some advantage to you and Ken and Jerry,

1 maybe a committee of the board doing some outreach and
2 looking at other facilities and again, that's down the road,
3 somewhere, but I just throw that out.

4 MS. RICHARDS: Yeah, I think that's a great idea.
5 The Board only has to approve out-of-state travel, so if we
6 find there is something in San Diego, or we fly up to
7 Northern California. I can approve those travel costs. It's
8 just out-of-state travel that the Board has to -- and we
9 would take that on a case-by-case basis.

10 MR. LA BELLE: So you do have some contingency in
11 there that would enable you to do that?

12 MS. RICHARDS: Yes.

13 Okay. Let's move on to the Capital Expenditures
14 plan. We have broken it into three different categories.
15 These are the two carry-over projects from last year. Lot G
16 facilities project and the Serenity Walk, which we will be
17 completing in 2023. This is the new project list for capital
18 expenditures, and you can see it is a variety of different
19 repair projects, needed maintenance, replacement. I do want
20 to point out the three top capital expenditures. Basically,
21 this is the removal of the market place buildings, the beef
22 barns down in the livestock area, and Building 15. And
23 that's all clearing the way for the new Master Site Plan. So
24 Cap X projects are a little over \$2.2 million. Major
25 expenditures, major maintenance projects. The paint fascia

1 on the maintenance yard, the box office gates, fire lane,
2 curb painting, about \$105,000. And then here's our list of
3 new equipment that we need to purchase, and it's a variety of
4 different equipment. I will point out, there's quite a large
5 expense for the firm tractor replacement at a \$165,000. I
6 just want the Board to know when we replace equipment, we
7 have to make sure that it is AQMD certificated, and that's a
8 big purchase. But the equipment total is a little over a
9 million, so when we add it all up, capital expenditures,
10 major projects, and equipment, comes to \$3,425,000. We built
11 in a \$100,000 contingency and those two carry-forward
12 projects brings it to an even \$5,000,000. Which is actually
13 where we should be with Capital projects if we look at 5
14 percent of total assets, we are presenting a Cap X program
15 that is, or plan that is in line with, you know, where we
16 were a few years ago, so.

17 All right. We always present this chart, this is a
18 list of expenses that are mandatory that may be over \$50,000,
19 and our current policy allows the CEO to execute checks or
20 purchase commitments of \$50,000 or less. But some of the
21 mandatory expenses like paying payments for utilities,
22 CAL-Card, insurance, pay roll, et cetera, we build into the
23 budget. But these are some varying expenses that may or may
24 not be over \$50,000, but they are mandatory, so the Board
25 would be approving payment of those items, as well. We

1 always include a list of IFBs and RFPs that we expect to
2 release in 2023. This is a list those that we are aware of
3 now, and you can see our contracts team, and mainly, Jerry is
4 going to be very busy in January and February. All right.
5 So when we do a roll-up. Let's do the fair PNL, so, we pull
6 out the pieces of our revenue and our expenses that are
7 focused on the fair. And once again, that model is expected
8 to do very, very well. So \$47,000,000 in revenue against
9 \$26,000,000 in expenses, so we project to have net proceeds
10 of \$20.6 million from the fair. Now, when you roll that all
11 up into the entire year, we got \$57.8 million in revenue,
12 against \$54.8 in expenses, so as the budget sits right now,
13 we have got net proceeds of \$2,956,078.

14 So we have kept fair parking and fair admission
15 untouched for several years now. We have seen our expenses
16 go sky-high, particularly this past year. And we expect with
17 inflation for that to continue. So if the Board is content
18 with less than \$3,000,000, that's one thing, but we just seen
19 very robust Master Site Plan that we know we want to move
20 forward on to improve the property. So we want to offer some
21 budget options. So option number one is the budget as
22 presented right now. \$57.8 million in revenue. \$54.8 in
23 expenses and you can see the bottom line. What staff is
24 proposing right now, is the Board look at increasing our
25 parking. Our parking is so low compared to other properties

1 around us.

2 Just to give you an idea, Disneyland is \$30 to park.
3 Knott's \$25 to park. Honda Center \$22-\$25. If we go into LA
4 County it's even crazier. LA County Fair \$20. SoFi Stadium,
5 \$60-\$100 to park. So we are considerably lower than the
6 other attractions and other fairs. So we are suggesting a \$2
7 increase in parking for our year-round events that's we have.
8 Option three would also include increasing fair parking by
9 \$2. And you can see where the bottom line would net out
10 there. Option three would include a \$1 increase in general
11 admission price to get into the fair. Currently, we are at
12 \$12 for week days, \$14 for weekends. The last time that we
13 had a week-day increase was in 2014. Weekends we increased
14 from \$12-\$14 in 2017. So it's been years since we have taken
15 an increase in admission to the fair. It's been even, an
16 even bigger jump with senior and child increase. We have
17 been at \$7 for kids since 2014, kids and seniors. So we are
18 recommending a \$2 increase in our senior ticket and child
19 ticket. And if we roll it all up together, what staff is
20 asking the Board to consider, is a \$2 increase in parking
21 year-round and during the fair, and then to take the
22 incremental dollar increase for adults and \$2 increase for
23 kids and seniors. And that would net an additional \$1.84
24 million for net proceeds of \$4.8 million.

25 So I will leave it at that, and see if there is any

1 discussion.

2 CHAIR PHAM: Yeah, before I open up a Board
3 discussion. We are two matters up. Or two cards.

4 MS. RICHARDS: Okay. Is it Aileen?

5 AUDIENCE: She had to leave.

6 MS. RICHARDS: Okay. Reggie Mundekis.

7 MS. Mundekis: Hi, I'm Reggie Mundekis, and thank
8 you for the opportunity to address you today on the budget.
9 I'm actually okay with price increases because profitability
10 slid from around 14 percent down to 12 percent. And since we
11 are in a inflationary period, it's going to get even lower,
12 and we need to maintain our position. One of the things that
13 happens when you don't raise your prices is that and
14 everybody else raises their prices, is that you're perceived
15 as being cheap. That's not really going to happen in a year,
16 but you don't want that perception of this is a
17 bargain-priced event that you want to go to. I'm going to
18 radical and say that, you know, I can actually support option
19 six. All right. Just putting it right out there. Okay. So
20 regarding the lobbyist. Okay. I get the argument that we
21 are already in a trade organization, why do we need a
22 lobbyist? Basically, if you are not at the table, you are on
23 the menu in politics. And if you haven't been in Sacramento
24 and actually tries to get something done up there, I mean,
25 actually, physically in Sacramento, knocking on doors, trying

1 to get people's attention. If you don't have somebody to
2 help you, you are not going to get much further than nice
3 courtesy meetings and sympathy from the office staff. We
4 need to have a lobbyist advocate for our own interests
5 because at times, Western's Fairs interests diverge from our
6 interests. Two examples -- sorry, guys to bring up a sore
7 subject. Western Fairs was okay with selling the property
8 and privatizing the fairgrounds. Western Fairs also does not
9 agree with the existence of animal welfare groups and things
10 that they need to be banished to be far desert steps of
11 wherever. So I support the lobbyist, especially since we are
12 keeping the cost down, so that's it. Price increase and
13 lobbyist, I support, and thank you for the work on the
14 budget. Thank you.

15 CHAIR PHAM: Anyone remote have their hands raised
16 for comment for anything at this point? Is there a motion
17 that anyone wants to bring forth?

18 MS. BAGNERIS: Director Pham, Director Bagneris, I
19 move that we accept the budget with Option 6.

20 MS. RUBALCAVA-GARCIA: I second that motion. This
21 is Director Rubalcava-Garcia.

22 MS. ANGUS: Chair Pham?

23 CHAIR PHAM: Yes.

24 MS. ANGUS: Vice Chair Kovacevich?

25 VICE CHAIR KOVACEVICH: 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: And Director Aitken?

10 MS. AITKEN: Yes.

11 MS. ANGUS: Thank you.

12 CHAIR PHAM: All right.

13 MS. RICHARDS: Okay. Committee Reports; right?

14 CHAIR PHAM: So yeah. We'll begin the Committee
15 Reports, you know. Director Kovacevich and I did have brief
16 discussions, potentially shifting some things around, but I
17 want to have a couple of conversations with some of the folks
18 that would be shifting. So as of right now, we will be
19 keeping committees as is, but that will change relatively
20 shortly. Do I read this?

21 MS. RICHARDS: No, no. Yeah, yeah.

22 CHAIR PHAM: As leadership committee have anything
23 to report at this time? Oh, that's me.

24 I was just going through the motions. ****I
25 appreciate. Does the Financial Reporting and Audit Committee

1 have anything to report?

2 MS. BAGNERIS: Yes, we do. This is Director
3 Kovacevich.

4 VICE CHAIR KOVACEVICH: So the committee did meet on
5 11/14. We also had our budget study sessions and discussed
6 on November 9th, so we did review the budget that was just
7 approved by the Board. And, again, thank you to the staff
8 for doing a great job on that, and the budgets have been
9 pretty on point, so pretty impressed with how it's been
10 handled. Again, we just met on the 14th to review the
11 October financials. The year-to-date revenue is \$51.2
12 million and unfavorable to budget by \$1 million revenue for
13 the month of October was unfavorable by \$46,000, and that's
14 mainly due to planned events that did not take place.
15 Operating expenses for year-to-date are \$36.9 million and
16 that's favorable to budget by \$3.2 million and that means net
17 proceeds year-to-date \$10.8 million and \$2.24 million
18 favorable to budget. So we're tracking ahead of schedule
19 and, you know, we've talked about cash earlier by \$75.3
20 million. Obviously, a lot of great things to do with that
21 cash and excited to have the approved the Master Site Plan as
22 we just did, so you can get to work there. Our next meeting
23 will be December 9th, and that's it from the Committee.
24 Thank you.

25 ***CHAIR PHAM: All right. Facilities Committee.

1 Have anything to add on top of the Master Site Plan project?

2 MR. RUIZ: That's correct. That was covered under
3 Item 8A, so we're good. Thank you.

4 MS. ANGUS: I just wanted to state for the record
5 that Director Rubalcava-Garcia has stepped away from the
6 meeting.

7 CHAIR PHAM: Okay. Got it. Thanks. Apparently,
8 there is nothing to report from both the committees. But if
9 you have anything, now's your the time to speak up.

10 MS. BAGNERIS: Yes. I just wanted to recognize the
11 Native American Heritage Month. We did not put together a
12 presentation, but I didn't want it to go by without
13 acknowledging that we have been celebrating that in this
14 group.

15 CHAIR PHAM: I appreciate that, Director Bagneris.
16 As of now, we will move into closed session. In just a few
17 minutes on that and.

18 MS. ANGUS: We just have to wait until Director Ruiz
19 jumps back in.

20 MS. RICHARDS: Can you control him jumping back
21 in.

22 MS. ANGUS: The room will automatically close in 60
23 seconds, but 60 seconds is a long time. We got 15 more
24 seconds.

25 We should all be back in.

1 CHAIR PHAM: All right. All right. Board
2 considered advice of counsel on close session items and has
3 nothing to report at this time, and I'll turn it over to
4 Michelle.

5 MS. RICHARDS: Okay. We just have few staff
6 announcements, Jason, would you -- or somebody be able text
7 Joan and Ken and let them know we are back in. Joan's phone
8 is there, but Ken can come grab her. Okay. Our own craft
9 beer festival, Halloween Boo Ha Ha was a huge success on
10 Saturday October 29th, with a late surge in ticket sales,
11 attendance exceeded our original estimate as approximately
12 4,000 craft beer enthusiasts enjoyed the Halloween themed
13 beer tasting and entertainment, and last Saturday we had a
14 very, very nice Veteran's day event at Heroes Hall, the
15 All-American Boys Chorus sang and brought everybody to tears.
16 We had a gold-star mother, ***Elain Bertain, who spoke, along
17 with Stacy Baradino, Chief Forensic Psychologist for Orange
18 County. She explained the physiology behind how the brain
19 reacts to trauma. It was really, really interesting and then
20 the Board of the OC Fair and Events Center and members of the
21 Heroes Hall Veterans Foundation broke ground on our new
22 Serenity Walk. So we were very excited about that.

23 And on a sad note, we learned that the husband of
24 our own California Secretary of Food and Agriculture, Karen
25 Ross, she lost her husband who passed away suddenly, a few

1 weeks ago. And I know some of you have met Secretary Ross,
2 or you might even know her personally, but we certainly send
3 our condolences on behalf of the Board and staff. So we wish
4 her well.

5 And as Director Kovacevich outlined earlier in the
6 Finance Committee Report, we are doing well. Year-to-date
7 net proceeds are \$2.2 million favorable to budget. And we
8 currently have cash and cash equivalents of \$75.3 million,
9 that's a 24.1 percent increase year-over-year, so lots of
10 good things for our Master Site Plan. So Joan, I'm just
11 going to go. Please check our websites, ocfair.com.

12 Lots of great events coming up. The Farmers Market
13 is on Thursdays, but not next Thursday because that's
14 Thanksgiving. We have our Garden classes at Centennial Farm.
15 Make and take wreaths. Great things from the kitchen, so go
16 online and sign up for those. Centennial Farm is open to the
17 public, as well as Heroes Hall. And we so love when the
18 public comes to both of those locations.

19 Happy birthday to Directors Bagneris and
20 Rubalcava-Garcia, who both celebrate birthdays in November.
21 Barbara and Natalie, happy birthday.

22 And I want to invite everyone to stay or a little
23 while after next months board meeting for our CEOs holiday
24 open house. I love to bake, especially at the holidays, so
25 there will be lots of things to eat, and come and enjoy some

1 holiday treats and mingling with everybody. So those of you
2 listening on Zoom, be sure to save a little bit of time to
3 enjoy the holidays with us after the Board meeting next
4 month. So that concludes.

5 CHAIR PHAM: Okay. All righty. At this point I
6 open up for Board directors and matters of information. I'll
7 start off with Ashleigh, if you have anything to say.

8 MS. AITKEN: I just want to wish everybody
9 congratulations on your first meeting, Chair Pham, and happy
10 Thanksgiving.

11 CHAIR PHAM: Thank you. Nick?

12 VICE CHAIR KOVACEVICH: Yeah. Thanks, everyone.
13 Before the opportunity, great job, Chair Pham. Wish you that
14 and, of course, the staff did a tremendous job with the
15 report and the overviews was really cool to be able to see
16 that as we approve the Site Plan. I hope everyone has a good
17 rest of your week, and see you in December.

18 CHAIR PHAM: Thank you. Robert?

19 MR. RUIZ: Yeah, I mean, yes, congratulations on
20 your first meeting. My intention was to be there in-person,
21 unfortunately, I could not. I had to stay behind, but
22 congratulations. And great job, by the way. And I just
23 wanted to wish everyone a happy Thanksgiving and thank
24 Michelle and the staff, again, everyone, for the great work
25 on the master site plan and the budget great presentation and

1 great work as always. So thank you.

2 CHAIR PHAM: Sandra?

3 MS. CERVANTES: I want to wish everyone a happy
4 Thanksgiving, and also, great meeting today, Director Pham.
5 And thank you to Michelle and staff for always doing a great
6 job.

7 CHAIR PHAM: Barbara?

8 MS. BAGNERIS: First of all, I love my birthday, so
9 thank you for the recognition; it is on Saturday. I want you
10 to know I did plan on being at your first meeting, Director
11 Pham, but I took one of those home Covid test, and it said
12 positive. So I ran out this morning to CVS to take a real
13 test, I call it, and I won't know for a couple of days, but I
14 spared you from coming into that room today, but I would have
15 loved to have been there. It was a great meeting. The
16 presentation for the Master Site Plan, for the budget; our
17 staff, our executive do such a great job. I tell you, we
18 never should go outside to do anything. We have the talent
19 right in-house, and I appreciate everybody for all that they
20 do. And that's what makes the OC fair as great as it is.

21 But I also want to take this moment to congratulate
22 Mayor Ashleigh Aitken, on her new position and also Natalie
23 Rubalcava-Garcia on her new Counsel position. Oh, I beat you
24 to it. Okay. I'm just so excited for them, and they have
25 been great Board members, and I hope they can stick with us a

1 little bit longer, but I'm so proud of them and congratulate
2 them. And happy Thanksgiving, and see you next month.

3 MS. RUBALCAVA-GARCIA: Thank you, Barbara, and thank
4 you to whoever made this adorable graphic.

5 CHAIR PHAM: Yeah, you all left me flying solo
6 today, minus Doug, who got to leave early. I appreciate the
7 patience as I navigate a little bit through some of the Board
8 of the formalities. Staff did a great job today. Putting
9 together, and not just today, it obviously took a lot of work
10 to put together that presentation and navigate through the
11 Master Site Plan, the budget, the roll-up, everything that --
12 there is a lot of back-end work to that, so I appreciate it.

13 I want it wish everyone a happy Thanksgiving, and I
14 didn't realize Ashleigh was Mayor. So congratulations on
15 that, too. That's pretty awesome.

16 And with that, I will conclude the Board meeting.

17 (Meeting adjourned at 12:20 p.m.)
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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 17, 2022

Charissa De La Torre

CHARISSA DE LA TORRE

O.C. FAIR AND EVENT CENTER
Board of Directors Meeting on 11/17/2022

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\$	\$2.3 75:7	\$54,000,000	13 33:9	2A 51:2 53:3
\$0.50 74:5 76:17	\$2.86 73:22	60:10	14 89:10	2B 52:5
\$1 88:10 92:12	\$20 20:13 88:4	\$54.8 76:3 87:12, 22	14-hour 67:4	<hr/>
\$1,024 20:1	\$20,000,000 66:2	\$547,000 22:20	14th 92:10	3
\$1,500 21:17 22:19	\$20.3 73:22	\$57.8 74:24 87:11,22	15 54:20 85:22 93:23	30 3:14 15:12 22:8,15,16 23:21 73:3 78:1
\$1.2 20:16 37:12 60:16	\$20.6 87:10	\$58,000,000 80:18	15,659 48:9	30-day 42:5,10 43:6
\$1.4 23:10,11 28:18 37:12 76:5	\$22-\$25 88:3	\$58.5 61:9	150 21:23 22:9 47:2	300 26:20
\$1.5 60:16 62:4	\$22.65 56:23	\$6,700 9:23	150-horse 25:22	31,000 52:17
\$1.6 20:16	\$229,257,242 59:25	\$60-\$100 88:5	157,000 47:5	31st 39:8
\$1.84 88:23	\$23,895,048 49:20	\$622 19:23	16 70:20	32nd 3:1 28:10, 12,17,20,23
\$10 14:18,19,24 16:1,10,12 83:7	\$25 88:3	\$634 19:23	17 3:4 47:3	365 22:19,20 31:6 33:21
\$10.8 92:17	\$26,000,000 87:9	\$657,000 23:25 24:3	17th 17:2	387percent 20:10
\$100,000 23:9 24:3,5 86:11	\$28 20:14	\$67,695,000 59:15	18 65:24 67:1	3A 53:25 54:12, 18 55:21,22
\$100,000-\$200,000 37:10	\$3 53:5,18	\$7 88:17	19 25:23	3B 54:18 55:21
\$105,000 86:2	\$3,000 79:24	\$7.7 57:24	<hr/>	3D 46:10
\$11 55:24	\$3,000,000 59:8 87:18	\$75 66:23 74:16, 20	2	<hr/>
\$11,000,000 23:15	\$3,425,000 86:10	\$75.3 92:19 95:8	2,400 54:10	4
\$11,500 9:23	\$3.2 92:16	\$77,000,000 60:6	2,500 56:10	<hr/>
\$12 60:18 88:12	\$3.6 55:22	\$86.6 53:4	2.01 28:8	4,000 10:24 94:12
\$12-\$14 88:14	\$3.7 55:22	\$89 53:3	2.5 73:24	40 3:13 10:6 62:8 73:2 78:1
\$13,000,000 19:5	\$30 88:2	\$9,253,000 56:24	2006 66:24	400 26:19
\$13.4 56:25	\$30,000 82:14,21	\$973,000 76:13	2014 88:13,17	42 10:20
\$14 88:12	\$30k 79:21,22 80:19 81:6	<hr/>	2017 88:14	43 12:18 31:21
\$14.6 55:24	\$36.9 92:15	1	2019 73:18	43-year 31:19
\$15 60:18	\$4.8 88:24	1 49:20	2021 7:13,14 9:18,22 72:8	45 27:3
\$16.3 49:20	\$415,000 20:15	1,400 10:25	2022 3:4 7:14 70:25 72:9 73:16	45,000 72:22
\$165,000 86:5	\$46,000 92:13	1,462 52:13	2023 48:2 69:25 72:18 76:19 85:17 87:2	4A 56:1,23
\$17 50:15	\$47,000,000 87:8	1,800 52:12	2024 48:3 71:16	4B 56:13
\$17.6 49:19	\$47.8 76:3	10 77:11	22 73:23	<hr/>
\$2 88:6,9,18,20, 22	\$5 20:9 21:24 22:16 43:8	10,000 52:18	22.6 57:1	5
\$2,500 79:23	\$5,000 79:20	100percent 73:17	22nd 22:23	<hr/>
\$2,956,078 87:13	\$5,000,000 86:12	10th 17:2	24.1 95:9	5 57:8 86:13
\$2.2 76:9 85:24 95:7	\$50 74:16,20	11/14 92:5	25 29:17 40:5,13 61:10 79:9	50 9:21 11:13 14:21 66:3
	\$50,000 86:18, 20,24	11:00 73:10	26 10:4 17:1	50s 3:18
	\$500,000 62:17	12 22:13 79:24 89:10	28 73:4	
	\$51.2 92:11			

52 70:19	access 5:24 49:8	additions 58:18	64:14,16 71:18	amount 5:5
540 54:10	accord 77:10	address 9:7,10	90:9	11:17 21:20
5:00 16:11	accountant 29:12	18:4 34:17 53:14	agreed 46:10	40:17,18,19 46:4
6	accounting 83:25	64:3 66:1 89:8	47:23 49:13 51:3	48:18 74:22 79:7
6 58:2,7 59:7	Accountingware	addressed 41:25	agreement 37:21	Amp 57:1 64:15
90:19	83:25	addressing 43:7	39:9 43:11 46:23	65:6 68:24
60 93:22,23	accurate 29:3	adds 67:11	65:3	Amphitheater
7	achieve 27:15	adjacent 55:13	agrees 63:11	47:6 55:13 56:2,
7 59:9,15	31:10	adjourned 98:17	Agricultural 3:1	6,14,19,25 61:8,
7,800 55:8	acknowledge 7:7	adjustments 15:8	28:10 41:1	19,23 62:8 63:4
78 30:7	acknowledging	61:1	agriculture 5:24	73:2
7B 37:21	93:13	Admin 61:3	54:24 94:24	Ana 3:23 4:19
8	acquainted 41:3	Administration	Agriplex 51:3,7	Analysis 71:8
8 73:25	acres 25:23 47:2	47:24 48:21 49:2	52:6,19,22,24	Anderson 18:7,8,
80s 30:7	acted 80:3	administrative	53:4 60:24	13,19,22,23
89,500 51:22	acting 28:12	19:1 84:19	ahead 7:7 38:10	21:12 23:18,20
8A 44:17 93:3	action 5:20 8:25	administrator	63:1 65:11 67:8	24:9
8B 69:24	9:2 47:8 52:2,14,	18:24	68:16 74:9 92:18	ANGUS 6:5,7,9,
9	20,23 53:5,10,18	admission 72:23	Aileen 18:7,23	11,13,15,17,19,
90 77:8,10	67:16 81:24	73:12 75:9 83:6,	23:20 89:4	24 7:1 8:4,6,8,
9:30 3:5	actions 34:23	9 87:14 88:11,15	air 12:12	10,12,14,16,18
9th 92:6,23	52:4	adoption 46:18	aircraft 4:22	17:15 38:5
A	active 26:6	adorable 98:4	Aitken 6:22,23	43:16,18,20,22,
A-4 4:8	activities 48:6	adults 88:22	8:18,19 44:7,8,9,	24 44:1,3,5,7,9,
A.M. 3:5	73:15	advance 18:11	11,21 45:9,10,12	12 68:10 69:5,7,
abandoned 4:25	activity 75:1	advanced 72:22	69:19,20 91:9,10	9,11,13,15,17,
ability 42:3,5,7,	actual 40:20 50:5	73:5	96:8 97:22	19,21 79:16
11 58:13 77:20	Ad 32:9,10	advantage 84:25	alarm 40:11	90:22,24 91:1,3,
78:4	ADA 47:12	advertising	Alexis 32:14 36:6	5,7,9,11 93:4,18,
absolute 19:24	add 7:16 11:24	76:23	alignment 23:13	22
absolutely 18:16	42:1 45:11 58:2	advice 34:6 94:2	alive 31:22	Anil 71:9
37:7,13 80:17	65:4 82:11 86:9	advocate 90:4	All-american	animal 54:8 90:9
absorbed 40:12	93:1	affect 78:18	94:15	animals 33:24
accelerate 62:21	added 83:14	afloat 65:24	all-time 71:24	54:7
accept 90:19	adding 59:10	afraid 72:15,16	Allegiance 6:1,3	announced 84:8
accepted 9:5	61:4 71:23 76:25	Ag 31:24 54:25	Alliance 83:20	announcements
	addition 26:13,	Ag-education	allocated 54:8,23	94:6
	20 40:4 74:2	55:17	allowance 50:11	announces 84:6
	76:8	agencies 26:2	allowed 8:22	annual 20:17
	additional 28:23	agency 39:1	amazing 23:3	47:4,6 51:10
	38:15 41:2 48:5,	78:18 82:19	amend 42:11	57:8 60:7 75:17
	6 49:5 55:2	agenda 3:10	amended 7:18,	annually 27:5
	59:13 63:9	5:19,21 8:23 9:5,	20,22,24	46:20
	74:17,23,25 75:7	6,7,9	amendment 43:6	anymore 13:18
	82:21 83:13	agree 16:16 17:2	amenities 84:22	Apologies 17:17
	88:23	36:21 63:2	American 93:11	apologize 65:14

<p>appearance 67:13</p> <p>appears 13:22 30:19 38:15</p> <p>approach 72:6, 10</p> <p>approaching 62:8</p> <p>approval 26:17 46:17 65:9</p> <p>approve 7:1,20, 22,24 8:5 42:24 70:1 81:9,15,25 85:5,7 96:16</p> <p>approved 45:19 46:19 80:17 82:7 83:19 92:7,21</p> <p>approves 81:21</p> <p>approving 65:9 86:25</p> <p>approximate 64:16</p> <p>approximately 27:3 29:17 51:22 94:11</p> <p>AQMD 86:7</p> <p>architect 48:17 84:23</p> <p>Architects 50:3</p> <p>architectural 50:1 58:18 84:15</p> <p>architecturally 52:21</p> <p>architecture 58:19</p> <p>archives 48:8</p> <p>area 19:22 29:14 30:5 47:9 49:6 51:7,14,17,21, 24,25 52:12,22, 23 53:1 54:9 55:2 56:4,11,21 58:21 61:25 84:18 85:22</p> <p>areas 47:3 52:22 55:2 57:15,22 58:2,11,13</p> <p>arena 22:10,22 25:10 28:5 47:8</p>	<p>51:18 52:2,4,5, 14,20,24 53:5, 11,19 67:16</p> <p>arenas 24:17</p> <p>argument 89:20</p> <p>Arlington 53:13</p> <p>arms 41:12</p> <p>Arnold 3:11,12 4:16 5:10,12,15</p> <p>artisanal 64:15</p> <p>artist 4:5</p> <p>Ashleigh 96:7 97:22 98:14</p> <p>aspects 25:22 31:10</p> <p>assess 41:20</p> <p>asset 11:23</p> <p>assets 28:20 86:14</p> <p>assist 5:10</p> <p>assistance 27:14</p> <p>assistant 66:25</p> <p>assisted 30:5</p> <p>assists 77:9</p> <p>associate 23:22</p> <p>Association 3:1 28:11 83:23</p> <p>assume 37:9</p> <p>assumes 79:23 83:6</p> <p>assuming 19:25</p> <p>assumption 47:17</p> <p>assumptions 47:10 70:24,25 72:19</p> <p>at-risk 28:1</p> <p>attached 49:3</p> <p>attend 83:19,24 84:3</p> <p>attendance 73:7 94:11</p> <p>attended 30:7</p> <p>attendees 14:15</p> <p>attending 67:14</p>	<p>attention 29:5 90:1</p> <p>attract's 15:17</p> <p>attracted 29:21</p> <p>attractions 88:6</p> <p>attractive 52:9</p> <p>auction 51:20</p> <p>audience 32:15, 16 36:6 42:18 62:11 65:14 89:5</p> <p>Audit 70:8 91:25</p> <p>automatically 93:22</p> <p>average 26:11</p> <p>avoidable 31:17</p> <p>award 23:15</p> <p>awarded 22:24 23:15 39:23</p> <p>aware 54:1 87:2</p> <p>awesome 24:8 98:15</p>	<p>8 92:2 93:10,15 95:19 97:8</p> <p>bake 95:24</p> <p>balance 28:14 60:5</p> <p>bale 22:5 24:18</p> <p>bales 22:12</p> <p>ballot 78:15,21</p> <p>banished 90:10</p> <p>bank 48:4 61:13 75:3</p> <p>banned 83:14 84:9</p> <p>Baradino 4:2 79:12 94:17</p> <p>Barbara 69:2 81:20 95:21 97:7 98:3</p> <p>barely 20:1</p> <p>bargain-priced 89:17</p> <p>barn 54:1,2,3,6, 10,14,17 55:22 61:5</p> <p>barns 51:14 85:22</p> <p>barrier 53:17</p> <p>base 5:2,3</p> <p>based 62:2 66:10 80:15,25</p> <p>bases 35:6</p> <p>basically 13:20 62:12 66:24 79:24 81:3 85:20 89:22</p> <p>basis 33:21 40:20 41:5,8 81:3 85:9</p> <p>basketball 34:5</p> <p>Bay 29:14 30:5</p> <p>beat 97:23</p> <p>beautiful 33:6 54:17,18 60:25</p> <p>Beaver 27:19,20</p> <p>beef 85:21</p> <p>beer 94:9,12,13</p> <p>began 12:21</p>	<p>begged 32:5</p> <p>begin 10:7 65:7 71:5 91:14</p> <p>behalf 4:1 15:13 36:11 95:3</p> <p>Belle 3:12 4:13 5:10,14,16 6:2,9, 10 7:3,24 8:8,9 38:23 41:18 42:1,13 43:22,23 49:22,24 50:7, 12,15,18 53:9, 10,18,21 57:2 58:24 59:4,22 60:2,4,7,11,14, 18,20 62:6 64:14 65:13 66:13 68:7,12,23 69:9, 10,23 75:14 76:1,24 77:3 79:5,23 80:5,14, 24 81:9,20 82:5, 10 83:16 84:12 85:10</p> <p>Belle's 63:3</p> <p>belong 77:4</p> <p>belongs 77:6</p> <p>bench 52:7</p> <p>benefit 26:3 28:15,21 68:1 77:14 78:19 84:16</p> <p>benefiting 27:10</p> <p>benefits 20:14 67:11,17 74:1 76:9</p> <p>Berglund 29:6,7, 8</p> <p>Bertain 94:16</p> <p>best-case 19:24</p> <p>beverage 15:25</p> <p>bid 19:2,13,14,24 20:3,5,16,17,24, 25 21:3,5,8,12, 13 24:19,23,24 25:1,7 29:2 36:20,21,22 37:3,5 39:3,11, 22 40:16 80:22</p>
--	--	---	--	---

bidder 19:19 24:20 36:19,24 37:3,5 bidders 21:2 39:13,20 bidding 19:7 21:6 39:2 bids 19:3 21:3 big 11:22 25:4 26:23 32:21 48:15 76:2 79:6 86:8 bigger 88:16 biggest 27:3 bill 78:24 bill-up-to 40:18 billed 40:19 bird's 59:17 birthday 95:19, 21 97:8 birthdays 95:20 bit 4:15 16:20 38:12 60:22 72:9 74:9 75:15 96:2 98:1,7 blaming 16:2 Blenheim 30:2 blessed 33:7 blind 13:25 14:2 block 48:10,11 51:23 52:1 54:12 55:9 57:16 61:24 blocked 64:9 board 3:3 4:1,2 7:2,19,22 8:24 9:7,10 17:20,23, 24 18:3,5,9,14, 17 19:20,24 20:18,20 23:7 26:16 27:22,23 28:6,8,25 31:18 36:9,14 37:4,8, 14 38:3,6 39:7,9 40:22 41:4,9 43:3,15 45:13, 17,19 46:17,20, 22 47:23 51:3 52:10 63:11,15, 19 65:3,9 66:6	68:8 70:4,5,23 74:6,10 78:12,15 79:3,8 80:8 81:16,21,24 82:7,24 85:1,5,8 86:6,24 87:17,24 88:20 89:2 92:7 94:1,20 95:3,23 96:3,6 97:25 98:7,16 Board's 23:13 42:3 boarders 26:13 boarding 25:23 26:4 27:1 47:9 boards 32:4 52:10 53:23 Bobby 4:21 body 39:14 Boo 94:9 Boofa 40:10 book 73:3 booking 73:1 books 71:15 bottom 50:18 87:23 88:9 box 48:15 56:3, 21,24 61:7 86:1 Boys 94:15 brain 94:18 brand 54:6 bread 22:2 break 20:1 breakfast 21:24 22:16 breeds 30:10 Brian 23:18,20 bring 18:25 20:1 30:24 31:5 34:12 37:23 41:8 90:6, 17 bringing 62:16 63:7 76:18 brings 20:5,15 49:16 62:13 86:12	broad 22:5 35:10 77:7 broadcaster 3:15 broke 94:21 broken 85:14 brought 94:15 budget 40:4,13 41:6,8,10 45:25 46:12,20 47:11 49:18,20 50:10, 13 56:22 57:23 59:15 60:8,9 69:25 70:3,15 71:1,2,5,6 72:7, 18,22 73:22,23 74:1,5 75:5,8,12 79:6 81:15,18,21 82:11,12,13,16 83:6,12 86:23 87:12,21 89:8 90:14,19 92:5,6, 12,16,18 95:7 96:25 97:16 98:11 budgeted 49:19 budgeting 73:5 budgets 70:18 71:14 92:8 buffer 53:13 build 11:10 61:20,22 70:25 74:5 83:9 86:22 building 47:7,24 48:12,21 49:2,3, 4 50:6,8 51:2,16, 19 54:17,19,20, 22,23 55:5,14, 15,24 57:12 58:14,15,19 61:3,4 64:6 66:23 71:6 85:22 buildings 47:8 56:19 58:3,4,8,9, 10,23 59:2,6 61:6 67:23 74:15 85:21 built 40:13,16 75:12 84:10 86:10 bullet 43:8	burden 20:18 bus 62:17,19,20 business 9:19 10:5 11:2,11,22 12:4,18 13:3 16:15,19 26:25 27:3,18 28:14 29:25 businesses 10:6, 12 12:21 13:3,7, 23 busy 26:6 87:4 button 31:18 buy 12:7,13 56:9 <hr/> C <hr/> CAD 46:10 54:18 Cal 71:9 CAL-CARD 86:22 calculate 24:12 calculations 20:15 calendar 17:19, 20 18:2,7 28:1,7 38:3 42:23,24 82:8 California 18:25 19:6,20 21:7 29:15 36:19 37:4,16 47:14 77:6 78:17 83:14,20 84:18 85:7 94:24 call 5:18,25 22:4 34:6 43:16 48:10 72:1 79:22 97:13 called 51:5 78:13 Calling 3:7 campers 57:15 camping 49:6 cancel 43:11 cancelations 73:4 canceled 20:25 42:10 candidate 78:15	canopy 54:7,14 56:8 Cap 85:24 86:14 capabilities 43:6 47:18 capability 68:19 Capistrano 30:4 capital 23:12 66:5 85:13,17,20 86:9,13 CAPLAN 78:12 captured 62:11 car 4:14 card 9:3,8 63:24 73:5 cards 89:3 care 33:23 careers 66:14 carefully 77:19 caretaker 25:21 caretaking 26:22 carnival 75:6 Carolyn 27:19 carpet 64:7 carried 47:22 carry-forward 86:11 carry-over 85:15 carts 22:8,12 case 81:17 case-by-case 85:9 cash 48:25 49:10, 12 56:12 63:17 92:19,21 95:8 categories 71:3 74:25 85:14 category 5:19 76:10,12 cautious 64:17 72:7 CCA 45:24 66:7 67:3 celebrate 10:5 95:20
--	--	--	--	---

celebrating 93:13 Centennial 47:7 53:25 54:7 62:1 95:14,16 center 3:2,22 9:20 10:10 13:9 15:17 19:10,20 20:21,24 21:5, 19,23 23:3 25:21 26:6,25 27:6 28:4,14 29:11,14 32:18,22,24 33:7,20 34:13,21 35:21,22 37:11 38:9,17 39:8 40:5,9,12,23 41:23 47:10 54:19 61:5 66:24 67:23 68:2,25 71:8 73:20 76:4 88:3 94:20 Center's 51:6 central 30:14 cents 60:2,3 centuries 31:9 Century 54:1,3, 13 55:22 61:5 CEO 17:22 86:19 CEOS 95:23 CEQA 47:22 certificated 86:7 certified 29:11 Cervantes 6:13, 14 7:5,6,9,20,23, 25 8:1,12,13 38:8,11,12 44:1, 2 63:4 69:13,14 91:3,4 97:3 cetera 26:10 27:6 42:8 43:9 56:12 66:8 74:15 86:22 Chair 3:7,12 4:12 5:17 6:4,5, 6,7,8,25 7:7,16, 21 8:3,4,5,6,7,20 15:3,6 17:16 18:3,4,12,16 21:11,15 27:24 32:12 36:8,9,14,	15,17 37:25 38:2,10,23 42:20 43:2,5,14,17,18, 19,20,21 44:13, 15 59:24 62:24 63:1,24 65:11 68:5,8,16,20 69:2,4,5,6,7,8,22 70:7 79:16,18 82:24 83:4 89:2 90:15,22,23,24, 25 91:12,14,22 92:4,25 93:7,15 94:1 96:5,9,11, 12,13,18 97:2,7 98:5 chairperson 5:23 challenge 60:22 74:7 challenges 63:6 67:22 79:9 change 9:24 36:3,4 78:5 79:1 91:19 changed 36:3,6 changing 27:24 33:13,21 charge 14:25 22:16 64:17 charged 14:16,18 charging 27:10 chart 86:17 chat 9:13 cheap 89:15 check 95:11 checks 86:19 chief 66:25 94:17 child 88:16,18 children 55:18 choice 62:18 choose 57:21 Chorus 94:15 Christmas 14:16 Churchill 33:17, 18 cigar 12:13 cigars 12:6,7	cities 77:5,7,8,10 city 25:24 26:1 64:11 77:5,12 84:20,21 civic 3:22 27:11 civil 56:17 59:13 74:2 76:7,8 claim 37:13 clarity 68:20 classes 55:18 95:14 Claudia 29:6,8 30:17 34:2 clauses 43:7 clean 22:10 cleaning 24:16 26:24 28:5 clear 22:25 35:1, 15 cleared 25:5 clearing 85:23 clients 33:8 clinical 24:11 clinics 26:8 close 22:24 32:22 55:14 73:10 93:22 94:2 closed 12:21 93:16 closing 35:4 73:6 club 33:14 Code 19:6,20 21:7 36:19 37:16 collaborating 27:15 collecting 13:5 color 64:7 comfortable 21:20 42:22 52:8,13 commensurate 75:21 comment 8:22,25 9:3,8 16:23 18:7 37:18 38:6 62:6 63:25 82:24 90:16	commented 41:14 65:20 comments 7:6,25 8:24 9:5 17:16 44:22 63:3 66:10 70:10 77:3 79:14 commerce 10:14 commission 40:7 commitment 38:18 40:23 41:19 commitments 86:20 committed 28:9 31:11 41:21 committee 19:3 21:2,6 32:10 38:20,21 41:8 44:19 46:1 63:5 65:8 68:13 70:8, 9,22 75:15 77:15 80:1 82:3,5 84:16 85:1 91:13,14,22,25 92:4,23,25 95:6 committees 32:9 91:19 93:8 communicate 17:5,8,13 communication 30:20 41:23 communications 31:4 community 5:24 10:9,16 11:23 14:10,11,12,15 15:9 25:12 26:3, 5 33:25 38:18 55:17 companies 24:11 27:22 74:8 company 23:15 company's 26:24 comparable 19:16 compare 13:24 compared 13:25 14:2 28:18 87:25	comparison 43:9 compensated 28:24 compete 62:10 competition 62:9 competitions 51:10 competitive 29:4 compiled 19:22 complaint 14:20 complete 49:14 50:20 57:13 completed 66:9 67:21 81:24 completely 11:14 23:16 completing 61:3 85:17 compliance 39:4 compliant 47:12 complicated 79:12 comply 35:19 61:9 complying 35:17 component 21:22 compressed 22:3 comps 19:21 21:8 concept 45:18 51:21 61:19,20 concepts 45:22 concerns 19:12 35:14 40:1 41:25 concession 51:18 concessions 84:3, 4 conclude 98:16 concludes 17:16 37:18 96:4 conditions 35:18 condolences 95:3 conference 83:20,21,22,23, 25
---	---	---	---	--

<p>confidence 71:24 72:14</p> <p>congratulate 97:21 98:1</p> <p>congratulations 7:10 96:9,19,22 98:14</p> <p>conjunction 26:1</p> <p>Conklin 16:24,25</p> <p>consent 17:19 18:2,7 28:1,7 37:23 38:3 42:23,24 82:8</p> <p>consequences 31:17 37:2</p> <p>conservative 72:10</p> <p>considerably 88:5</p> <p>considered 5:20, 21,22 71:5 94:2</p> <p>consistency 13:14</p> <p>consistent 19:21 20:23 59:5</p> <p>consistently 27:4</p> <p>constantly 76:15</p> <p>constructed 48:2 51:11</p> <p>construction 19:4 49:19 50:4, 6 55:23 62:3</p> <p>consultants 25:8</p> <p>consumer 71:23 72:10</p> <p>contact 12:8</p> <p>content 87:17</p> <p>contest 35:14</p> <p>contingency 81:7 85:10 86:11</p> <p>continue 9:19 10:8,12 12:20 31:19 32:24 73:11 83:2 87:17</p> <p>continues 12:24 61:12</p> <p>continuity 55:15</p>	<p>contract 19:10 21:21,22 26:16, 18 27:7 28:2,7,8, 16,17,24 29:1 30:21,22 31:16 33:2,23 34:7,11, 22,25 35:1,2,12, 15 37:21 38:14 39:7 40:16 42:4, 9,11 43:11 75:5 80:8,9,23 82:6,7</p> <p>contracted 76:12</p> <p>contracting 19:2</p> <p>contractor 27:10 28:21,22 35:19 40:1,17 41:2</p> <p>contractor's 40:6</p> <p>contracts 13:24, 25 37:22 87:3</p> <p>contradictory 71:21</p> <p>contribute 32:7</p> <p>contribution 40:7</p> <p>control 93:20</p> <p>Convention 83:19</p> <p>conversations 91:17</p> <p>cool 96:15</p> <p>cooperative 13:12</p> <p>copies 18:20</p> <p>core 58:4</p> <p>corner 54:16</p> <p>corporations 11:22</p> <p>Corps 35:6</p> <p>correct 25:18 34:18 42:16,17 43:13 60:19 81:25 82:1,13 93:2</p> <p>corrected 50:17</p> <p>correctly 25:17</p> <p>cost 11:5 19:15 21:14 23:5,8 24:14 26:21</p>	<p>35:20 39:13,14 49:20,24 58:25 62:3 66:15 74:1 76:9,21 90:12</p> <p>Costa 58:14</p> <p>costly 33:11 60:25</p> <p>costs 24:13 26:18 29:4 40:8 49:19 60:7 76:23 79:20 85:7</p> <p>Council 25:24</p> <p>councils 64:11</p> <p>counsel 36:13 94:2 97:23</p> <p>count 52:11,12</p> <p>countless 31:7</p> <p>county 3:2,17,18 4:19 5:2 11:3,4 14:1 19:16 27:22 28:3 29:10,19 32:19 33:6,13 34:19 35:7,11 36:3 37:11 55:1 65:22 71:11 88:4 94:18</p> <p>County's 10:14</p> <p>couple 7:5 25:7 31:25 60:4 65:13 66:14 67:9 73:7 77:3 78:7 82:16 91:17 97:13</p> <p>courage 72:5,13, 15,16</p> <p>courtesy 90:3</p> <p>cover 23:4,7 84:10</p> <p>covered 25:10 93:2</p> <p>Covid 11:6 12:21 97:11</p> <p>Cowardly 72:12</p> <p>cows 54:7,13,18</p> <p>CPA 29:11</p> <p>craft 94:8,12</p> <p>Crafter's 55:7</p> <p>crazier 88:4</p>	<p>create 45:24 55:15 58:15 70:18 78:21</p> <p>created 36:20</p> <p>creates 58:22</p> <p>creating 5:23 61:5</p> <p>creative 83:21</p> <p>credit 73:5</p> <p>crew 62:1</p> <p>criteria 37:6</p> <p>critical 49:13</p> <p>critically 48:1</p> <p>crunch 42:14</p> <p>cubicle 56:11</p> <p>culinary 55:3,4</p> <p>cultural 5:24</p> <p>cumbersome 43:12</p> <p>Cummings 23:19,20</p> <p>curb 86:2</p> <p>current 4:9 8:23 9:16 12:25 20:11 21:12 27:9,17 29:1,3 31:23 34:25 39:7,9,21 42:15 47:18 49:2,6 51:19 52:11 54:20 56:3 60:5 61:7 67:23 71:1 75:15,16 86:19</p> <p>customer 15:21 31:12,13 41:21</p> <p>customers 11:25 12:4,5,8 13:14 14:18,20 41:22 75:25</p> <p>cut 22:2</p> <p>CVS 97:12</p>	<p>D</p> <p>DAA 22:23 28:12,17,20,23</p> <p>daily 26:22 33:21</p>	<p>Daisy 13:25 14:2</p> <p>Dan 62:15</p> <p>danger 72:1,15, 16</p> <p>dangers 72:6</p> <p>data 71:7,21 73:16</p> <p>date 10:4,6 37:24 80:9</p> <p>dates 17:2</p> <p>daughter 24:4</p> <p>David 9:15</p> <p>day 22:18,19 30:25 46:20 50:19 58:5 72:22 74:16 75:20 94:14</p> <p>days 11:15 13:12 31:7 33:21 67:4 88:12 97:13</p> <p>deal 11:12</p> <p>Dean 23:22</p> <p>debate 8:23</p> <p>debt 46:15 61:15 63:8 64:19,22</p> <p>decades 26:14</p> <p>December 9:22 10:2 17:2 39:8 46:21 51:12 63:15,20,21 70:18 92:23 96:17</p> <p>decide 81:7,9,17 84:14</p> <p>decided 13:10 32:16</p> <p>decides 46:22 66:6</p> <p>decision 13:9 36:14 37:16 38:16 74:4</p> <p>decorative 58:18 59:11</p> <p>dedicated 48:13</p> <p>deep 33:25</p> <p>deficient 36:23 37:12</p>
--	---	---	---	--	--

O.C. FAIR AND EVENT CENTER
Board of Directors Meeting on 11/17/2022

deficit 20:20 Del 64:21 delay 45:16 delayed 38:14 delegated 17:21 delivered 20:9 demand 72:3 75:2,21 demographics 35:8 demolish 54:3 demolition 51:5, 13 54:20 56:3 demonstrations 55:4 denied 13:12 dense 35:11 dentist 17:17 department 40:5, 13 70:19 84:3 departments 48:4 49:17 70:19 depending 74:16 deposition 29:13 desert 90:10 design 50:1 52:21 58:25 83:21 designation 4:9 designed 48:2,14, 16 51:11 52:21 desire 9:10 detail 39:19 41:7 44:25 64:8 70:3 detailed 20:6 24:23 63:12 details 37:2 determine 36:10 determined 39:22 84:8 determining 31:13 48:17 develop 51:6 developed 27:25 29:25 39:19 45:23 75:9,23	developing 45:20 development 23:22 diagram 48:11, 12 diagrams 64:9 dial 43:10 dial-in 6:25 dictate 39:12 Diego 27:23 65:22 85:6 difficult 17:5 dig 33:25 diligence 22:25 dinner 21:25 22:17 direct 41:22 direction 28:13 director 6:9,11, 13,15,17,19,22 7:4,6,10,20,23, 25 8:1,8,10,12, 14,16,18 31:25 38:8,11 41:1,18 42:21,25 43:22, 24 44:1,3,5,7,9, 11,23 45:10 53:9 62:24,25 63:2,4, 11 64:14,24 68:17 69:9,11, 13,15,17,19 70:8,9 76:24 79:12,16,18 82:5,9,10 83:24 90:18,21 91:1,3, 5,7,9,15 92:2 93:5,15,18 95:5 97:4,10 Director's 28:6 directors 3:3 17:24 28:8 31:22 44:21 45:6 65:14 95:19 96:6 disappeared 5:4 disciplines 30:10 discretion 5:22 discuss 18:2 28:8 discussed 17:25	41:7 45:22 50:24 92:5 discussion 17:23 35:23 38:3 45:19 46:11 89:1,3 discussions 31:4 91:16 Disneyland 88:2 displaced 47:25 48:3 49:16 display 4:7 distribute 18:14 District 3:1,23 4:3 28:10 62:23 78:19,23,25 81:4,20 District's 42:3 diverge 90:5 diverse 10:13 35:10 DL 9:14,15 13:10,15 14:2,22 15:13,22 16:13 17:3,5,8 docket 9:2 Doctors 71:25 document 7:12 21:10 documented 7:12 dollar 88:22 dollars 41:12 65:9 domain 19:18 37:1 Donald 4:21 donating 10:7 door 48:24,25 49:1,7,9,10,11 doors 60:8 89:25 doubled 9:23 doubling 20:20 doubt 45:5 Doug 3:10 4:16 5:25 43:5 65:12 68:5 98:6 Downs 30:4	draft 44:17 51:4 drafted 82:14 dragging 24:17 dramatic 20:7 drastic 9:23 drastically 9:24 dress 61:19, 20,22,25 64:15 65:5 drive 20:19 21:14 61:12 74:17 driven 78:23 drives 62:17 driveway 15:5 driving 74:25 drop 15:22,24,25 drought-tolerant 47:15 Drs 71:9 drug 24:11 due 12:22 13:8 16:14 22:25 83:13 92:14 dues 82:18 duties 66:17 duty 28:6	edges 58:16 Edison 47:18 education 54:19 55:16,23 61:5 educational 5:25 54:23 effect 75:6 efficiencies 41:15 efficiency 67:10 efficient 47:14 efforts 19:9 62:16 Elain 94:16 electricity 76:16 element 48:13,18 elements 55:10 eliminates 11:14 emotion 38:24 emotional 4:16 32:23 33:22 emotions 33:16, 25 emphasize 48:14 emphasized 46:5 71:13 employee 27:11 76:7 employees 47:25 48:4,6 49:15 65:23 73:24 74:2 83:15 employers 35:17 empty 14:7 35:7 enable 85:11 enacted 17:22 encapsulate 41:18 encompass 52:1 encompasses 56:9 encourage 79:1 end 42:15 50:19, 24 75:10 ended 29:21,23 ending 64:20
---	---	--	---	---

<p>energy 47:13 engage 78:13 80:20 engaging 78:18 engineered 47:13 engineering 56:17 engineers 50:3 enhance 62:22 enjoy 10:16,21 26:5 95:25 96:3 enjoyed 64:4,12 94:12 ensuing 81:23 ensure 29:2 entered 39:9 enterprise 11:2 enters 42:10 entertainment 5:24 62:16,17 94:13 enthusiastic 16:4 enthusiasts 94:12 entire 56:15 74:21 87:11 entities 32:3 entrance 49:7 55:13 58:20 entrances 58:10, 12 entrepreneur 10:8 entries 29:21 58:17 entrusted 27:12 entry 58:17 equated 77:5 equates 14:18 equestrian 19:10,20 20:6,21 21:4,19,23 23:3 25:21 26:6,24 27:6 28:4,14 29:11,14 32:17, 18,22,24 33:7,20 34:13,21 35:4,6, 21,22 37:11</p>	<p>38:9,17 39:8 40:5,8,23 41:23 47:9 51:6 67:23 68:2,25 73:20 76:4 Equestrians 32:22 equine 26:8 51:8 52:9 equipment 22:23 73:11 76:21 86:3,4,6,8,10 Equisports 30:2 equitable 5:23 equivalents 95:8 essentially 52:25 established 21:6 estate 29:22 estimate 19:25 94:11 estimated 65:7 Evelyn 46:3 59:21 evening 24:8 event 3:2 9:19, 20,22 10:1,2,4, 10 12:20,25 13:9,12,17,21 14:19 15:16 40:9,12 47:2,5 54:24 58:6 73:19 74:13 75:1 77:25 89:17 94:14 event's 9:24 events 10:10,11, 13,16 14:15 15:16,17 26:8 27:1 47:4 57:11 58:13 67:15 73:15,17 83:8 88:7 92:14 94:20 95:12 everyday 24:2 Evolv 73:11 exact 67:24 examiner 29:12 examples 78:8 90:6</p>	<p>exceeded 94:11 excellent 26:12 31:12 55:15 66:4 71:10 exceptionally 13:23 excessive 27:10 excited 29:9,16 45:13 92:21 94:22 97:24 exciting 30:10 Excuse 42:20 execute 86:19 executing 58:6 executive 97:17 exercise 28:6,25 exhibit 47:3,8 51:16 55:14 58:2,4,8,9 61:6 76:18 existence 90:9 existing 28:18 37:11 46:15 51:18 54:3,17 61:21 68:25 79:1 expand 24:25 25:10 26:3 55:16 58:3 expansion 47:20, 24 48:19,21 49:3 54:1 expansive 25:25 expect 73:17 87:1,16 expected 14:24 40:15 71:15 72:11 87:7 expenditures 85:13,18,20,25 86:9 expense 26:23 27:3 75:13 76:2 82:16 86:5 expenses 40:14, 15 41:16 61:10 76:3,4,7,11,14 86:18,21,23 87:6,9,12,15,23</p>	<p>92:15 expensive 76:16 experience 27:14 28:22 31:9 37:1 52:8 57:11 62:1 67:14 79:13 experienced 26:17 27:6 29:4 experiences 5:25 27:17 experiments 24:12 expert 13:24 29:12 expertise 19:17 37:15 experts 30:20,23 expires 39:8 explain 15:21 explained 94:18 explored 63:8 Expositions 83:23 extend 34:24 extended 35:2 extension 13:1 31:23 58:15 extensions 80:11 extensive 26:13 39:17 exterior 56:8 extra 11:1 15:5 extremely 17:5 eye 59:17 eyes 35:1 Eyewitness 3:16</p> <hr/> <p style="text-align: center;">F</p> <hr/> <p>fabulously 29:24 facade 58:25 67:15 facades 58:4 face 16:9 17:18 58:9</p>	<p>faced 72:2,15 faces 56:5 facilities 19:16 20:6 21:8 31:9 32:1,4 35:5 39:18 44:19 46:1 47:12,13 51:6 65:8 66:19 68:13 84:16,17,21 85:2,16 92:25 facility 10:14 19:5 24:16 25:22,23 26:4,17 30:14 31:20 32:1 35:6 40:14 41:3 56:16 58:15 74:3 84:20 facing 72:16 fact 20:21 63:3 78:19 79:2 82:13 83:13 factor 71:15 factors 30:18 71:4 faculty 18:24 23:22 fair 3:2 9:20,25 10:9 13:11,22 14:8 15:13,15 40:9,12 47:5,6 48:5,7 51:7,10 55:6,8 57:8,11, 15 62:11,15 65:22 66:18 67:14,17 72:3,8, 9,23 73:13 74:6, 7,9,12,18,21 75:20 76:17,19 83:6,8,9 84:4,5, 6,7,11 87:5,7,10, 14 88:4,8,11,15, 21 94:20 97:20 fairgrounds 4:21 5:7 9:17 10:20 11:3,12,17 12:18 13:15 15:14 19:11 20:19 24:24,25 25:5,9, 13 28:1,4 29:10, 19 30:6 32:19, 20,21 33:5 34:19 42:19 49:15</p>
---	---	--	--	---

57:22 64:18,19, 21 82:20 90:8 fairly 70:2 fairs 83:20,23 84:6 88:6 90:5,7, 8 faithful 28:10 familiar 19:6 30:6 55:6 families 12:13 13:8 16:5 33:13 family 16:19 47:16 57:17 Farah 71:9 Farkah 72:1 farm 14:17 47:7 54:1,7,9,24 55:13,18 62:2 95:14,16 Farmers 95:12 Farmers' 14:17 fascia 85:25 fast-forward 9:22 13:10 fault 16:3 favorable 92:16, 18 95:7 fears 71:16 feature 76:18 84:6,7,11 February 87:4 feed 16:19 20:8 21:18,24,25 22:6,9 23:25 25:14 26:19 27:5 feedback 45:13 feeding 20:9 21:25 22:9,21 24:16 28:4 feel 33:4 38:13, 16 42:22 57:24 feeling 71:14 feels 14:9,10 fees 19:20 20:20 50:3 72:25 73:5 74:13,14	feet 47:5 48:9 51:22 52:17,18 54:11 55:9 56:10 fellow 65:14 fence 25:1 fences 25:2 fencing 59:12 festival 94:9 FF 50:10,12 fiduciary 28:6 37:7 field 34:8,10 fight 12:20 figure 36:1 49:7 79:10 figured 79:11 figures 47:11 filed 12:22 fill 9:2,8 22:8 final 5:8 59:9 finance 31:9 41:7 46:21 51:12 63:9,12,14 70:7 82:2,5 83:24 95:6 financial 13:24 20:18 26:14,15 37:2 70:8,22 91:25 financially 27:8 28:16,17 64:20 financials 92:11 financing 46:15 61:15 63:8 64:18,19,22 66:11 find 11:24 15:22, 24 16:1 17:5 43:12 85:6 finding 17:7 fine 23:21 25:14 32:15 finish 61:11 finished 48:11 58:22 fire 40:11 86:1	firm 77:14 84:15 86:5 first-time 17:1 fiscal 70:17 81:23 fix 64:14 flags 31:15 flakes 22:4,6 flame 31:14 flavor 59:1 flexibility 52:11 53:23 flown 57:20 fly 54:15 85:6 fly-around 55:11 62:4 fly-over 56:18 flying 98:5 flyover 52:19 focus 53:7 focused 87:7 folks 22:1 25:4 91:17 follow 51:4,11 77:19 follow-through 17:9 food 15:25 21:19 22:18 94:24 foot 54:10 62:3 footage 48:13,18 51:25 52:16 55:8 footprint 51:8 52:25 55:7 force 75:5 Forecast 71:7 forensic 29:12 94:17 forever 3:25 forgetting 50:2 forgot 14:6 32:13 60:2 form 29:1 formal 9:1	formalities 98:8 format 30:13 formed 21:3 72:8 forward 27:16 30:13,21 31:2,5 35:11,22,25 42:22 45:6,20 60:25 66:22 68:15,23 72:5,18 78:7 87:20 found 4:25 30:22 79:11 foundation 3:24 4:1 72:8 94:21 four-year 74:13, 19 fraud 29:12 fresh 76:19 friend 24:5 friendly 13:23 front 33:15 49:1, 2,10 fronting 64:21 full 19:25 20:13 38:19 65:9 73:18 75:5 Fullerton 71:9 fully 23:13 28:8 47:12 68:3 75:9 function 64:10 functional 59:11 fundamentals 72:8 fundraisers 26:8 funds 27:12 46:15,17 furnishings 50:7 future 34:14 47:25 65:25 80:9 <hr/> G <hr/> Galway 30:4 games 5:3 garden 55:18 95:14	gate 59:12 73:11 gates 86:1 gauze 24:13 gave 13:1 16:13 GDP 71:23 gem 38:17 gender-neutral 47:16 general 59:10 60:11 88:10 generate 75:7 generated 13:6 generates 75:3 generating 14:7 generator 67:16 get-go 16:11 Gibran 30:15 34:2,11 Gibran's 26:15 gig 30:12 give 4:6 16:16 18:9 24:3,5 34:12 40:11 45:3 66:21 70:23 76:20 88:2 goal 9:18 27:15 73:1,3 goals 20:24 23:13 gold-star 94:16 Gonzalez 77:13 79:20 good 4:20 10:19 11:23 12:16 15:11 27:20 30:14,16 32:15 33:18,19 34:9,16 50:21 71:23 72:4 73:16 77:22 84:19 93:3 95:10 96:16 governance 29:1 44:16 governing 17:21 government 4:19 32:3 66:24 Governor's 38:20
--	--	--	---	---

<p>grab 94:8</p> <p>grand 59:22,23</p> <p>grandkids 16:5</p> <p>grandstand 52:12</p> <p>graphic 98:4</p> <p>grass 30:8</p> <p>grassroots 78:13</p> <p>grateful 5:7 33:7</p> <p>great 11:2 16:8 29:23 32:25 34:5 44:24 45:8,9 48:17,22 64:25 69:22 75:24 85:4 92:8,20 95:12,15 96:13,22,24,25 97:1,4,5,15,17, 20,25 98:8</p> <p>greatly 27:9 83:12</p> <p>green 61:23,25 65:5</p> <p>greenhouse 55:2</p> <p>Greg 15:11</p> <p>Gregg 15:10</p> <p>gross 27:4</p> <p>ground 54:5 94:21</p> <p>group 93:14</p> <p>groups 63:7 90:9</p> <p>grow 5:2</p> <p>growth 9:24 71:23</p> <p>guarantee 5:12</p> <p>guards 74:4</p> <p>guess 7:21 8:21 36:15 38:2 62:20 67:20</p> <p>guest 57:10</p> <p>guests 52:9 57:23 76:20</p> <p>guys 12:14 16:21 22:10 42:20 46:4 90:6</p>	<p style="text-align: center;">H</p> <hr/> <p>Ha 94:9</p> <p>half 11:13 17:17</p> <p>Hall 3:25 4:1,7 47:7 54:25 55:20 84:20,21 94:14, 21 95:17</p> <p>Halloween 94:9, 12</p> <p>halls 47:3</p> <p>hand 4:6 68:9 79:17</p> <p>handle 84:23</p> <p>handled 92:10</p> <p>hands 46:4 90:15</p> <p>Hangar 47:7</p> <p>happen 32:23 33:14 81:4 89:15</p> <p>happened 34:7</p> <p>happy 24:23 95:19,21 96:9,23 97:3 98:2,13</p> <p>hard 17:3,12 45:14 68:14 71:18</p> <p>harder 12:2</p> <p>hat 72:19</p> <p>hate 11:9</p> <p>Hawk 3:11</p> <p>hay 22:6,9,12 24:18,19</p> <p>headed 71:12</p> <p>heads 77:16</p> <p>headwinds 72:2</p> <p>hear 23:3 39:25 74:7</p> <p>heard 31:11 32:5 34:4 36:23,25 63:16</p> <p>Hearing 70:13</p> <p>heed 31:15</p> <p>held 51:20</p> <p>hell 4:24</p>	<p>helpful 3:23 65:18</p> <p>helping 16:21 31:2</p> <p>Heritage 93:11</p> <p>Heroes 3:25 4:1, 7 47:7 54:25 55:19 94:14,21 95:17</p> <p>high 40:15 53:3 72:4</p> <p>high-level 41:21</p> <p>higher 25:6 26:20 74:9</p> <p>highlighted 56:19</p> <p>Highway 72:1</p> <p>hindered 9:24</p> <p>hire 25:14 34:10</p> <p>hired 41:2 48:16</p> <p>hiring 41:2</p> <p>historically 31:20,21</p> <p>history 64:19</p> <p>hit 76:22</p> <p>hits 31:18</p> <p>HOA 32:4</p> <p>Hoc 32:9,10</p> <p>hold 9:22</p> <p>holders 70:15</p> <p>holds 12:24</p> <p>holiday 26:7 95:23 96:1</p> <p>holidays 24:1,6 95:24 96:3</p> <p>home 10:14 22:1 47:6 71:14 97:11</p> <p>homes 13:8</p> <p>Honda 88:3</p> <p>honor 4:3</p> <p>hope 5:11 16:21 24:4 31:10 60:25 96:16 97:25</p> <p>hoping 31:4</p> <p>horizon 80:21</p>	<p>horrifying 22:22</p> <p>horse 21:24,25 22:1,7,13,14 23:6 25:12 26:9 28:4 29:10,16, 17,25 30:1,3,5,8, 11,13 33:19 34:6 43:8</p> <p>horses 21:18,23 22:6,9 23:25 24:2 25:14 33:8, 10,24</p> <p>host 10:10 73:18</p> <p>Hosting 9:19</p> <p>hour 20:13,14 21:17 22:17 24:7 74:5 76:17</p> <p>hours 22:19,20 77:20</p> <p>house 12:6 57:3 58:11 68:3,24 95:24</p> <p>houses 41:24</p> <p>huge 10:10 94:9</p> <p>hundreds 13:3</p> <p>husband 12:17 94:23,25</p> <p style="text-align: center;">I</p> <hr/> <p>idea 52:21 62:5 64:5,9 85:4 88:2</p> <p>ideal 9:20</p> <p>identify 9:9 19:19</p> <p>IFB 39:11,12,19, 23</p> <p>IFBS 87:1</p> <p>illustrate 24:9</p> <p>illustrates 51:25</p> <p>Imaginology 73:19</p> <p>impact 66:16 67:3,7 71:10</p> <p>implementation 17:21</p> <p>implied 34:20</p>	<p>important 14:9 31:16 40:4 54:9 57:25</p> <p>impressed 45:10 92:9</p> <p>impression 26:18</p> <p>improve 25:11 26:2 58:11,12 67:13 87:20</p> <p>improvements 23:12 57:3 58:25 67:15,23 68:24</p> <p>improves 57:10</p> <p>improving 58:7</p> <p>in-house 45:15, 23 46:6 68:19 97:19</p> <p>in-person 73:19 96:20</p> <p>inaccuracies 36:18</p> <p>include 21:5 32:8 47:15 48:3,7 51:13 52:6 53:17 54:20 56:14,17 57:16 58:18 61:24 72:22 83:19 87:1 88:8, 10</p> <p>included 25:25 26:22 31:4 39:2, 3 40:6 49:24 50:9 53:12 57:2 75:8</p> <p>includes 28:2 40:14 46:10 49:5 52:1 59:16 74:1 82:14</p> <p>including 19:2 21:4,19 22:17 26:7 27:24 31:12,24 39:21 40:25 59:10 74:1</p> <p>inclusion 57:24</p> <p>income 14:8 27:1 33:12,13</p> <p>inconsistencies 14:1</p> <p>inconsistent 19:18</p>
--	--	--	--	--

incorporate 81:22 incorporated 67:18 increase 35:14 72:23,24 73:22, 23,24 74:5,15 75:1,11 76:7,9, 13,17,21 83:6 88:7,10,13,15, 16,18,20,22 90:12 95:9 increased 76:14 88:13 increases 67:9 73:25 89:9 increasing 74:20 75:3 87:24 88:8 increasingly 35:11 incremental 63:13 74:10 88:22 incubate 11:6 incubator 9:19 11:23 indicating 82:6 individuals 36:10 indoor 47:2 industry 22:24 23:16 26:25 29:3 31:8 industry-wide 22:7 inevitably 20:19 inexperience 20:2 inflation 71:15 72:11 73:25 87:17 inflationary 89:11 information 19:8 37:14 41:24 96:6 informative 44:25 infrastructure 67:21	initial 59:18 initially 4:17 initiative 78:14, 23 insane 23:10 inside 33:19 50:7,10 51:7 insolvent 64:20 inspection 50:4 inspections 50:1 institutional 28:9,11 instructions 17:11 instrumental 3:21 insurance 86:22 integration 52:6, 23 intention 96:20 intentions 64:20 interaction 79:21 interest 28:12 75:2,4 interested 30:11 interesting 94:19 interests 77:12 90:4,5,6 International 83:22 introduce 73:12 introduction 27:21 invaluable 31:2 investment 73:9 invitation 18:4 39:11 invite 10:3 95:22 involve 54:19 58:14 63:13 involves 31:12 52:5 56:2 58:7 59:10 irresponsible 37:12,13	Irvine 18:25 23:23 issue 17:7 34:18 37:9 78:20 issues 8:23 20:3 35:22 36:23 53:14 item 5:20 9:2,6 44:17 80:8 81:21 93:3 items 5:21 8:25 9:5,7,10 17:23, 25 18:2 21:13 37:20 70:17 86:25 94:2 <hr/> J <hr/> Jahn 25:16,18, 19,20 janitorial 57:14 74:3 January 31:3 46:21 51:13 63:15,21 70:18 73:20 87:4 Jason 94:6 Jeanine 12:15,16 16:10 Jerry 40:10 45:14 66:4,16 84:25 87:3 Joan 94:7 95:10 Joan's 94:7 job 22:11 23:16, 24 45:8,9 48:17 59:20 66:4 71:10 92:8 96:13,14,22 97:6,17 98:8 jobs 71:23 joined 41:6 Josh 78:10 79:5 journey 10:8 Juan 30:3 jump 30:8 34:6 76:2 88:16 jumping 25:2 93:20	jumps 25:11 93:19 junior 51:19 jurisdiction 25:24 <hr/> K <hr/> Karen 94:24 KARNS 7:19 36:9 50:3,10,14, 16 66:10 KAZOLAS 21:17 keeping 33:11 60:8 90:12 91:19 Ken 45:14 50:2 66:4,16,21 67:3 68:14 84:25 94:7,8 Ken's 46:5 kids 16:6 88:17, 23 killed 13:21 kind 13:14 17:18 22:13 38:24,25 41:18 53:17 62:5 72:16 77:7 78:6 kitchen 55:3 56:11 95:15 kitchenette 48:8 56:8 KNBC 3:16 knocking 89:25 Knott's 88:3 knowing 16:12 knowledge 20:6 knowledgeable 31:1 Kovacevich 4:12 6:7,8 8:6,7 36:17 43:20,21 69:7,8 70:8 90:24,25 91:15 92:3,4 95:5 96:12 KTLA 3:16	<hr/> L <hr/> La 3:12 4:13 5:10,14,16 6:2,9, 10 7:3,24 8:8,9 19:16 38:23 41:18 42:1,13 43:22,23 49:22, 24 50:7,12,15,18 53:9,10,18,21 57:2 58:24 59:4, 22 60:2,4,7,11, 14,18,20 62:6 63:2 64:14 65:13 66:13 68:7,12,23 69:9,10,23 75:14 76:1,24 77:3 79:5,23 80:5,14, 24 81:9,20 82:5, 10 83:16 84:12 85:10 88:3,4 labor 26:18 27:2 35:17,20 73:10, 21 laboratory 24:12 lack 19:17 20:6 Laguna 84:20 laid 33:15 34:1 45:1 Lakewood 25:21, 24 Lakewood's 25:25 lamest 78:14 land 23:4 25:23 26:12 32:2 35:7 landing 5:8 landlord 13:19 landscapers 74:3 landscaping 47:14 56:18 59:13 lane 86:1 large 28:19 86:4 lastly 47:22 67:20 late 3:18 71:16 94:10
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O.C. FAIR AND EVENT CENTER
Board of Directors Meeting on 11/17/2022

<p>launch 10:6 law 9:1 35:20 37:4 78:1,17 laws 35:18 39:4 79:1 lawsuit 12:22 lay 65:23 layout 21:10 48:11 lead 6:1 leadership 46:5 91:22 League 77:6,9 learned 35:13 65:21 94:23 lease 13:1 leave 65:15 88:25 89:5 98:6 leaves 49:1,11 left 98:5 legacy 31:19 legal 76:11 legendary 11:2 legislation 77:25 78:5 legislative 76:25 79:3 legislator 78:25 Leigh-ann 21:16 lessons 26:9 33:12 letting 30:16 level 39:18 license 12:24 licensing 19:4 life 29:11 54:22 79:9 limited 9:4,11 72:21 75:20 Lion 72:13 liquidity 61:9 liquor 12:24 Lisa 32:13,17 62:15</p>	<p>list 18:6 19:22 83:14,17 85:17 86:2,18 87:1,2 listed 5:20,21 9:6 17:19 listening 7:11 10:4 96:2 literally 12:9 22:2 31:8 livelihoods 13:8 lives 33:21 livestock 47:9 51:7,9,14,20 52:9,20,25 85:22 living 72:14 loaded 49:10 loaf 22:2,5 lobby 82:23 lobbying 77:5 82:21 lobbyist 77:1,9 78:6,18 79:1,4 82:12,19 89:20, 22 90:4,11,13 local 4:5 10:12 19:21 27:6 locally 71:11 located 57:13 location 3:25 13:2 49:17 74:16 locations 95:18 logic 33:1,15 34:1 logical 32:25 45:21 logics 33:1 long 5:9 10:23 41:17 93:23 long-time 3:15, 17 longer 31:21 42:16 68:18 83:17 98:1 looked 27:13 61:2 73:7 Lopez 21:18,24 22:15 28:2</p>	<p>Lord 4:20 lose 28:18 41:11 losing 16:18 loss 23:10 24:20 28:19 losses 23:11 lost 13:7 94:25 lot 11:8,21,25 12:4,5,8 13:7 14:7 15:1,23 30:9 35:2,7 38:24 39:24 40:8 54:4 56:5 59:19 64:11 67:11 71:20 74:15 85:15 92:20 98:9,12 lots 33:1 73:25 74:8 95:9,12,25 Louis 83:24 love 9:25 12:1,3, 11,12 14:11 63:3 72:3 95:17,24 97:8 loved 15:9 97:15 low 71:24 87:25 lower 33:12 41:15 54:16 88:5 89:11 loyalty 73:12 75:9 lunch 12:7 22:17 LWI 19:14,24 20:5,16,17 28:17</p> <hr/> <p style="text-align: center;">M</p> <hr/> <p>made 5:1 11:16, 17 40:24 54:3 61:1 74:4 98:4 magnitude 45:25 46:12 49:18 53:2 55:21 56:22 59:7,15 62:2 63:14 66:1 mail 12:5 main 19:4 47:7 48:4 50:10,12 58:9,20,22</p>	<p>mainstream 26:25 maintain 11:20 22:10 89:12 maintenance 20:7 22:22 26:16 27:5 28:5 69:1 74:3 85:19,25 86:1 major 43:7 71:3 74:25 85:24,25 86:10 make 7:24 13:15 16:15,20 20:21 23:5 24:6,18,20 25:11 35:12 37:12,15 38:18 44:22 65:16 66:19,22 67:1,6, 24 68:6,7,12,25 75:24 76:19 77:3 79:4 83:2 86:7 95:15 makes 10:13 24:20 27:7 63:22 67:14 97:20 making 38:16 72:19 mall 47:8 58:9,20 man 33:20 42:19 manage 67:2 managed 29:17 30:3,4 management 21:9 29:19 30:5, 11 31:9 40:24 50:4 70:20 83:23 manager 26:17 27:6 Managers 83:20 managing 25:22 33:11 66:5 72:4 mandatory 84:1 86:18,21,24 manufacturing 19:5 manure 25:3,5 26:22 Mar 64:21</p>	<p>March 45:17 46:8,11,25 50:24 51:3 Marine 3:18 35:6 Marines 4:9 5:1 mark-up 20:7,10 market 10:23 11:4,12,16,21 14:17 71:21 74:18 75:24 77:23,24 85:21 95:12 marketable 64:16 marketing 62:12, 16 markup 20:17 married 23:20 master 44:18 45:18 46:17,18 47:19 49:14 51:5 80:18 84:13 85:23 87:19 92:21 93:1 95:10 96:25 97:16 98:11 materials 18:8,13 62:3 math 21:21 matter 34:23 64:3 80:4 84:17 matters 5:19 17:19,20 77:18 89:3 96:6 maximum 21:23 Mayor 97:22 98:14 maze 77:21 80:2 meaning 34:9 means 5:4 48:5 72:6 78:14 92:16 meant 25:13 media 76:23 Medicine 23:23 medium 77:12 meet 9:16,18,21 10:11 12:10,14, 19,25 13:16</p>
--	--	--	---	--

<p>14:1,4,8,9,11,12, 18 15:9,12,14, 15,17,19 17:1 77:24 78:22 92:4</p> <p>meeting 3:3,7 7:2 9:3,4,8,9 27:16 28:2 44:18,24,25 45:17 47:3 48:7 56:8,12 63:15 92:22 93:6 95:23 96:3,9,20 97:4, 10,15 98:16,17</p> <p>meetings 41:23 70:23 77:21 90:3</p> <p>meets 10:22</p> <p>member 18:1,24 27:22,23 29:19 41:14 68:8</p> <p>members 4:1,2 17:24 18:17 38:6 70:4,5,20 94:20 97:25</p> <p>men's 47:16 57:17</p> <p>mention 14:6</p> <p>mentioned 6:25 43:8 63:8 76:17</p> <p>menu 89:23</p> <p>merchant 74:19</p> <p>merchants 11:13</p> <p>Mesa 58:14</p> <p>met 13:11 92:10 95:1</p> <p>Michelle 5:7 38:23 42:2 44:15,24 45:8 49:22 57:2 58:24 59:22 60:4 62:6 66:20 68:14 75:14 77:15 81:25 84:12 94:4 96:24 97:5</p> <p>microphone 6:21</p> <p>mid 71:16</p> <p>mid-2005 66:24</p> <p>middle 26:6 33:12 58:16</p> <p>midnight 73:8</p>	<p>Mike 10:18,19 12:17</p> <p>Millennium 54:2</p> <p>million 20:16,17 23:10,11 28:18 37:12 49:19,20 50:15 53:3,4,6, 18 55:22,24,25 56:23 57:1,24 60:17,18 61:9 62:4 66:23 73:22 74:24 75:7 76:5, 9 85:24 86:9 87:10,11,22 88:24 92:12,15, 16,17,20 95:7,8</p> <p>mind 36:6 44:9</p> <p>mind-boggled 38:13</p> <p>mingling 96:1</p> <p>Minnesota 84:3</p> <p>minus 98:6</p> <p>minute 16:3 52:2</p> <p>minutes 7:1,15, 20,22,25 9:4,11 22:8,15,16 65:15 93:17</p> <p>Mirah 71:9</p> <p>mirror 58:19</p> <p>missing 21:13</p> <p>mission 5:23 30:1 84:20</p> <p>model 23:1 26:25 27:18 28:14 72:20 87:7</p> <p>models 32:1</p> <p>modern 51:3,7</p> <p>modify 20:25 42:4</p> <p>modular 61:20, 21 65:5</p> <p>moment 21:22 97:21</p> <p>money 5:6 11:17, 18 15:25 16:15, 18,20 22:21 23:5 60:24 61:13 62:7 75:3 84:24</p>	<p>Monitoring 70:8, 22</p> <p>month 10:3 13:13 16:8 19:23 20:1 32:5 33:11 42:15 60:17 79:20,24 92:13 93:11 96:4 98:2</p> <p>month-by-month 41:9</p> <p>monthly 26:11 40:20 41:8 70:21,23 77:16 81:3</p> <p>months 17:9 31:25 46:1 65:25 67:1 79:24 80:25 95:23</p> <p>morning 10:19 12:16 15:11 16:12 17:17 24:7 27:20 30:16 33:6 34:16,18 97:12</p> <p>mortgage 15:4</p> <p>mother 94:16</p> <p>motion 7:1,24 17:22,24 42:23 68:5,6,7,12,15, 20,22 83:3 90:16,20</p> <p>motions 91:24</p> <p>motto 14:13</p> <p>mouth 16:11</p> <p>mouths 15:22,24</p> <p>move 14:23 15:18 31:2 35:11,21,25 42:24 50:22 51:2 60:25 66:22 68:15,23 70:14 72:5,18 85:13 87:19 90:19 93:16</p> <p>moved 3:22,24 4:22 7:3 11:9 12:5 30:6 44:13, 14</p> <p>moving 30:21 40:25 42:22 45:20 52:7 56:1</p>	<p>57:25 69:24 78:7</p> <p>Multi-use 54:6</p> <p>multiple 30:18</p> <p>multipurpose 54:19,23 55:23</p> <p>Mundekis 34:15, 16,17 64:1,2 89:6,7</p> <p>Museum 3:25 4:8</p> <p>music 59:20</p> <hr/> <p>N</p> <hr/> <p>name-checked 34:19</p> <p>Natalie 43:1 95:21 97:22</p> <p>nationally 71:11</p> <p>Native 93:11</p> <p>navigate 98:7,10</p> <p>necessarily 51:24 74:17</p> <p>needed 11:1 31:13 38:15 39:3,12 48:1,8, 18 56:16 58:2 79:22 80:17,21 85:19</p> <p>negotiate 24:11 31:22</p> <p>net 87:9,13 88:9, 23,24 92:16 95:7</p> <p>network 84:7</p> <p>newly 30:14</p> <p>News 3:16</p> <p>nice 59:20,21 90:2 94:14</p> <p>Nick 4:2,21 40:10 96:11</p> <p>Niguel 84:20</p> <p>no-shows 7:13,14</p> <p>noise 53:14</p> <p>nominal 74:15</p> <p>nonprofit 27:23, 25</p>	<p>normal 80:10</p> <p>north 48:23</p> <p>northern 29:15 85:7</p> <p>not-to-exceed 40:19</p> <p>note 94:23</p> <p>noted 5:19,20</p> <p>notice 9:1 42:10</p> <p>noticed 39:20</p> <p>notify 18:3</p> <p>November 3:4 10:4 17:1 92:6 95:20</p> <p>now's 93:9</p> <p>numb 17:18</p> <p>number 14:19 19:25 37:22 52:15 57:3 67:12,24 87:21</p> <p>numbers 65:18</p> <p>numerous 26:21</p> <hr/> <p>O</p> <hr/> <p>O'NEAL 34:5</p> <p>obligated 27:12</p> <p>observation 50:18</p> <p>OC 9:16,18,20 10:9,11 19:10,20 20:18,21 21:4 40:9,12 47:4,6 51:10 94:20 97:20</p> <p>occupancy 19:25</p> <p>ocfair.com. 95:11</p> <p>OCFEC 5:23</p> <p>October 7:2 92:11,13 94:10</p> <p>off-line 54:21</p> <p>offer 23:23 26:5 27:14 55:4,18 74:9 87:20</p> <p>offering 72:24</p>
---	--	---	--	--

O.C. FAIR AND EVENT CENTER
Board of Directors Meeting on 11/17/2022

office 54:25 56:3, 11,21,24 61:7 78:15 86:1 90:3 offices 48:3 51:14,17 Ohh-awe 48:22 older 12:3 on-hand 63:18 on-site 31:24 42:16 one-year 39:9 ongoing 60:12 online 62:9 72:22 73:5 95:16 open 8:21 12:12 36:1 38:2 41:23 52:23 60:8 73:8 89:2 95:16,24 96:6 opened 35:6 opens 49:1 operate 12:25 28:15 32:3 35:13 operating 12:17, 22,23 35:5 60:7 61:10 76:4,6 92:15 operation 37:11 40:25 41:13,15, 22 61:12 67:13 69:1 73:20 operational 17:20 19:17 20:22 67:10 operations 19:10 20:11 29:4,14 35:21 60:12 operator 13:11 31:23 34:25 39:7,10,21 42:15 77:25 opinion 24:22 82:21 opinions 40:3 opportunities 26:5 41:13 62:22 opportunity 10:15 25:10	31:19 34:17 64:3 89:8 96:13 optimism 72:7 option 80:13 87:21 88:8,10 89:18 90:19 options 23:4 72:25 83:11 87:21 Orange 3:2,17,18 10:14 11:3,4 14:1 19:16 27:22 28:3 29:10,18 32:19 33:6,13 34:19 37:11 55:1 71:11 94:17 order 3:8 5:18,22 10:1 12:5,9 19:19 20:1 21:3 45:24 46:11,12, 14,22,23,24 49:14,18 50:24 53:2,8 55:21 56:22 59:7,14 60:23 61:1 62:2 63:12,14 64:17 65:4 organization 89:21 organizations 27:24 organizing 78:13 original 3:22 4:4, 5,7 9:16,17 10:11 11:12 51:4 94:11 Originally 10:24 out-house 68:18 out-of-state 85:5, 8 outdoor 47:2,3 55:3 56:20 outer 58:3,16 outline 64:6 outlined 95:5 outlived 54:22 outlook 73:21 outrageous 22:20	outreach 24:25 26:3 85:1 outstanding 65:17 oversee 70:20 overseeing 19:1,4 overseen 32:2 70:19 oversees 63:5 oversight 70:22 overview 46:10 overviews 96:15 owner 9:16 Oz 72:12 <hr/> P <hr/> p.m. 98:17 Pac 57:1 64:15 65:6 68:24 Pacific 47:6 56:2, 6,14,19 61:7,19, 23 62:8 63:4 73:2 Pacifica 55:12 package 39:3 paid 14:3,22 46:14 paint 85:25 painting 3:11 4:5 25:2 86:2 pandemic 60:14 65:21 77:14 panels 47:16 parameters 79:4 park 14:22,24 15:5 30:2 58:21 88:2,3,5 parked 15:1,2 parking 14:7,14, 16 15:23 16:1 30:9 33:23 56:5 59:18 72:25 74:14 83:6,7,8 87:14,25 88:7,8, 20	parks 26:2 part 15:23 18:12 20:2 28:12,19 35:9 40:9 42:14 52:24 57:3 59:19 participated 30:8 participation 26:4 pass 18:21 36:17 75:10,17 passed 11:10 94:25 past 36:7 77:13 84:14 87:16 Patch 14:16 patience 98:7 pause 31:15,18 pavilion 51:16 pay 13:7 14:24 15:5,22,23 16:10,12 21:25 25:5 26:19 35:18 74:14 86:22 paying 13:5 15:4 16:14,16 21:20 33:10 80:4 82:18 86:21 payment 86:25 payments 86:21 payroll 27:2 pays 14:2 peak 10:24 12:4 pen 54:9 pens 54:6 people 3:19 4:20 5:1 10:4,25 11:15,21 13:4,7 15:18 24:15 30:24 33:9 34:3, 8,12 35:14,16,24 41:3 45:5 62:13 72:3 73:13 77:21 people's 90:1 per-action 20:9 per-task 23:1 perceived 89:14	percent 26:19,20 27:3 61:10 73:24,25 77:8, 10,11 86:14 89:10 95:9 percentages 27:5 perception 89:16 perfect 4:15 63:16 performers 62:1 performing 71:2 perimeter 59:11 period 79:21 80:25 89:11 permanent 3:24 4:7 permit 30:13 permits 50:3 permitted 8:24 permitting 50:2 pers 74:1 person 41:6 personal 37:9 personally 82:17 95:2 personnel 11:1 24:14,17 29:4 pery 71:25 petting 26:9 Pham 3:7,12 5:17 6:4,5,6,25 7:7,10,16,21 8:3, 4,5,20 15:3,6 17:16 18:12,16 21:11,15 32:12 36:8,15 37:25 38:2,10,23 42:20,21 43:2,5, 14,17,18,19 44:13,15 59:24 62:24 63:1,24 64:24 65:11 68:5,8,16,20 69:2,4,5,6,22 79:16,18 82:24 83:4 89:2 90:15, 18,22,23 91:12, 14,22 92:25 93:7,15 94:1
--	--	--	--	--

96:5,9,11,13,18 97:2,4,7,11 98:5 phase 45:25 46:12,19 47:19, 23 48:1 49:20 51:2,11,13 52:5 53:2,3 54:12 56:1,23 57:8,25 58:2,6 59:7,9,15, 19 phase-by-phase 45:18 46:10 phases 46:14 61:11 phone 94:7 photo 4:4 physical 56:15, 25 physically 89:25 physiology 94:18 picking 42:19 piece 61:18 pieces 87:6 pigs 54:6,13 place 4:23 5:8,11 10:23 11:4,12, 16,21 25:11 36:1 38:20 49:16 60:15 77:23,24 85:21 92:14 places 35:4 64:12 plain 48:15 plan 23:7 28:13 40:22 44:18 45:18,20 46:18, 21 47:11,19 48:10 49:14 51:5,12,23 52:1 53:16 54:12 55:9 57:16 59:18 61:4,24 63:13,14 64:22 65:3 68:21 74:11,13,19 80:18 81:22 83:18 84:13 85:14,23 86:15 87:19 92:21 93:1 95:10 96:16,25 97:10,16 98:11	planned 41:24 48:2 75:1 92:14 planning 31:5 49:25 73:15 plans 41:8 played 5:3 player 34:5 Plaza 55:12 56:4, 21 58:21 pleased 39:18 pleasure 4:3 6:2 pledge 6:1,3 plenty 72:13,17 PNL 87:5 pocket 71:15 point 20:5 21:9 31:6 43:15 64:7, 10 65:10 66:20 68:1 76:4 85:20 86:4 90:16 92:9 96:5 points 19:17 43:8 policies 17:21 policy 28:8 86:19 politely 35:17 politics 5:3 89:23 pony 26:9 33:14 popular 29:24 port 48:4,24 49:9 67:12 portable 51:17 52:10 53:23 portion 14:7 26:16 position 34:21,22 65:22 78:16,24 89:12 97:22,23 positions 74:6 76:18 positive 97:12 possibility 76:25 possibly 57:12 potential 17:4,7, 8 21:2 39:20 potentially 13:21 91:16	practice 36:12 pre-measured 22:3 precluded 77:24 prefab 61:22 prehawk 21:6 premier 10:14 prep 22:11 prepared 76:22 present 3:10 4:3, 10 51:12 83:11 86:17 presentation 3:9 33:1 44:18,19,22 45:1,4 46:9,13, 24 50:23 64:4 65:17 69:22,25 70:2 73:1 83:2, 11 93:12 96:25 97:16 98:10 presented 30:1 33:2 45:17 60:23 87:22 presenting 86:14 presents 29:25 Preservation 32:19 34:20 President 4:2 32:18 pressure 47:20 pretty 22:1 48:22 60:23 77:5 92:9 98:15 prevent 78:17 previous 17:3 66:14 77:25 previously 15:2 83:19 price 9:22,24 10:1 11:14 14:5 16:14 22:18 24:10,17 35:14 75:21,22 88:11 89:9 90:12 prices 89:13,14 primarily 26:4 primary 78:12	print 3:10 4:4 printed 18:14 prior 9:1,3,9 17:23 32:21 43:3 priority 45:21 50:25 58:1 private 28:20 32:3,4 39:18 privatizing 90:8 problem 25:4 36:22 problems 11:7, 15 proceed 68:21 proceeds 87:9,13 88:24 92:17 95:7 process 11:6 19:2,7 32:8 39:2, 5 44:16 46:20 50:20 78:6,23 79:12 80:6,25 81:1,5,23 produce 78:2,3 producing 77:24 product 72:2 73:12 75:9,22 professional 76:10 professionals 31:7 34:3,10 profit 23:9 24:20 32:3 37:10 profitability 89:9 profitable 23:4 27:17 31:20,21 program 27:25 42:6 84:5 86:14 programming 23:5,12 26:14 55:19 programs 26:7 41:1 54:24,25 55:4,16,17 progress 75:17 project 26:1 46:19 47:23 48:14 54:4 60:24 62:2 63:9 65:6	66:9,24 85:16,17 87:9 93:1 projected 23:11 76:5 projection 19:15 20:12 projections 20:12 projects 27:14 45:1,21 46:11, 14,22 47:25 51:1 60:22 61:14,16 63:12,18 64:17 65:4 66:5 85:15, 19,24,25 86:10, 12,13 promoters 74:14 pronouncing 25:17 properly 28:5 65:7 properties 26:12 87:25 property 9:21 12:24 14:12,15 28:11 30:21 59:10,16 76:16 87:20 90:7 proposal 39:16 49:4 proposals 80:7 propose 36:15 80:7 proposed 20:8 26:16 27:7,10 28:2,21 35:19 38:14 48:20 52:6,19 proposes 26:18 28:22 proposing 80:15 87:24 prospect 29:9,16 proud 46:6 98:1 provide 23:5 26:12 27:25 28:3 33:12,24 47:24 48:1 62:12 66:7 77:16 79:25 81:3
---	---	---	--	---

<p>provided 18:11 19:8</p> <p>provider 28:19 75:6</p> <p>providing 10:15 28:22 31:11</p> <p>provision 42:5</p> <p>provisions 35:12</p> <p>proximity 55:12</p> <p>Psychologist 94:17</p> <p>public 8:21,22, 24,25 9:1 16:23 17:16,25 18:2,6 23:3,4,5,11 24:25 25:23 26:3,5,7,12,13, 24 27:12,14,22 28:15,21 31:6 32:2,8 37:18 39:17 41:14 55:5,19 56:9,11, 21 61:6 63:24 95:17,18</p> <p>publicly 39:20</p> <p>pull 37:20 87:5</p> <p>Pumpkin 14:16</p> <p>purchase 73:14 86:3,8,20</p> <p>purposed 21:18</p> <p>purposing 57:12</p> <p>Purri 71:9</p> <p>pursuing 30:11</p> <p>purview 25:24</p> <p>push 32:21</p> <p>put 8:3,21 20:13 23:11 25:10 34:7,9,10 35:16 43:2,14 61:13,21 81:16 93:11 98:10</p> <p>puts 16:11 19:22</p> <p>putting 22:11 45:20 89:19 98:8</p> <hr/> <p>Q</p> <hr/> <p>Q1 73:15</p>	<p>Q2 73:15</p> <p>Q3 73:18</p> <p>Q4 73:18</p> <p>qualified 37:5</p> <p>quantity 75:20</p> <p>quarantine 54:9</p> <p>question 43:3 49:22 53:9,10 57:2 62:25 63:7 71:12,17 75:14 79:19</p> <p>questions 7:5 39:24 45:4 60:4 64:23 65:13,19 66:5 70:5,16 78:10</p> <p>quick 47:1 70:24</p> <p>quickly 47:10 70:2</p> <p>quote 33:17</p> <p>quoted 26:19</p> <hr/> <p>R</p> <hr/> <p>R-15122 37:22</p> <p>R150-22 37:21</p> <p>radical 89:18</p> <p>rainy 11:15</p> <p>raise 16:13 35:20 89:13</p> <p>raised 79:17 90:15</p> <p>raises 89:14</p> <p>raising 68:9</p> <p>ramp 62:18</p> <p>ran 29:20 97:12</p> <p>Rancho 30:1</p> <p>Randolph 33:17</p> <p>range 19:23</p> <p>rate 16:14 21:18, 25 25:6 26:11 65:16 72:10 74:9</p> <p>rates 22:24 27:11 35:18 74:19 75:4</p> <p>reach 9:25 33:16 46:2</p>	<p>reached 31:3</p> <p>reacts 94:19</p> <p>read 91:20</p> <p>ready 16:9 37:23 54:15</p> <p>real 24:14 29:11, 22 47:10 74:6 97:12</p> <p>realize 16:3 40:3 98:14</p> <p>realm 36:25</p> <p>reason 19:14 29:15 39:11 76:20</p> <p>reasonable 10:1 21:25 45:21</p> <p>reasons 71:20</p> <p>rebuild 13:17</p> <p>recap 47:1</p> <p>receipt 17:10</p> <p>receipts 27:4</p> <p>received 19:15 39:21,22 73:24</p> <p>recession 71:16, 17,18,19</p> <p>recognition 41:11 97:9</p> <p>recognize 46:3 93:10</p> <p>recognized 18:4</p> <p>recollection 67:22</p> <p>recommend 21:20 46:13 57:25</p> <p>recommendation 50:25 51:4 57:6 81:1,10</p> <p>recommendation s 45:19 61:2 66:21</p> <p>recommending 73:6 88:18</p> <p>record 6:20 7:12 23:19 34:19 93:4</p> <p>rectangle 22:3</p>	<p>red 31:15 61:8 66:6 67:8,19 68:3,21</p> <p>redistribute 21:1</p> <p>reduced 83:12</p> <p>reductions 13:19</p> <p>redundant 82:17</p> <p>refine 42:6</p> <p>reflect 73:5</p> <p>reflects 19:15 20:2 29:3</p> <p>refused 23:21</p> <p>Reggie 34:15,16 64:1,2 65:20 89:6,7</p> <p>regrettable 34:23</p> <p>regular 12:4 41:5</p> <p>reinstatement 8:22</p> <p>reinvigorate 13:16</p> <p>reject 29:1</p> <p>related 66:10,18 67:22</p> <p>relating 39:4</p> <p>release 87:2</p> <p>relevant 76:20</p> <p>relocation 51:18</p> <p>rely 66:20</p> <p>remaining 59:13</p> <p>remember 67:24</p> <p>remind 39:6</p> <p>reminder 50:22 70:1,17</p> <p>remote 90:15</p> <p>remotely 38:4 68:9</p> <p>removal 25:3 26:23 76:11 85:21</p> <p>remove 33:2 61:21</p> <p>removed 18:1 28:7 82:16</p> <p>renovations 56:4,15,16</p>	<p>rent 13:19 14:21 16:16,17 22:23 33:23 47:3 74:12</p> <p>rental 37:20,22 57:20 66:19 74:11,13,14 75:1 76:21</p> <p>rented 14:25 15:2</p> <p>renting 14:6 57:18</p> <p>repair 25:1,3 85:19</p> <p>repairs 54:4 56:15,16</p> <p>repeat 18:12</p> <p>repeating 44:9</p> <p>replace 54:6 75:10 86:6</p> <p>replacement 52:7 56:3 85:19 86:5</p> <p>replacing 52:10 53:12 75:16</p> <p>report 77:16 91:23 92:1 93:8 94:3 95:6 96:15</p> <p>reporting 77:15 91:25</p> <p>reports 70:21,22 79:25 91:13,15</p> <p>represent 20:18 77:7</p> <p>representative 21:4</p> <p>represents 28:19</p> <p>Republican 35:8</p> <p>repurpose 51:20</p> <p>request 7:21 17:25 20:24 26:15 38:14</p> <p>requested 7:22 9:2,7 18:3</p> <p>requests 9:12</p> <p>require 21:8 78:5</p> <p>required 19:18 23:16 36:19 39:1 47:22</p>
---	---	--	---	---

requirement 28:15 39:10 61:10 requirements 21:1 29:2 requires 9:1 rescue 26:8 research 39:17, 19 reserve 60:5 61:17 reserves 65:25 reset 20:25 25:7 resistance 13:11 resource 79:8 resources 28:11 31:5 45:23 66:8, 12 72:4 responsibilities 28:25 66:17 responsibility 26:24 37:7,14 38:18 responsible 19:19 25:21 33:10 36:20,24 37:3 66:23 responsive 36:21 39:22 rest 61:4 96:17 restart 33:3 restore 32:10 restrict 29:21 restriction 78:12 restrictions 77:19 78:11 restrictive 21:1 restroom 56:7,20 57:20 restrooms 47:15 48:7 51:17 55:1 56:5 57:9,10,13, 17,24 61:4 resulting 13:4 20:7 82:6 retain 11:24	retained 84:15 retainer 79:23 retaining 81:3 retire 12:1 23:24 retired 10:21 11:8 retirement 3:21 return 30:13 73:9 returning 29:10 revenue 41:14 61:13 62:22 63:13 67:16 74:17,23,25 75:2,3,11 76:5 87:6,8,11,22 92:11,12 revenue- generating 23:6 51:8 review 19:3 21:2, 3,5,6 34:10 38:19 44:19 47:10 65:8 92:6, 10 reviewed 26:15 47:19 70:3 reviewing 19:2,8 revised 29:2 revitalization 26:1 RFP 13:1 39:11, 15 80:6,14,25 81:1,5,10,16,23 RFPS 87:1 RICHARDS 7:18 9:12 10:18 12:15 15:10 16:23 17:14 18:6,17,21 21:16 23:18 25:16,19 27:19 29:6 30:15 32:13 34:15 37:18 38:1,6 39:6 42:9,17 43:4,13 44:14,17 45:16 49:23,25 50:5,9,17,22 53:16,20,22 57:5 59:3,5,23,25	60:3,6,9,13,16, 19,21 63:10,21 64:1 65:2 69:24 70:13 75:19 76:2 79:15 80:12 82:1,4,13 83:1,5, 17 85:4,12 89:4, 6 91:13,21 93:20 94:5 rides 26:9 ridiculous 14:3 riding 26:9 27:25 30:1 33:9,10 right-hand 54:16 righty 96:5 ring 29:22 51:15, 16 risks 28:24 road 61:15 67:6 85:2 Robbins 10:18, 19 12:15,16,17 15:4,8 Robert 96:18 robust 87:19 rodeo 66:14 roles 19:1 roll 6:4 43:16 86:22 87:10 88:19 roll-up 48:24 49:7 87:5 98:11 roof 67:10 room 54:8,12 55:2,10 56:8,10, 12 64:15 65:5 70:15 93:22 97:14 rooms 48:7 61:19,21,22,23, 25 65:5 Ross 94:25 95:1 rough 19:25 20:10,15 45:24 46:12 49:18 53:2,11 55:21 56:22 59:7,14 62:2 63:13 64:6 66:1	roughly 55:7 60:18 66:2 Rubalcava- garcia 6:11,12 8:10,11 42:25 43:1,24,25 62:24,25 63:2, 11,16,22 69:11, 12 82:9,10,15 90:20,21 91:1,2 93:5 95:20 97:23 98:3 Ruiz 6:15,16 7:4 8:14,15 44:3,4, 21,23 69:15,16 91:5,6 93:2,18 96:19 run 20:11 24:15 33:9 74:21 running 11:22 runs 27:3 70:17 rush 31:16 <hr/> <p style="text-align: center;">S</p> <hr/> Sabo 32:13,17 34:19 Sacramento 77:18 78:25 80:2 84:2 89:23,25 sad 94:23 safe 83:18 safeguard 27:12 safeguarded 79:4 salary 24:6 sale 32:20,21 33:5 sales 13:6 72:21 73:6 94:10 sally 48:4,24 49:9 67:12 San 27:23 30:3 65:22 85:6 Sand 10:10 Sandra 7:6,8 38:10 97:2 sang 94:15 Santa 3:23 4:19	Saturday 10:5 13:13 94:10,13 97:9 Saturdays 12:1 save 57:19 73:9 77:20 96:2 savings 27:5 SBDC 10:5 scenario 19:24 schedule 20:9 31:24 92:18 scheme 79:6 school 23:23 33:9,10 55:17 Scooter 29:20 scope 26:21 27:11 53:11 scrambled 30:23 screening 73:11 season 73:2,13 seating 52:7,8, 11,12 53:12,22 seats 52:13 secondary 54:2 seconds 93:23,24 secretary 9:3,8 94:24 95:1 section 18:1 37:21 sectors 71:22 secure 49:11 securing 19:9 security 59:11,13 67:11 74:4 sees 45:3 select 81:2 selection 20:17 self-managing 40:13 self-produced 47:4 sell 13:2 16:7 selling 10:20,22 16:4 90:7 send 84:2,11 95:2
--	---	--	---	---

O.C. FAIR AND EVENT CENTER
Board of Directors Meeting on 11/17/2022

<p>senior 18:23 88:16,18</p> <p>seniors 88:17,23</p> <p>sense 24:18 27:7 63:22</p> <p>separate 49:4 57:4,5 77:9</p> <p>separately 18:1</p> <p>Serenity 85:16 94:22</p> <p>Series 29:20</p> <p>serve 25:12 56:11 61:6 63:5</p> <p>serves 70:9</p> <p>service 26:2,12 28:19,23 31:12, 13 41:21 57:14, 22 74:2 76:7,8 82:14</p> <p>services 28:3,5 76:10,12 77:5 81:4 83:21</p> <p>serving 28:9 56:21</p> <p>Sesena 9:15,16</p> <p>session 41:7 70:3 93:16 94:2</p> <p>sessions 32:9 41:24 92:5</p> <p>set 13:12 19:2 20:4 21:3,8 24:23,24 36:22 58:6 61:3</p> <p>setting 26:7 77:21</p> <p>sewer 76:16</p> <p>shade 56:8</p> <p>shadow 31:25</p> <p>Shaquille 34:5</p> <p>share 64:13</p> <p>sharing 27:17 64:23</p> <p>shavings 26:19</p> <p>she'll 6:25 24:4</p> <p>shed 54:10</p> <p>sheds 51:15</p>	<p>shifting 91:16,18</p> <p>shine 38:19</p> <p>ship 65:23</p> <p>shipped 12:6</p> <p>shops 32:9</p> <p>short 30:17 79:21</p> <p>shortfall 26:15</p> <p>shortly 58:1 91:20</p> <p>show 6:20 10:9 11:16 29:25 30:11 37:3 48:5 51:7,15,16,17,18 61:18 64:9 70:25</p> <p>showers 57:14,18</p> <p>showing 64:6</p> <p>shows 7:14 20:6 23:6 24:25 25:12 26:9 29:10,16,17 30:1,3,5,8,14 48:10 51:9 52:10 73:2,4</p> <p>shut 35:10</p> <p>side 4:9 23:1 30:12 48:23,24, 25 49:8 57:17 58:8,10,17,20,21 74:3,23 75:13 76:2</p> <p>side-by-side 21:10</p> <p>sides 58:19</p> <p>sign 4:14 95:16</p> <p>signage 56:17</p> <p>signed 17:6 21:21</p> <p>significant 20:19 66:16</p> <p>silly 5:3</p> <p>Silo 54:17</p> <p>Silva 15:10,11</p> <p>similar 26:11</p> <p>simple 22:1</p> <p>simply 31:18 36:3 40:6</p>	<p>single 22:18 49:17 73:14</p> <p>sit 9:25 15:20 35:9</p> <p>site 31:6 44:18 45:18 46:18 47:19 49:14 51:5 80:18 84:13 85:23 87:19 92:21 93:1 95:10 96:16,25 97:16 98:11</p> <p>sits 52:15 87:12</p> <p>sitting 12:12 36:13</p> <p>situation 65:25 81:14</p> <p>size 15:20 74:16</p> <p>sized 77:12</p> <p>sizes 10:15</p> <p>Sky 3:11</p> <p>sky-high 71:16 87:16</p> <p>Skyhawk 3:22,24 4:8</p> <p>slapped 16:9</p> <p>slices 22:3,4</p> <p>slid 89:10</p> <p>slide 48:10 71:3</p> <p>slow 77:13</p> <p>slurring 17:18</p> <p>small 9:19 10:5, 6,12 11:2,11,23 12:18 13:3,23 26:21 27:11 74:22 77:12 79:7 84:11</p> <p>smaller 10:11</p> <p>smoke 12:7</p> <p>Society 32:19 34:20 55:1</p> <p>Sofi 88:4</p> <p>soft 49:20,24 71:17</p> <p>solar 47:16 49:5</p> <p>sold 75:20</p>	<p>sole 19:4</p> <p>solicit 80:6</p> <p>solicitation 20:25</p> <p>solid 72:3</p> <p>solo 98:5</p> <p>solution 11:5</p> <p>Sonia 25:16,19, 20</p> <p>Sons 79:20</p> <p>sooner 62:14 63:8 66:7,15</p> <p>sore 90:6</p> <p>sort 30:11 37:9 53:14 58:19,25 61:21 63:11 67:19 84:12</p> <p>sound 28:16,17 53:17 56:17</p> <p>sour 16:11</p> <p>sources 71:7,8</p> <p>space 14:21,22, 24 15:2 17:11 29:22 47:2,5,25 48:5 51:16 54:8, 13,24 56:11 64:9 74:19</p> <p>spaces 10:7 47:3 54:25 74:12,20</p> <p>spared 97:14</p> <p>speak 18:10,15 30:17 32:1,16 36:11,16 38:10 44:16 68:10,11 76:25 78:10 79:13,18 93:9</p> <p>speakers 9:2,6,10 17:3</p> <p>speaking 15:13 19:14 34:23 43:5</p> <p>special 3:9 50:4</p> <p>specialized 22:11</p> <p>specializes 82:19</p> <p>specific 17:25 39:14 70:16 78:20 79:2 82:23</p> <p>specifically 39:1 43:5 46:3 47:11</p>	<p>56:2 71:11</p> <p>specifics 30:22</p> <p>spectrum 12:23 13:1 77:7</p> <p>spend 14:19 27:4 84:24</p> <p>spending 72:10</p> <p>spent 62:7 79:9</p> <p>spin 67:17</p> <p>split 71:19</p> <p>spoke 94:16</p> <p>spokespersons 77:23</p> <p>sponsorship 83:22</p> <p>Sports 10:10 47:8 52:2,4,14, 20,24 53:5,10,19 67:16</p> <p>sportscaster 3:15</p> <p>spot 33:23</p> <p>spread 52:16</p> <p>sprinkler 47:21</p> <p>square 47:5 48:9, 12,15,18 51:22, 25 52:16,17,18 54:10 55:8 56:10 62:3</p> <p>St 83:24</p> <p>stability 11:20</p> <p>stables 35:16</p> <p>Stacy 94:17</p> <p>stadium 52:7 88:4</p> <p>staff 9:25 13:11, 23 14:9 17:25 20:13,14 21:20 27:15 31:11 35:3 37:20 40:25 41:1,2 45:8,17, 23 51:17 55:1 64:4,25 65:2 66:4,8,16,20 68:14 70:20 72:4 74:6,7 76:8 78:8 79:8,25 80:2 81:1,10,22 84:16 87:23 88:19 90:3</p>
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92:7 94:5 95:3 96:14,24 97:5,17 98:8 staff's 51:4 staff-based 20:11 stage 58:13 stake 36:23 37:15 stall 28:4 stalls 22:10 51:17 stand 50:17 52:17 standard 19:18 22:25 26:25 standards 29:3 standpoint 66:15 start 3:8 9:4,9 29:8 44:20 96:7 started 3:9 9:18 11:21 32:20 70:11 state 7:11 11:9 12:5 13:6,7 15:18 27:9 35:1 36:19 37:4 39:1 42:9 71:9 78:17, 18 84:4 93:4 stated 20:23 states 28:9,13 83:14 84:9 stay 5:9 41:19 62:19 95:22 96:21 stayed 3:18 staying 62:19 73:8 stays 76:19 step 31:14 49:13 stepped 93:5 steps 22:13 90:10 stewards 28:10 stick 72:20 97:25 sticking 72:7 stocking 75:24 stop 32:20,21 33:2 34:10 59:20 70:6	storage 48:1,8 49:8 51:15,21 54:7,14 55:2 56:12 57:14,17 58:16 61:25 story 5:4 Stout 30:15,16 strategic 20:23 23:7,13 28:13 57:22 strategically 57:13 Strides 27:24 33:13 strong 3:19 75:2 struck 26:20 structural 56:15 structure 21:9 24:10 51:19 structured 24:21 study 32:9 41:6 67:21 70:3 92:5 stuff 10:20 67:3 stuffers 75:24 stupid 5:3 subject 38:9,25 90:7 subjects 28:23 submit 9:3,8 submitted 40:17, 18 subsidized 32:4 substantial 31:1 76:15 success 13:16 94:9 successful 26:13 29:24 72:20 Sudden 59:20 suddenly 94:25 sufficient 30:19 47:18 suggest 31:14,18 39:25 suggesting 21:24 88:6	suggestions 72:24 sum 22:20 summarize 38:25 summer 6:4 9:13 15:15 69:4 Sunday 73:6,8 Sundays 73:10 Super 75:10 supervisor 20:14 supplies 24:13 76:21 support 10:12 11:11 23:14 47:18,20 51:8 57:19 65:1 78:16 82:20 89:18 90:11,13 supporter 3:17, 20 supportive 67:7 68:4 supports 79:3 supposed 35:9 surface 13:22 surge 94:10 surprised 76:15 survey 84:5 sustainability 19:13 sustainable 27:8, 18 swallow 60:1 swap 9:16,18,21 10:11,21 12:10, 14,19,25 13:16 14:1,4,8,9,10,11, 18 15:9,12,14, 15,17,19 17:1 36:8 77:24 78:22 swing 23:9 swinging 58:20 Sycamore 30:3 sympathy 90:3 syringes 24:13 system 17:4 21:7 40:11 52:10	61:22 83:25 systems 47:21 59:12 <hr/> T <hr/> table 36:13 89:22 tack 54:8 tackle 66:11 takes 22:8 taking 11:13 64:19 72:9 73:19 76:6 talent 63:6 97:18 talk 9:17 14:14 50:25 52:2,4 58:1 71:4 72:23 77:1 talked 17:6 46:25 53:14 75:15 77:23 78:21 92:19 talking 37:10 56:7 77:22 tall 29:7 tasks 26:22 taste 16:11 tasting 94:13 tax 13:7 taxes 13:6 team 29:19 39:17 40:9,10,11 46:7, 8 48:17 83:21 84:3,11 87:3 tear 58:6 tears 5:6 94:15 technical 19:3 21:2,6 technicalities 37:2 technicality 36:16 tells 4:15 Temecula 30:4 temporary 13:18 31:22,23	tend 52:15 tenure 3:20 terminate 42:4 termination 43:6 terms 19:6,23 20:3 21:7 39:2 60:8 62:16 65:18 69:1 78:14 79:6 83:11 territory 83:18 test 97:11,13 testified 29:13 text 94:6 thankfully 75:4 Thanksgiving 95:14 96:10,23 97:4 98:2,13 theme 59:1 themed 94:12 theoretically 43:10 therapy 26:8 therefor 20:24 27:14 28:23 thing 35:3,25 39:25 53:14 66:22 67:1,19 72:14 87:18 things 4:21 10:9 32:23 33:14 35:18 36:3 41:20 61:3 65:20 67:9 77:17 78:7 79:6 84:13 89:12 90:9 91:16 92:20 95:10,15,25 thought 62:21 63:16 64:13 65:24 75:16 78:9 thoughts 65:16 thousands 13:4 thrive 32:25 34:14 throw 67:5 85:3 Thursday 3:4 95:13 Thursday's 28:2
---	--	--	---	--

O.C. FAIR AND EVENT CENTER
Board of Directors Meeting on 11/17/2022

Thursdays 95:13	totals 61:8	types 10:15		
ticket 72:21 73:6 88:18,19 94:10	Tour 84:6,7,11		V	W
tickets 56:9	track 41:9 52:16	U		
tie 59:2	tracking 92:18	UC 23:22	vacant 35:7	wage 20:13
tied 38:24	tractor 86:5	ultimately 36:13 66:6	valid 35:1	wages 73:24 76:7
tile 64:7	trade 89:21	understand 14:25 16:18 34:8 37:15 40:4 41:13 65:6 81:19	values 28:9,11	wait 12:10 16:3 56:9 93:18
time 5:5 9:1,6 10:24 11:25 15:3,6 17:23 18:3 19:8 20:10 22:16 23:14 27:16 30:25 34:12 35:4 36:7 38:15 42:13,23 45:22 48:7 66:11 67:21 74:6 75:8, 12 76:17 77:10, 11 82:8 83:10 88:12 91:23 93:9,23 94:3 96:2	trailer 62:18	understanding 72:5	variance 70:21	waiting 16:12
timeline 45:22	trailers 57:18 61:21	Understood 65:11	variety 10:13,16 85:18 86:3	Walk 85:16 94:22
times 22:23 24:6 25:6 40:21 62:19 66:14 90:5	trails 26:2 30:3	unemployment 13:5	varying 77:11 86:23	walking 12:12
Timing 51:10	trainer 32:18	unfavorable 92:12,13	vehicle 14:22,23 83:7	wall 14:13 53:13
to-- 49:21	training 31:24 47:9 84:1	uniformed 22:5	vehicles 15:1 32:7,8	walls 56:17
today 18:20 19:9, 14 23:24 26:17 29:9 30:25 33:1 36:23 37:5 38:22 46:4,9,16,23 47:1 65:3 89:8 97:4,14 98:6,8,9	transfer 28:20 49:12	unique 47:5	vendor 15:12 17:1,4,6	wandering 77:20
Tom 16:24,25	Transparency 27:13	University 18:24	vendors 10:7,25 11:8 14:21,23 17:7,9	wanted 65:15 76:24 93:4,10 96:23
tomorrow 23:24	transparent 40:22	unload 14:23	venture 84:17	warrants 81:14
tools 31:2	trash 76:10	unnecessarily 13:4	venue 14:5 28:15	waste 24:19
top 16:13 85:20 93:1	trauma 94:19	unnecessary 31:17	vestibule 58:17	watched 30:7
topic 82:22	travel 83:12,15 85:5,7,8	untouched 87:15	Veteran's 4:1 94:14	water 47:20 76:16
total 21:23 22:19 48:8 49:20 52:16 54:10 55:24 56:23 57:1 59:22,23 73:21 86:8,14	treated 4:18	upgrade 52:5 58:3 61:25 62:4 63:3	veterans 3:20,25 4:8,11 94:21	Wave 46:4
Totaling 53:3	treats 96:1	upgraded 47:15	viable 34:24	weary 64:18
	tree 14:17 76:11	upgrades 52:20 53:5 56:2,5,14, 16,20,24,25 57:9 59:10 61:6,7	Vice 4:12 6:7,8 8:6,7 36:17 43:20,21 69:7,8 90:24,25 92:4 96:12	weather 11:15
	trees 49:5 59:18	urban 26:6	video 7:11	websites 95:11
	tremendous 46:4 96:14	urge 25:7	Viejo 30:1 84:20	week 10:25 30:22 88:12 96:17
	trends 73:7	urgency 38:13	view 46:13 59:17	week-day 88:13
	trial 24:11	usability 58:7	Village 55:7	weekend 10:22 16:7 24:4
	trimming 76:11	users 31:3 68:1	visit 15:19	weekends 12:2 24:1 88:12,13
	trip 48:20	utilities 86:21	visualize 65:19	weeks 29:13 95:1
	truck 48:25 49:1, 9,11	utility 76:14	volunteer 24:23	welfare 90:9
	true 72:15	utilize 80:22	vote 7:17 8:3 37:4 43:2,14 44:10 69:25	well-qualified 40:2
	trust 13:6		votes 17:24	west 58:4
	turn 3:10 44:15, 20 52:22 94:3		voting 38:21	Western 90:7,8
	TV 3:14			Western's 90:5
	two-day 73:19			WFA 77:4 83:19 84:5
	two-person 84:2			white 35:8 56:20
	Tyler 46:3 59:20			whomever 81:2
	type 77:25			

O.C. FAIR AND EVENT CENTER
Board of Directors Meeting on 11/17/2022

wide 78:18		Zoom 6:20 16:24 17:14 37:19 38:7 70:16 79:17 96:2
William 33:17	<hr/> Y <hr/>	Zoomed-in 41:6
Wine 55:1	yard 86:1	Zooming 18:17
Winston 33:17	year 20:15 22:19 27:2 28:18 31:7 33:21 37:10 39:8 40:23 41:12 42:15 51:9 54:21 55:5 58:5 60:9, 18 70:17 71:5,6, 12,13 73:3,18,25 74:12,19 75:11 76:3,21,22,24 77:1 80:10 81:23 83:12 84:1 85:15 87:11,16 89:15	
wishes 18:2	year's 62:15 71:1 75:5	
wishing 9:6	year-over-year 76:14 95:9	
Wizard 72:12	year-round 57:11 74:11,13 75:1 83:7 88:7, 21	
women's 47:16 57:17	year-to-date 92:11,15,17 95:6	
wonderful 4:20 5:1 33:8,14	years 3:13 4:24 5:5 9:21 10:21 11:13,20 12:18 15:12,13,14 16:5 23:15,21 29:18, 20 31:21 33:4 36:2 54:4,5 61:13,17 62:8 72:21 73:8 74:10 78:2 79:9 80:12, 13 82:16 84:7 86:16 87:15 88:14	
Wood 71:8	yesterday 44:18, 24 45:9	
work 13:5 17:3, 12 22:11,19,20 23:1 24:1,7 25:8 26:21 27:11 32:9 35:2 39:14,16 40:2,10,20 41:4 45:24 46:5 49:16 50:1 53:11 56:18 59:14 64:25 75:17 78:25 79:11,22 80:2 81:22 90:13 92:22 96:24 97:1 98:9,12	yield 36:7	
worked 13:15 45:14 68:14	yields 20:10	
workers 22:8 74:4	youth 28:1	
working 3:20 20:13 26:1,6 35:16,18 42:14 45:25 46:9 67:4 75:22 78:8 79:3	<hr/> Z <hr/>	
works 19:7 21:18 28:3 79:10	Zone 72:1	
Workshop 75:16	zoo 26:9	
world-famous 84:4		
worrying 64:7		
worth 79:7 84:22		
Wow 26:18		
wreaths 95:15		
wrong 24:21		