



32nd District Agricultural Association
OC Fair & Event Center
88 Fair Drive, Costa Mesa, CA 92626
(714) 708-1500
www.ocfair.com

The mission of OCFEC is...
**Creating Equitable Community Access To Agriculture, Entertainment, Cultural
and Educational Experiences.**

NOTICE OF MEETING

32ND District Agriculture Association, OC Fair & Event Center Board of Directors will be
holding a regular board meeting on
Thursday, February 23, 2023 at 9:30 a.m.
(Meeting held in-person and via Zoom, see details below)

Administration Building
OC Fair & Event Center, 88 Fair Drive, Costa Mesa, CA 92626
*Directions: From I-405, exit Fairview Rd. heading south, approximately 1.25 miles to
Arlington Dr. the Administration Building is located near the corner of Fairview Rd. and
Arlington Dr. (Use Gate 4 on Arlington Dr.)*

Join Zoom Meeting
<https://us02web.zoom.us/j/83992217017?pwd=Tyt4YXdwVWJoTFF2M2VTZmllUzA1Zz09>
Dial in option: 1-669-900-9128
Meeting ID: 839 9221 7017
Passcode: 2023

All meeting notices, agendas and materials considered by the Board during the meeting
will be available online, in advance of the meeting at:
<https://ocfair.com/public-information/public-meetings/>

Board of Directors

Newton Pham, Board Chair
Nick Kovacevich, Vice Chair
Doug La Belle, Member
Natalie Rubalcava-Garcia, Member
Sandra Cervantes, Member
Robert Ruiz, Member
Barbara Bagneris, Member

Secretary-Treasurer
Michele Richards
Chief Executive Officer

32nd DAA Counsel
Josh Caplan
Office of the California Attorney General

PUBLIC PARTICIPATION

Members of the public are encouraged to provide comment to the Board on each agenda item and may suggest items to be placed on the agenda for discussion at the next Board meeting. While the Board values the participation of the public, the Board chair reserves the right to limit the time for public comment to a maximum of three (3) minutes per speaker in order to proceed with the agenda. Public comment must be related to fair jurisdiction and placement of items on a future agenda is within the discretion of the Board.

AMERICANS WITH DISABILITIES ACT

All Board meetings must be accessible to the physically disabled. Any person needing a disability-related accommodation or modification in order to attend or participate in any Board or Committee meetings or other Fair activities may request assistance. Those persons wishing to attend the meeting and who may require special accommodations pursuant to the provisions of the Americans with Disabilities Act are requested to contact Guest Experience Supervisor, Thane Hollman at (714) 451-5946, at least five working days prior to the meeting to ensure the proper arrangements can be made.

VIDEO RECORDING NOTICE

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

At the discretion of the Board of Directors, all items appearing on this Agenda, whether or not expressly listed for action, may be deliberated and may be subject to action by the Board of Directors. The Board may convene to closed session pursuant to Government Code section 11126, subdivisions (a) and (e) to consider personnel evaluation and/or possible litigation. Items may not necessarily be taken up in the order shown on this Agenda. This agenda, and all notices required by the Bagley-Keene Open Meeting Act are available on the Internet at: www.ocfair.com

AGENDA

1. CALL TO ORDER

All matters noticed on this agenda, in any category, may be considered for action as listed. Any item not so noticed may not be considered. Items listed on this Agenda may be considered in any order, at the discretion of the chairperson.

2. THE MISSION OF OCFEC IS...

Creating Equitable Community Access To Agriculture, Entertainment, Cultural And Educational Experiences.

3. PLEDGE OF ALLEGIANCE

4. ROLL CALL

5. MINUTES:

A. Board meeting held January 26, 2023

Action Item

6. MATTERS OF PUBLIC COMMENT

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

Comments will be accepted on all other agenda items at the time each item is listed on the agenda. Speakers wishing to address the Board on items on the agenda are requested to fill out and submit a comment card to the meeting secretary prior to the start of the meeting and identify the agenda item(s) on which you desire to address the Board. Speakers are limited to three minutes.

7. CONSENT CALENDAR

All matters listed under Consent Calendar are operational matters about which the Board has governing policies, implementation of which is delegated to the CEO. They will be enacted in one motion. There will be no discussion of these items prior to the time the Board of Directors votes on the motion, unless members of the board, staff or public request specific items to be discussed separately and/or removed from this section. Any member of the public who wishes to discuss Consent Calendar items should notify the Chair of the Board, at the time requested and be recognized by invitation of the Chair to address the Board.

- A. Standard Agreements:** SA-015-23AS; SA-023-23HB; SA-024-23GE; SA-026-23GE; SA-027-23GE; SA-028-23GE; SA-029-23GE; SA-030-23GE; SA-031-23AS; SA-032-23GE; SA-034-23SP; SA-035-23SP; SA-036-23SP; SA-037-23HB; SA-038-23HB; SA-039-23HB; SA-041-23HB; SA-043-23GE; SA-045-23FT; SA-046-23FT; SA-047-23YR; SA-050-23SP
 - i. Standard Agreement Amendments:** SA-087-21YR (Amend. #2)

- ii. **Standard Agreement Amendments** (Exercise Option): SA-050-19YR (Amend. #3); SA-236-19YR (Amend. #3); SA-254-19YR (Amend. #3); SA-140-20FT (Amend. #2); SA-033-21YR (Amend. #1); SA-036-21YR (Amend. #1); SA-037-21YR (Amend. #1); SA-038-21YR (Amend. #1); SA-085-21YR (Amend. #1); SA-087-21YR (Amend. #3); SA-088-21FT (Amend. #1)
- B. **Rental Agreements:** R-022-23; R-028-23; R-036-23; R-038-23; R-061-23; R-062-23; R-063-23; R-068-23
 - i. **Rental Agreement Amendments:** R-059-23 (Amend. #1)
- C. **Active Joint Powers Authority Agreements** (New): 03222102; 03223006
- D. **Correspondence:**

Communications to the Board from members of public related to OCFEC business are identified below and included with the Board materials (available on the OCFEC website). Note that this agenda item includes only those communication(s) that were sent to the entire Board and CEO before the publication of this month's agenda. The deadline for correspondence to be included on the March 2023 agenda is March 10, 2023.

 - i. None.
- E. **CDFA Correspondence:**

Communications to the Board from the California Department of Food & Agriculture Division of Fairs & Expositions regarding relevant topics at Fairs and Expositions.

 - i. 1/25/2023 Circular Letter #F2023-02 2023 State Rules and Supporting documents

- End of Consent Calendar -

8. GOVERNANCE PROCESS

- A. **Annual Board Governance Policy Review by Governance Committee and Vote on Whether or Not to Adopt Recommended Updates**
Action Item
- B. **Discussion Regarding Pacific Amphitheatre Dressing Room Project and Vote on Whether or Not to Approve for 2023**
Action Item
- C. **Committee / Ad Hoc Committee / Liaison Report**
Information Item

To assure compliance with the Bagley-Keene Open Meeting Act, Committee reports are only for the purpose of the Committee chair, Ad Hoc Committee members or Liaison to provide a verbal update. Should the Board want to discuss any Committee work item not already on the agenda; those would need to be agendized for a future Board meeting.

- i. **Leadership Committee** (Chair Pham, Committee Chair; Vice Chair Kovacevich)
- ii. **Financial Monitoring and Audit Committee** (Director Kovacevich, Committee Chair; Director Bagneris)
- iii. **Facilities Committee** (Director Ruiz, Committee Chair; Director La Belle)
- iv. **Governance Committee** (Director Cervantes, Committee Chair; Director Rubalcava-Garcia)
- v. **Community Affairs Committee** (Director Bagneris, Committee Chair; Chair Pham)
- vi. **Entertainment and Business Development Committee** (Director Rubalcava-Garcia, Committee Chair; Director Cervantes)

9. CLOSED SESSION (Closed to the Public)

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

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

10. CEO'S OPERATIONAL ANNOUNCEMENTS AND UPDATES

11. BOARD OF DIRECTORS MATTERS OF INFORMATION

12. NEXT BOARD MEETING: MARCH 23, 2023

13. ADJOURNMENT

Respectfully submitted,

A handwritten signature in cursive script, reading "Michele A. Richards". The signature is written in black ink and is positioned above the printed name.

Michele A. Richards

Secretary-Treasurer

Chief Executive Officer, OCFEC

Date of notice: 3:00 p.m. February 13, 2023