

MINUTES OF OCFEC BOARD OF DIRECTORS MEETING HELD FEBRUARY 22, 2024

The following Minutes are a summary of Board action and proceedings. For a full transcript please click on the link below or visit the ocfair.com website.

https://s3.us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2024/02/06090113/24_02_February_Transcript.pdf

1. CALL TO ORDER:

Chair Kovacevich, called the meeting to order at 9:34 a.m.

2. MISSION STATEMENT

3. **PLEDGE OF ALLEGIANCE:** The Pledge of Allegiance was recited by Deputy Attorney General, Josh Caplan. Roll call was taken by meeting secretary, Summer Angus.

4. DIRECTORS PRESENT:

Chair Kovacevich, Vice Chair Bagneris (via Zoom), Director Rubalcava-Garcia, Director Ruiz, Director Bilezikjian and Director Jackson.

DIRECTORS ABSENT/EXCUSED: Director Pham and Director La Belle.

OTHERS PRESENT:

Michele Richards, OCFEC CEO; Ken Karns, OCFEC Chief Operating Officer; Joan Hamill, OCFEC Chief Business Development Officer; Melissa Au-Yeung, Chief Administrative Officer; Jason Jacobsen, Director Planning & Production; Summer Angus, OCFEC Executive Assistant; Thane Hollman, OCFEC Guest Experience Supervisor; Josh Caplan, Office of the Attorney General; Reginald Joseph, transcriptionist; student art competition winners Vincent Pham, Claire Chong, and Seylah Bae; Reggie Mundekis; Mary Slouka; Gibran Stout; Carolyn Beaver

5. MINUTES:

A. Board meeting held January 25, 2024

Action Item

ACTION: Director Jackson motioned and Director Rubalcava-Garcia seconded to approve the minutes from Board meeting held January 25, 2024. **MOTION CARRIED. AYES:** Chair Kovacevich, Vice Chair Bagneris, Director Rubalcava-Garcia, Director Bilezikjian and Director Jackson. **NAYES:** None. **ABSTENTIONS:** Director Ruiz.

8. GOVERNANCE PROCESS

A. Presentation to Winners of Youth Diversity Art Competition

Information Item

The Community Affairs Committee introduced the winners of the Youth Diversity Art Competition:

- 1st place Seylah Bae
- 2nd place Claire Chong
- 3rd place Vincent Pham

Each student made a presentation of how their piece highlights the diversity, equity and inclusion of Orange County. The Committee presented each student with a certificate and award check.

6. MATTERS OF PUBLIC COMMENT

Reggie Mundekis asserted the need for more vegetarian and vegan food offerings at the OC Fair. She shared resources for restaurant wholesale grocery stores and restaurants that offer vegetarian/vegan products in bulk and/or at wholesale. She suggested types of vegetarian/vegan ethnic foods that would be good fair food options.

Mary Slouka, Orange County horse trainer and stable owner, discussed the alleged closure of the equestrian center (EQC). She discussed the positive recreational opportunities and skills for children and adults the EQC and horses provide.

Gibran Stout spoke in support of the previous Board vote regarding the publicly focused model for the EQC. She shared there will be a free community open house on March 10 at noon with riding and vaulting exhibitions at the EQC. She invited the Board to come join. She shared support of a previous statement from one of the art students, that community will connect us forever.

7. CONSENT CALENDAR:

A. Standard Agreements: SA-019-24PA; SA-020-24PA; SA-025-24PA; SA-026-24PA; SA-027-24GE; SA-028-24GE; SA-029-24GE; SA-031-24AS; SA-032-24HB; SA-033-24HB; SA-034-24HB; SA-035-24HB; SA-036-24HB; SA-037-24HB; SA-038-24GE; SA-039-24GE; SA-040-24GE; SA-041-24GE; SA-043-24YR

i. Standard Agreement Amendments: SA-226-23YR (Amend. #1)

ii. Standard Agreement Amendments (Exercise Option): SA-140-20FT (Amend. #4); SA-033-21YR (Amend. #2); SA-036-21YR (Amend. #2); SA-037-21YR (Amend. #3); SA-038-21YR (Amend. #2); SA-087-21YR (Amend. #4); SA-088-21FT (Amend. #2); SA-048-22YR (Amend. #1); SA-079-22FTYR (Amend. #1); SA-084-22FT (Amend. #1); SA-085-22FTYR (Amend. #2); SA-086-22FT (Amend. #1); SA-087-22FT (Amend. #1); SA-088-22FT (Amend. #1)

B. Rental Agreements: R-014-24; R-015-24; R-043-24; R-044-24; R-054-24; R-064-24; R-065-24; R-066-24; R-068-24; R-069-24; R-071-24; R-073-24; RA-EQCBraHal-24; RA-EQCDiaSil-24; RA-EQCGanLi-24

i. Rental Agreement Amendments: R-042-24 (Amend. #1)

C. Active Joint Powers Authority Agreements (New): None.

- i. **Active Joint Powers Authority Agreement Amendments: 032-23-001**
(Amend. #1)

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 2024 agenda is March 15, 2024.

- 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. 12/28/2023 - F2023-08 2024 State Rules for California Fairs
- ii. 1/26/2024 - D2024-01 Sick Leave
- iii. 2/06/2024 – D2024-02 Bagley-Keene Open Meeting Act and CDFA Policy

- End of Consent Calendar –

ACTION: Director Ruiz motioned and Director Rubalcava-Garcia seconded to approve the Consent Calendar. **MOTION CARRIED. AYES: Chair Kovacevich, Vice Chair Bagneris, Director Rubalcava-Garcia, Director Ruiz, Director Bilezikjian and Director Jackson. NAYES: None. ABSTENTIONS: None.**

8. GOVERNANCE PROCESS (continued)

B. Vote on Whether or Not to Approve Text for Women's History Month Proclamation

Action Item

The Community Affairs Committee, Directors Rubalcava-Garcia and Jackson, presented the language for the proclamation for Women's history month.

CEO Richards stated the Community Affairs Committee recommends approval of the language for the Women's History Month proclamation to be presented to a prominent woman leader in the community the at March Board of Directors meeting.

ACTION: Director Bagneris motioned and Director Bilezikjian seconded to approve the text of the Women's History Month proclamation as presented. **MOTION CARRIED. AYES: Chair Kovacevich, Vice Chair Bagneris, Director Rubalcava-Garcia, Director Ruiz, Director Bilezikjian and Director Jackson. NAYES: None. ABSTENTIONS: None.**

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 Kovacevich, Committee Chair; Vice Chair Bagneris)
- ii. **Financial Monitoring and Audit Committee** (Director Pham, Committee Chair; Director Bilezikjian)
- iii. **Facilities Committee** (Director Ruiz, Committee Chair; Director Bilezikjian)
- iv. **Governance Committee** (Director La Belle, Committee Chair; Chair Kovacevich)
- v. **Community Affairs Committee** (Director Rubalcava-Garcia, Committee Chair; Director Jackson)

Chair Kovacevich, on behalf of the Leadership Committee, reported:

- Committee met on February 7 and discussed the agenda for the February Board meeting
- Next meeting is scheduled for March 13

Chair Bilezikjian, on behalf of the Financial Monitoring and Audit Committee, reported:

- The committee met on 2/15/24 and reviewed and discussed the following items:
 - Reviewed January 2024 financial reports (reports presented to the Board)
 - The organization's capital asset management program and potential impacts to the upcoming annual audit
 - Next meeting is scheduled for March 14

Director Ruiz, on behalf of the Facilities Committee, reported:

- Committee met on February 7 and reviewed and discussed the following:
 - CapX projects
 - Lot G storage project and storage issues
- Master Site Plan items
- Pacific Amphitheatre dressing rooms project
- Next meeting is scheduled for 3/6/24

Leigh-Ann Kazolas shared her excitement for the Board's community EQC vision. She shared her concerns with using the small green space for storage. She explained why the space is important to the EQC users – it is a place for people to sit and watch arena activities. She presented photos of past events that have utilized the space. She discussed how the green space could be used for revenue generating event space.

Carolyn Beaver also shared her excited with the Board's vision for the EQC. She stated it is not clear to her what the plans for the green space storage are. She asserted the space is an important area for the community, parents and observing people to be able to watch arena shows, riding lessons and other activities. She shared her concerns with having containers near riding areas. She recommended further work be done to imagine the best solution for the vision and that solve the needs of the fairgrounds.

Director Rubalcava-Garcia and Director Jackson, on behalf of the Community Affairs Committee, reported:

- The Committee met February 14 and discussed the following:
 - Women's History Month Proclamation (Agenda Item 8 B)
 - Potential recipients of the proclamation to represent women of Orange County
 - Student art mural competition (Agenda Item 8A)

CEO Richards continued OC FEC is currently celebrating Black History Month and proudly flying the Pan African flag.

9. CLOSED SESSION (Closed to the Public)

The Board adjourned to closed session at 10:10 a.m. and resumed at 10:23 a.m.

Items to report out of closed session: None.

10. CEO'S OPERATIONAL ANNOUNCEMENTS AND UPDATES

CEO Richards reported the following:

- Staff and Board members attended the Orange County Business Council annual meeting and dinner
- 2024 Pacific Amphitheatre sales off to a great start
 - Fair admission and every day passports on sale March 1
- KTTV News visit to and story about Centennial Farm classes
- Employees moving to other facilities on grounds in anticipation of administration building project
- Property faring well during the rain storms
- New Chief Business Development Officer, Michele Capps, joins the OC FEC Executive team March 11
- Monthly update for the EQC:
 - The potential EQC programming timeline

Joan Hamill, Chief Business Development Officer gave an update on upcoming events at OC FEC.

11. BOARD OF DIRECTORS MATTERS OF INFORMATION

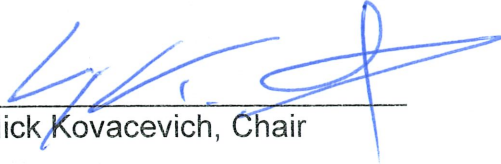
Board members made concluding comments:

- Appreciation to staff for the work they do
- Enjoyment of serving on the Community Affairs committee
- Excitement for the awards for the student art contest

12. NEXT BOARD MEETING: MARCH 28, 2024

13. ADJOURNMENT

The meeting adjourned at 10:44 a.m.



Nick Kovacevich, Chair



Michele Richards, Chief Executive Officer