

MINUTES OF OCFEC BOARD OF DIRECTORS MEETING HELD OCTOBER 24, 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/2024/10/15074145/24_10_October_Board_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 Director Robert Ruiz. Roll call was taken by meeting secretary, Summer Angus.

4. DIRECTORS PRESENT:

Chair Kovacevich, Vice Chair Bagneris, Director La Belle, Director Pham (arrived at 9:50 a.m.), Director Rubalcava-Garcia (Via Zoom), Director Ruiz, Director Bilezikjian (via Zoom) and Director Jackson.

DIRECTORS ABSENT/EXCUSED: None.

OTHERS PRESENT:

Michele Richards, OCFEC CEO; Ken Karns, OCFEC Chief Operating Officer; Melissa Au-Yeung, Chief Administrative Officer; Michele Capps, OCFEC Chief Business Development Officer; Jason Jacobsen, Director Planning & Production; Summer Angus, OCFEC Executive Assistant; Cassandra Scott, OCFEC Communications Associate; OCFEC Ag programs staff; Josh Caplan, Office of the Attorney General; Reginald Joseph, transcriptionist; Carolyn Beaver; Denise Xagorarakis

5. MINUTES:

A. Board meeting held September 26, 2024

Action Item

ACTION: Director La Belle motioned and Director Ruiz seconded to approve the Minutes from meeting held September 26, 2024. **MOTION CARRIED. AYES:** **Chair Kovacevich, Vice Chair Bagneris, Director La Belle, Director Rubalcava-Garcia, Director Ruiz, Director Bilezikjian and Director Jackson.** **NAYES:** None. **ABSTENTIONS:** None.

6. MATTERS OF PUBLIC COMMENT

Carolyn Beaver shared her concerns about the RFP issued for stall cleaning, feeding, and arena maintenance at the Equestrian Center. She criticized the timeline of the RFP as tight, speculating it could discourage bidders. She questioned the following in the RFP:

- Equipment requirements – less than five years old and AQMD requirements

- How firms will be incentivized to avoid waste in stall bedding and manure disposal
- Arena maintenance - rainy days when the arenas are sealed are not specifically spelled out in the RFP

She also noted the scope of work is smaller due to the reduction in stalls designated for private boarding.

7. CONSENT CALENDAR

A. Standard Agreements: SA-186-24SP; SA-228-24YR; SA-001-25SP; SA-002-25SP; SA-003-25SP; SA-004-25SP

i. Standard Agreement Amendments: SA-141-20YR (Amend. #6); SA-142-20FT (Amend. #3); SA-005-21MB (Amend. #4); SA-012-21YR (Amend. #5); SA-033-21YR (Amend. #3); SA-036-21YR (Amend. #3); SA-037-21YR (Amend. #4); SA-038-21YR (Amend. #3); SA-087-21YR (Amend. #5); SA-088-21YR (Amend. #3); SA-208-23SP (Amend. #1); SA-008-22FT (Amend. #2); SA-046-22FT (Amend. #4); SA-048-22YR (Amend. #2); SA-050-22YR (Amend. #2); SA-079-22FTYR (Amend. #2); SA-084-22FT (Amend. #2); SA-086-22FT (Amend. #2); SA-087-22FT (Amend. #2); SA-088-22FT (Amend. #2); SA-096-22FT (Amend. #2); SA-129-22FT (Amend. #2); SA-091-24FT (Amend. #2)

ii. Standard Agreement Amendments (Exercise Option): SA-006-22FT (Amend. #3); SA-004-22YR (Amend. #2); SA-049-22FT (Amend. #2); SA-085-22FTYR (Amend. #4); SA-025-23YR (Amend. #2); SA-046-23YR (Amend. #2); SA-047-23YR (Amend. #2); SA-084-23YR (Amend. #2);

B. Rental Agreements: R-006-24; R-110-24; R-131-24; R-133-24; R-135-24; R-136-24; R-137-24; R-138-24; R-139-24; R-141-24; R-142-24; R-001-25; R-002-25; R-004-25

i. Rental Agreement Amendments: R-083-24 (Amend. #2); R-002-25 (Amend. #1)

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

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 November 2024 agenda is November 7, 2024.

- i. 09/26/2024 Whitney Hodges, Sheppard Mullin - OCFEC Board September 26 2024 Hearing Agenda Item 9C Notice of Violations
- ii. 10/13/2024 Carolyn Beaver - Steps forward for Equestrian Center and Ranch Equine Program

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. None.

- End of Consent Calendar -

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

8. CLOSED SESSION (Closed to the Public)

The meeting adjourned to closed session at 9:45 a.m. and resumed at 10:50 a.m.

Items to report out of closed session: None.

10. GOVERNANCE PROCESS (*item moved*)

A. Presentation of 2023 Audit by Financial Monitoring & Audit Committee and Vote on Whether or Not to Accept

Action Item

CEO Richards introduced Adam Odom of audit firm Lance, Soll & Lunghard who gave the presentation of the 2023 financial audit, summarizing no deficiencies.

ACTION: Director Pham motioned and Vice Chair Bagneris seconded to approve the 2023 audit report and filing with CDFA. **MOTION CARRIED.** **AYES:** Chair Kovacevich, Vice Chair Bagneris, Director La Belle, Director Pham, Director Rubalcava-Garcia, Director Ruiz, Director Bilezikjian and Director Jackson. **NAYES:** None. **ABSTENTIONS:** None.

B. Vote on Whether or Not to Approve Staff Request for Out of State Travel to Attend the 2025 Western Fairs Association Convention January 19-22, in Reno, NV

Action Item

ACTION: Director La Belle motioned and Vice Chair Bagneris seconded to approve staff's request for out-of-state travel to attend the 2025 WFA Convention January 19-22 in Reno, Nevada. **MOTION CARRIED.** **AYES:** Chair Kovacevich, Vice Chair Bagneris, Director La Belle, Director Pham, Director Rubalcava-Garcia, Director Bilezikjian and Director Jackson. **NAYES:** None. **ABSTENTIONS:** None. (Director Ruiz stepped out of the meeting and was absent for this vote).

C. Presentation of Proposed 2025 Board Meeting Schedule and Vote on Whether or Not to Approve

Action Item

CEO Richards presented the proposed 2025 Board meeting dates. She highlighted that normally board meetings fall on the fourth Thursday of each month and that staff is requesting the January board meeting be moved to the following week due to the WFA convention which will be attended by staff and Board members.

ACTION: Vice Chair Bagneris motioned and Director Bilezikjian seconded to approve the 2025 Board meeting schedule as presented. **MOTION CARRIED.**
AYES: Chair Kovacevich, Vice Chair Bagneris, Director La Belle, Director Pham, Director Rubalcava-Garcia, Director Ruiz, Director Bilezikjian and Director Jackson. **NAYES:** None. **ABSTENTIONS:** None.

D. Consideration of and Vote on the Board of Directors Nominating Task Force Recommendation and Election of Board Officers
Action Item

Director Rubalcava-Garcia, on behalf of the Nominating Task Force, announced their recommendation that Chair Kovacevich and Vice Chair Bagneris serve a second term as Board Chair and Vice Chair.

Director Ruiz stated the committee would like to keep the continuity of the current Board Leadership. He also suggested the idea of two-year terms instead of one year terms.

The Chair and Vice Chair agreed to serve another term. Board members discussed continuity and praised their leadership over the past year.

ACTION: Director La Belle motioned and Director Pham seconded to approve Director Nick Kovacevich as Chair and Director Barbara Bagneris as Vice Chair for the 2024-2025 term. **MOTION CARRIED.** **AYES:** Chair Kovacevich, Vice Chair Bagneris, Director La Belle, Director Pham, Director Rubalcava-Garcia, Director Ruiz, Director Bilezikjian and Director Jackson. **NAYES:** None. **ABSTENTIONS:** None.

Board members suggested the Governance Committee look into policy making the Board leadership term a two-year term.

E. 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 October 9 to plan the October agenda
- Next meeting is 11/6/2024

Director Pham, on behalf of the Financial Monitoring and Audit Committee, reported:

- Committee met on October 16 and reviewed the September financials reports (CEO Richards presented the monthly reports numbers)
- Committee reviewed the audit with staff and audit firm LSL
- Budget study session is scheduled for November 13, 2024 at 4pm

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

- Committee met October 1 and did a walk-through the Administration building construction site
- Midway Restroom & Showers:
 - Plans are 60% complete
- The Ranch update:
 - Parking lot striping complete and new banner hanging on Arlington Dr. and Newport Blvd.

Denise Xagorarakis expressed gratitude for the opportunity to speak and thanked the Facilities Committee for addressing issues at the newly rebranded Ranch. She alleged unfavorable conditions over the summer that negatively impacted both horses and their owners, sharing she felt her horse's health was affected. She noted she signed the agreement criticizing deferred maintenance and the new deposit requirement that was not previously required. She acknowledged repairs to her horse's stall, thanking the Facilities Committee.

Photos were presented showing progress of the Administration building project (Ken Karns, Chief Operating Officer described photos shown).

CEO Richards confirmed the strategic planning meeting is scheduled for Friday November 15.

9. CEO'S OPERATIONAL ANNOUNCEMENTS AND UPDATES (item moved)

CEO Richards reported the following:

- Executive staff, Vice Chair Bagneris and Director Rubalcava-Garcia attended the annual OC Black Chamber gala event on September 26

- Staff toured the Facilities Committee at the Administration Building construction site on October 1
- The OC Pride Parade and Festival debuted at the OCFEC on October 5
 - OCFEC was honored with the Ally of the Year Award
- Director Rubalcava-Garcia and CEO Richards met with Judge Aguirre in person to present him the Board's Hispanic Heritage Month proclamation the prior week
- Robust budgets meetings were held with staff budget holders
 - The Finance Committee's Budget Study session is scheduled for November 13 at 4pm

Michele Capps, OCFEC Chief Business Development Officer, introduced OCFEC staff that worked on The Ranch programing and presentation. She also discussed development progress at the Ranch.

Board members praised their work on the presentation.

Director Rubalcava-Garcia left the meeting at 11:17 a.m.

11. UPCOMING EVENTS PREVIEW

CBDO Capps gave an update on upcoming events at OCFEC.

COO Karns gave an operational update.

12. BOARD OF DIRECTORS MATTERS OF INFORMATION

Board members made concluding comments:

- Great meeting and happy birthday wishes
- Congratulations to the Chair and Vice Chair on another term and the continued continuity
- Looking forward to Veggie Fest
- Governance Committee to look at Chair and Vice Chair terms
- Happy Halloween
- Congratulations to COO Karns becoming a grandfather
- Appreciation and praise to The Ranch team for the presentation
- Gratitude for the support and extension of the Chair Vice Chair term by Board Leadership

13. NEXT BOARD MEETING: NOVEMBER 21, 2024

14. ADJOURNMENT

The meeting adjourned at 11:43 a.m.

Nick Kovacevich, Chair

Michele Richards, Chief Executive Officer