

**MINUTES OF OCFEC BOARD OF DIRECTORS MEETING
HELD April 25, 2019**

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/2019/04/09152812/19_04_April_Transcript.pdf

1. CALL TO ORDER:

Chair Ruiz called the meeting to order at 9:05 a.m.

2. MISSION STATEMENT

3. PLEDGE OF ALLEGIANCE:

The Pledge of Allegiance was recited by Director Bagneris. Roll call was taken by Summer Angus.

4. DIRECTORS PRESENT:

Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Pham, Director Rubalcava and Director Meyer.

Director Rubalcava arrived at 9:47 a.m.

DIRECTORS ABSENT/EXCUSED: Director Pham.

OTHERS PRESENT:

Kathy Kramer, OCFEC CEO; Michele Richards, OCFEC Vice President, Business Development, Ken Karns, OCFEC Vice President, Operations; Summer Angus, OCFEC Executive Assistant; Nick Buffa, OCFEC Director Security & Traffic; Kelly Vu, OCFEC Supervisor, Contracts; Josh Caplan, Office of the Attorney General; Luis Hernandez, Stenographer; Vince Pollmeier; Reggie Mundekis; Adam Carleton; Jay Humphrey; Mary Spadoni; Connor Lock, City of Costa Mesa; Jennifer Christ, City of Costa Mesa;

5. CEO'S OPERATIONAL UPDATE

Kathy Kramer, OCFEC CEO, reported the following:

- She participated in two speaking engagements, representing the OCFEC: a panel discussion at the Society for Marketing Services Professionals luncheon; and at the Orange county Business Council, Chairman's Leadership breakfast
- She attended OneOC Spirit of Volunteers Award Luncheon, where OCFEC received The Spirit of Volunteers Award
- Staff attended the Long Beach LGBTQ Center's Black & White Ball
- Positive community culture expert, Mike Ganino, to speak and provide training at OCFEC staff orientation prior to fair
- She and Vice Chair Cervantes attended Centennial Farm's Ranch After School program annual banquet

She presented the 2019 March financials.

Ken Karns, OCFEC VP Operations, reported the following:

- Summarized a meeting between the 405 project team and OCFEC staff
- Gave an update on parking and storage initiatives

Director La Belle shared his appreciation for the work being done regarding 405 project and asked staff to encourage the public to take alternative routes.

Michele Richards provided a recap on Imaginology and an overview of the upcoming events.

Adam Carleton, OCFEC VP Finance, discussed a recent article regarding OCFEC Board action to bar unapproved employee separation agreements. He criticized CEO Kramer for her actions just prior to him being put on administrative time off. He discussed emails between CEO and the CDFA auditor.

6. PUBLIC COMMENTS

Reggie Mundekis requested the 2017 CDFA audit be released to the public immediately. She criticized Vanguard University for their policies regarding LGBTQ groups and marriage equality and alleged CEO Kramer broke the law when she sent them State money and OCFEC intellectual property. She asked the Board for an explanation why CEO Kramer is still employed.

Mary Spadoni discussed and criticized the new policy allowing outside animals/pets at PetExpo.

Kim Stanford, Equestrian Center (EQC) business owner, reminded the Board and staff that the EQC needs to be included in the future plans for the property in the property-wide infrastructure analysis and should be evaluated as an agricultural piece, not treated as commercial.

Vincent Pollmeier criticized the timing of the Board meetings for not being moved to evening meetings, allowing the working public to attend. He discussed an email he sent to the Board regarding the employee separation agreement issue in the 2016 CDFA audit and alleged that CEO Kramer committed fraud or theft.

Nick Berardino, Heroes Hall Veterans Foundation President, thanked everyone involved in the A4 Skyhawk project. He discussed the Orange County Board of Supervisors meeting where the Memorandum of Understanding was approved between the County of Orange and the OCFEC for the relocation of the A4 Skyhawk aircraft.

Anne shared she attended Imaginology and praised the event. She shared her concerns regarding money corrupting the fair.

Ana Vrska discussed and criticized the new policy allowing outside animals/pets at PetExpo. She urged the Board to consider changing the time of the Board meetings to the evening for more public participation. She alleged corporatization and semi-privatization of the fairgrounds and called for a change in executive management.

Beth Refakes requested the timeline schedule regarding the video recordings of the Board meetings. She shared her concerns regarding the impact on residence, from the 405 construction project, with cut through traffic. She spoke in opposition of allowing outside animals at PetExpo. She suggest to resolve the issues in the CDFA audit and move forward.

Griban Stout thanked the Board and staff for the EQC communication emails and the fire system. She discussed Club OC Vaulting participation in Imaginology. She discussed getting EQC events on the OCFEC website and FFA and 4H livestock exhibitor parking issues during fair.

Lisa Sabo thanked the Board for the fire alarm system and the communications email system. She discussed the non-profit Changing Strides and fundraising. She stated that EQC therapy is the fastest growing therapy in the United States.

7. MINUTES:

A. Board Meeting held February 28, 2019

Action Item

ACTION: Vice Chair Cervantes motioned and Director Bagneris seconded to review and approve the minutes from the Board meeting held February 28, 2019. **MOTION CARRIED. AYES:** Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. **NAYES:** None.

8. CONSENT CALENDAR

A. Standard Agreements: SA-054-19GE; SA-067-19GE; SA-075-19PA; SA-076-19PA; SA-077-19PA; SA-078-19PA; SA-079-19PA; SA-080-19PA; SA-082-19HB; SA-088-19AS; SA-091-19GE; SA-111-19GE; SA-118-19YR; SA-121-19PA; SA-125-19HB; SA-126-19SP; SA-127-19SP; SA-128-19GE; SA-129-19HB; SA-134-19HB; SA-138-19SP; SA-139-19SP; SA-140-19SP; SA-141-19SP; SA-144-19FT; SA-145-19FT; SA-146-19FT; SA-147-19FT; SA-150-19SP; SA-151-19SP; SA-152-19SP; SA-155-19FT; SA-156-19YR; SA-157-19YR; SA-158-19FT; SA-159-19FT; SA-161-19YR; SA-284-18YR

- B. Amendments: SA-117-15GL (Amend. #4)
- C. Interagency Agreements: SA-160-19IA
- D. Rental Agreements: R-023-19; R-025-19; R-026-19; R-085-19; R-061-19; R-076-19; R-089-19; R-092-19; R-097-19; R-099-19; R-100-19; R-101-19; R-102-19; R-103-19; R-106-19; R-107-19; R-108-19; R-109-19; RR-001-19
- E. Active Joint Powers Authority Agreements (New): 03218040
- F. Commercial Rental Agreements: 19001; 19017; 19072; 19073; 19077; 19087; 19088; 19089; 19103; 19104; 19105; 19110; 19156; 19167; 19172; 19175; 19180; 19181; 19182; 19212; 19214
- G. Concessions Rental Agreements: IMFO-13-19
- H. Judging Agreements: CA-002-19; CA-003-19; CA-004-19; CA-005-19; CA-006-19; CA-007-19; CA-008-19; CA-009-19; CA-010-19; CA-011-19; CA-012-19; CA-013-19; CA-014-19; CA-015-19; CA-016-19; CA-017-19; CA-018-19
- I. Merchandise/Service Rental Agreements: 19647
- J. Platinum Rental Agreements: 19702; 19705; 19708; 19710; 19711; 19721; 19724; 19728; 19730; 19733
- K. Correspondence:
Communications to the Board from the public in response to Board discussion or to comments made before the Board are to be listed on the meeting agenda and included in the Board materials as an item of public disclosure.
 - i. None.
- M. 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. Governor Newsom Proclaims State of Emergency

-End of Consent Calendar-

Director La Belle pulled Standard Agreements SA-141-19SP (AT&T Sponsorship) and SA-121-19PA (Pacific Symphony with Rick Springfield

performance) for discussion.

ACTION: Director Bagneris motioned and Vice Chair Cervantes seconded to review and approve the Consent Calendar with Standard Agreements SA-141-19SP (AT&T Sponsorship) and SA-121-19PA (Pacific Symphony with Rick Springfield performance) pulled for discussion. **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle and Director Rubalcava. NAYES: None. ABSENT: Director Meyer.**

Director La Belle disclosed his 287 shares invested in AT&T. He also asked that Standard Agreement SA-121-19PA (Pacific Symphony with Rick Springfield performance) be held over to Agenda Item 9J.

ACTION: Director Bagneris motioned and Director Aitken seconded to review and approve Standard Agreements SA-141-19SP (AT&T Sponsorship) of the Consent Calendar and hold Standard Agreement SA-121-19PA (Pacific Symphony with Rick Springfield performance) for discussion during Agenda Item 9J. **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. NAYES: None.**

Reggie Mundekis criticized the Board for voting before public comment on consent calendar items. She questioned the contracts for a sheriff's retirement party and the March of Dimes. She criticized CEO Kramer and Director Bagneris for being co-chairs of the March of Dimes event and not recusing themselves from the contract process, calling it self-dealing. She alleged the contract to be a gift of public funds and criticized the check for the platinum sponsorship.

Ana Vrska discussed the investigator contract and questioned why investigative services were needed. She criticized the investigation calling it a tactic of intimidation and a waste of money.

Female speaker spoke in opposition of the approval of the contract for the American Addiction Centers at the Laguna Treatment Hospital and discussed the issues with illegitimate sober living centers.

9. GOVERNANCE PROCESS:

A. Committee / Ad Hoc Committee / Liaison Reports Information Item

To assure compliance with the Bagley-Keene 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. Heroes Hall Veterans Foundation Board (Director La Belle, Chair; Vice Chair Cervantes)
- ii. Centennial Farm Foundation (Vice Chair Cervantes, Committee Chair)
- iii. Financial Monitoring Committee (Director Pham, Committee Chair; Director Mouet)
- iv. Legislative Monitoring Committee (Director Aitken; Committee Chair; Chair Ruiz)
- v. Tenant Liaison Committee (Director Pham, Committee Chair; Vice Chair Cervantes)
- vi. Board of Directors Governing Policy Manual Review Ad Hoc Committee (Director Meyer, Committee Chair; Director Bagneris)
- vii. Safety & Security Committee (Chair Ruiz, Committee Chair; Vice Chair Cervantes)
- viii. Master Site Plan Ad Hoc Committee (Director Aitken, Committee Chair; Director Rubalcava-Garcia)
- ix. Buildings and Maintenance Committee (Director Aitken, Committee Chair; Director Rubalcava-Garcia)
- x. Audit Ad Hoc Committee (Director Rubalcava-Garcia, Committee Chair; Meyer Director)

Director La Belle, on behalf of the Heroes Hall Veterans Foundation Board, reported:

- The committee met last week
- the Foundation continues to search for a grant writer and is conducting interviews for someone to help with fundraising efforts

Kramer, on behalf of the Financial Monitoring Committee, reported:

- She, staff and Director Pham reviewed the financials and discussed on a conference call; Director Pham approved the financials
- Updates to the PO system

Director Aitken, on behalf of the Legislative Monitoring Committee, reported:

- The 50/50 legislation is becoming cost prohibitive
 - The committee is considering to halt perusing the legislation
- Committee supports continued legislation representation
 - Possible State-wide legislation regarding gun shows on State property; committee to continue to monitor
 - Lobbyist and committee to continue to monitor legislation that affects the fairgrounds

Chair Ruiz discussed possible opportunities to partner with the Anaheim Duck or Angels in their 50/50 raffles.

Director Aitken, on behalf of the Buildings and Maintenance Committee, reported:

- The committee is moving forward, reviewing maintenance reports and property reports
- She suggested to temporarily sunset the Master Site Plan Ad Hoc committee

Director Rubalcava-Garcia, on behalf of the Audit Ad Hoc Committee, reported:

- Summarized the drafted response letter regarding the 2016 CDFA audit
 - Audit committee created
 - All auditor correspondence to go through the committee
 - Policy adopted to prohibited entering into separation agreements
 - Review of the contracting manual language and clarification
- The 2017 CDFA audit to be agendized for May or June

Director Meyer shared the CDFA auditor clarified the delay in receiving the results of the 2017 audit was solely to manpower at the CDFA Audit office.

Reggie Mundekis criticized the committee meetings for not being open to the public. She shared she was confused how the Board can set up the complicated mechanism of the board concierge function but cannot make Board committee meetings public. She criticized staff arranging tickets to for Director Bagneris' church group and not going having Tandem arrange a group sale. She urged the need for public committee meetings with agendas and minutes.

Adam Carleton discussed a nine month hold in the 2016 CDFA audit and criticized CEO Kramer for allegedly not responding property to the audit. He accused CEO Kramer of intentionally withholding the 2016 audit from the Board.

Carolyn Beaver spoke in support engaging a consultant for Board policy review. She urged the Board to consider adding policies when reviewing the policies. She discussed the importance of the Board understanding and setting the tone of the culture of organization; to promote transparency to drive staff behavior.

Anna Vrska urged the need for public committee meetings. She discussed looking at patterns, secrecy, the culture of the organization and responsibility. She suggested the Financial Monitoring Committee take a closer look at contracts. She agree with Director Aitken's comments regarding the Master Site Plan and the Building and Maintenance committees.

Director Meyer added as part of the Audit Committee, he reported:

- In talking with the auditor the committee learned the process of CDFA Audits; some ways similar to regular company or non-profit corporations and some respects they are very different
 - It is very regular to receive audit findings in the audit letter

B. Review and Approve Facilities Infrastructure Assessment Request for Proposal (RPF) Scope of Work

Action Item

Karns presented the staff report.

Karns answered for Director the final scope of work for the property-wide facilities infrastructure assessment (assessment) will take several months, information will be gained during events and some events will determine what can be done at that time. The cost of the assessment is related to the scope of work, not the time.

Director Aitken requested a schedule of the assessment and for the committee to receive interim updates and preliminary findings.

Director La Belle requested the vested property utilities and entities be kept in the loop. He added addressing health and safety issues.

Director Aitken confirmed the utilities are in the scope of work.

Reggie Mundekis suggested the language in the RFP be consistent whether to use contractor or consultant. She asked how the EQC and the historical buildings will be evaluated and if by a consultant familiar with them. She suggested adding lighting to the systems being evaluated. She criticized the RFP for not listing the EQC on the Appendix A.

Jay Humphrey suggested the evaluation of the parking lots be specifically identified in the RFP. He shared his thanks for the hearing support at the Board meetings. He echoed comments regarding scheduling evening and public committee meetings.

Anne spoke in support of saving historic buildings.

Carolyn Beaver criticized the RFP for not listing the EQC on the Appendix A. She urged that the EQC be included as part of management standard description of the business of the fairgrounds on like documents. She urged to use a consultant who is experienced with EQCs.

Director Meyer stated it would be appropriate to modify the Appendix A to include the EQC and parking. He. He motioned to approve with the modifications the Appendix A to include the EQC and parking, consider qualification requirements for bidders to have experience with equestrian, agriculture and historical buildings.

ACTION: Director Meyer motioned and Director La Belle seconded to review and approve Facilities Infrastructure Assessment Request for Proposal (RPF) Scope of Work and modifying the Appendix A to include the EQC and parking and consider qualification requirements for bidders to have experience with equestrian, agriculture and historical buildings. **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director**

Aitken, Director La Belle, r Rubalcava and Director Meyer.
NAYES: None.

The meeting broke for a short recess at 10:56 a.m. and resumed at 11:08 a.m.

C. Review and Approve Gate Security Invitation For Bid (IFB) Scope of Work

Action Item

Karns presented the staff report.

The Board and staff discussed the following in the IFB:

- The "low cost" language on cover of IFB
- In-house security versus outside contractor; staff intent to bring in-house; employment issues
- Contractor requirements; licensing; regulations; qualified bids
- Inclusivity and sensitivity training; customer service
- Differences between IFB and RFP

Reggie Mundekis spoke in opposition of using the IFB low cost process for this service. She urged the security function to be brought back in-house and shared her concerns that no cost-benefit analysis was completed. She urged the Board not to put this service as an IFB.

Ana Vrska echoed the sentiments of the last speaker. She urged using an RFP process instead of the using the IFB process.

Anne agree with the last two speakers. She discussed customer service issues she had had with the outside gate security in past years. She asked if the contracted company will be doing a Life Scan for their employees. She urged using a different company than the one used last year.

Further Board and staff discussion ensued regarding RFP versus IFB for this service. Director Mouet stated a RFP would be a better option for the service which Director Cervantes agreed.

Director La Belle motioned to move forward a RFP for security services and provide direction or the option to staff, if they determine in the next 48 hours, that they cannot meet the RFP schedule, that they have the ability to release the IFB.

ACTION: Director La Belle motioned and Vice Chair Cervantes seconded move forward with a Request for Proposal for gate security services and provide direction/option to staff, if they determine in the next 48 hours, that they cannot meet the RFP schedule, that they have the ability to release the Gate Security Invitation For Bid (IFB) as

presented.. **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. NAYES: None.**

D. Review and Approve the Memorandum of Understanding (MOU) Between OCFEC and the County of Orange for the Relocation of the A4 Skyhawk Aircraft from the County Facility in Santa Ana to the OC Fair & Event Center

Action Item

Karns presented the staff report.

Director Mouet briefly left the meeting and was absent for the vote.

ACTION: Director Bagneris motioned and Vice Chair Cervantes seconded to review and approve the Memorandum of Understanding (MOU) Between OCFEC and the County of Orange for the Relocation of the A4 Skyhawk Aircraft from the County Facility in Santa Ana to the OC Fair & Event Center. **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. NAYES: None. ABSENT: Director Mouet**

E. Review and Approve Installation Renderings for the A4 Skyhawk Design

Action Item

Karns presented the staff report.

Director La Belle discussed the following regarding the project:

- Vision
- Total budget between the county and OCFEC for the project
- Wanting a finished look
- Possibility of artificial turf in the future (this is outside of current scope of work)
- Educational opportunities
- Changing to five benches to represent the five branches of the military
- Heroes Hall Veterans Foundation to pay for plaques

Further Board and staff discussion regarding the design of the project:

- Possible fundraising by way of personalized bricks for purchase
- Board consensus for five bump out areas, benches or bench planters representing the five branches of the military

Beth Refakes spoke in support of the item and of incorporating five bump out areas. Spoke in support of the benches and the personalized

bricks are a good fundraiser. She suggested story boards and up lighting.

Director La Belle shared the objective is, to be out to bid in sufficient time to award the contract in advance of the fair and project completion by Veterans' Day in November.

ACTION: Director Meyer motioned and Vice Chair Cervantes seconded to review and approve installation renderings for the A4 Skyhawk design. **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. NAYES: None.**

F. Review and Approve Providing Event Space and Related Event Expenses, at No Charge, to the City of Costa Mesa for Their 2019 Independence Day Celebration on July 3, 2019

Action Item

Kramer presented the staff report.

Director Aitken asked the following:

- How will the event will be branded
- Regarding private sponsorship; what type of transparency will there be with the amount of private funds raised and how much
- Estimate of funds being raised
- Recouping costs if funds raised exceed cost

She asserted that the OCFEC Board should be involved in the process the entire way.

Connor Lock, City of Costa Mesa Chief of Staff, Costa Mesa's Mayor Pro Tem, expressed gratitude for the consideration of the event. He spoke about the proposed event:

- Family friendly event for Costa Mesa and County residence
- Regarding branding: Possible partnership with City of Costa Mesa, OCFEC, Travel Costa Mesa, Heroes Hall and various other private sponsors
- He outlined the event's financial contributions to date

Director Rubalcava-Garcia spoke about being a good neighbor and in support of Director Aitken's comments about recouping costs if funds raised exceed costs.

Kramer spoke about anticipated expenses and confirm that the City has not put an overall budget for the event together yet.

Lock explained funds raised from private sponsorship will go directly to vendors or contracted service providers. He added the overall event is

estimated at \$60,000 and funds raised in excess will go to improving the event with longer fireworks display, more services and community amenities.

Director Aitken asserted that OCFEC staff be included in planning the conversation regarding what funds are being raised and in all planning meetings, keeping the Board informed.

Kramer stated herself as well as OCFEC Events staff will be part of the process.

Director La Belle spoke in support of the event and echoed being a good neighbor.

Kramer inserted that it would be appropriate to have a post-event accounting and spoke about the possibility of the event becoming an annual event. Director Aitken agreed.

Beth Refakes criticized the previous City 4th of July event for costing approximately fifty dollars per person. She spoke in opposition of the OCFEC contribution amount stating OCFEC should not contribute more than the City.

Ana Vrska questioned the timing of the agenda item from the City Council meeting to the OCFEC agenda and questioned the transparency. She spoke in opposition of the amount of money being spent and criticized that there is not an appropriate accounting. She added OCFEC needs to pursue making sure all vendors following procedures and appropriately paying their sales tax.

Kramer proposed to amend the agenda item to include an agendaized post-event report and accounting.

Director Aitken added that events like this are exactly the type of events OCFEC should be support and spoke in support of Kramer's suggested amendment to the motion.

ACTION: Director Meyer motioned and Director Aitken seconded to review and approve providing event space and related event expenses, at no charge, to the City of Costa Mesa for their 2019 Independence Day Celebration on July 3, 2019 and to agendaize a post event report and accounting after the event. **MOTION CARRIED.**
AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. **NAYES:** None.

G. Review and Approve the Request for Proposal (RFP) Scope of Work for the Board of Directors Governance Consulting Services
Action Item

Director Meyer presented the staff report and draft RFP. He thanked Kelly Vu, OCFEC Contract Supervisor for her help to the committee. Meyer summarized the recommendations for the RFP to include comprehensive look at the policies, one on one input, public input, CDFA and Attorney General's Office input and to establish transparency.

Board discussion ensued regarding the RFP and the committee recommendations:

- The culture and core values of the organization
- Training
- Independent consultant
- Transparency
- Investment in process to do it right - amount to come back before the Board for approval

Reggie Mundekis spoke in support of the RFP and shared her appreciation for the work that went into it. She asked to amend the History and General Information section of the RFP information to include the EQC.

Ana Vrska spoke in support of the RFP and spoke to a culture of accountability, respect, and ethics and integrity. She read the definition of corruption and criticized executive staff. She spoke to the Board's responsibility and accountability.

ACTION: Director La Belle motioned and Director Rubalcava-Garcia seconded to review and approve the Request for Proposal (RFP) Scope of Work for the Board of Directors Governance Consulting Services **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. NAYES: None.**

Director Bagneris thanked Director Meyer for his leadership in the committee. She thanked CEO Kramer and Kelly Vu for their time and support.

H. Review and Approve Medal of Honor Courtyard Plaque Installation at Heroes Hall, Honoring Thomas P. Clark Jr., Distinguished Flying Cross Recipient
Action Item

Director La Belle presented background regarding the proposed plaque recipient.

ACTION: Director Aitken motioned and Vice Chair Cervantes seconded to review and approve Medal of Honor Courtyard Plaque Installation at Heroes Hall, Honoring Thomas P. Clark Jr., Distinguished Flying Cross Recipient. **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. NAYES: None.**

I. Review and Provide Staff Direction Regarding the Scope of Work for the Entertainment Booking Services Contract

Action Item

Director La Belle shared he asked to agendaize this for the Board to have an in-depth discussion relative to the scope of work for the entertainment booking services contract.

Board and staff discussion on the cost of the contract, and timing of the next RFP ensued.

Reggie Mundekis criticized the graphs presented in the staff report. She criticized the Pacific Amphitheatre and The Hangar entertainment acts for being the same each year and not being diverse enough. She called for the proposal to be reframed for diversity.

Ana Vrska spoke about diversity and change.

Director La Belle asked staff for a report and sales breakdown concert by concert: percentage of alcohol sales, merchandise sales, revenues etc.

Director Meyer suggested, with the close proximity of the annual fair, if the report could wait.

Director Bagneris moved to table the item until after the fair.

Director Rubalcava-Garcia asked that the last option year of the current contract be agendaized at the June meeting.

ACTION: Director Bagneris motioned and Director La Belle seconded to table item to a later date, after the 2019 OC Fair. **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. NAYES: None.**

**J. Discussion on Pacific Symphony Contract for Co-Produced 2017
Kenny Loggins Performance at the Pacific Amphitheatre**
Information Item

Director La Belle shared he would like to bring closure to the issue raised in letter from Friends and Neighbors of the Orange County Fairgrounds regarding the Pacific Symphony contract.

Richards explained the previous contract and amendment with the Pacific Symphony. She discussed deal points and the 50/50 split of co-production.

Board discussion ensued regarding the MOU and co-production language. Director La Belle requested to amend the MOU to reflect the 50/50 split in co-produced shows.

Reggie Mundekis criticized the MOU and CEO Kramer. She claimed CEO Kramer fabricated the 50/50 revenue sharing agreement. She criticized the amount of money paid to the Pacific Symphony and suggested to bring in the State auditor.

Carleton reiterated emails regarding calls between the State auditor and CEO Kramer after he was put on administrative time off. He discussed the Pacific Symphony partnership timeline and the MOU. He criticized CEO Kramer for the timing of the contract on the consent calendar and alleged fraud.

Ana Vrska spoke about transparency and honesty and read the definition of corruption again. She shared her concerns regarding the contracts. She made a public records request for all paperwork regarding the \$75,000 and the intellectual property given to Vanguard University and the records regarding the fireworks item on the consent calendar.

ACTION: Director La Belle motioned and Director Bagneris seconded to approve consent calendar item SA-121-PA19 (Pacific Symphony/Rick Springfield). **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Bagneris, Director Mouet, Director Aitken, Director La Belle, Director Rubalcava and Director Meyer. NAYES: None.**

10. CLOSED SESSION

The meeting broke for closed session at 12:59 p.m. and resumed at 2:14 p.m.

11. BOARD OF DIRECTORS MATTERS OF INFORMATION

Director Rubalcava-Garcia took her kids to Imaginology and how much of a community giveback it was.

Director Meyer impressed with every staff member that he comes in contact with and shared his appreciation for all their contributions.

Director Bagneris shared she also attended Imaginology and that the event and the fair keeps getting better and better each year. She shared her appreciation of staff.

12. NEXT BOARD MEETING: MAY 23, 2019

13. ADJOURNMENT MOTION TO ADJOURN

The meeting adjourned at 2:18 p.m.



Robert Ruiz, Chair



Kathy Kramer, Chief Executive Officer