



The following financial reports as of May 31, 2019 and 2018 are enclosed for your reference.

### Income Statement

For the five months ended May 31, 2019, year-to-date net proceeds were a negative \$4.8M. This is favorable to the budgeted negative proceeds of \$6.3M by \$1.5M.

Total revenues of \$5.8M exceeded budget of \$5.5M by \$346K. Ticketmaster signing bonus, Ticketmaster revenue share and increased interest earnings all contributed to the increase in revenue for this period.

Total operating expenses of \$10.6M were favorable to budget of \$11.7M by \$1.1M. Payroll and related costs were under budget by \$289K, Supplies and Equipment was under budget by \$315K and Major Projects was under budget by \$254K. The other variances are mostly due to the timing of expenses.

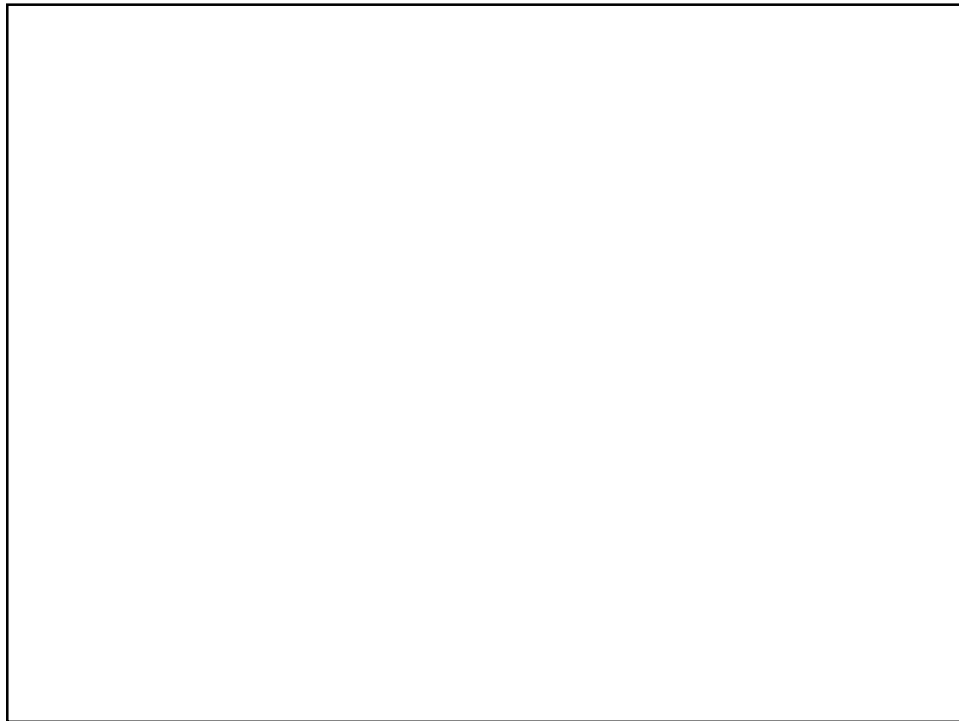
### Balance Sheet

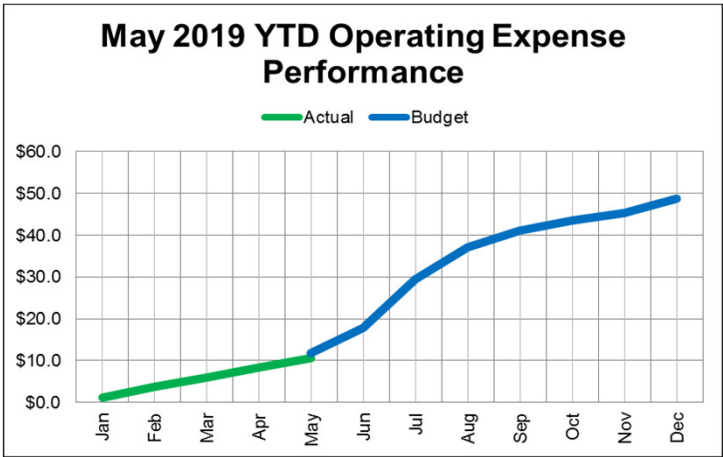
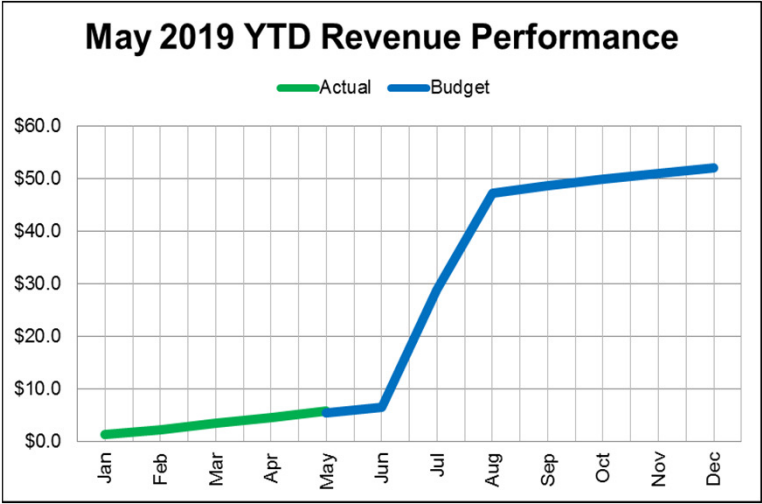
As of May 31, 2019 Accounts Receivable was \$1.6M vs. \$1.8M at the end of May of the prior year. Deferred Revenues were \$10.3M as of May 31, 2019 compared to \$10.2M in the prior year.

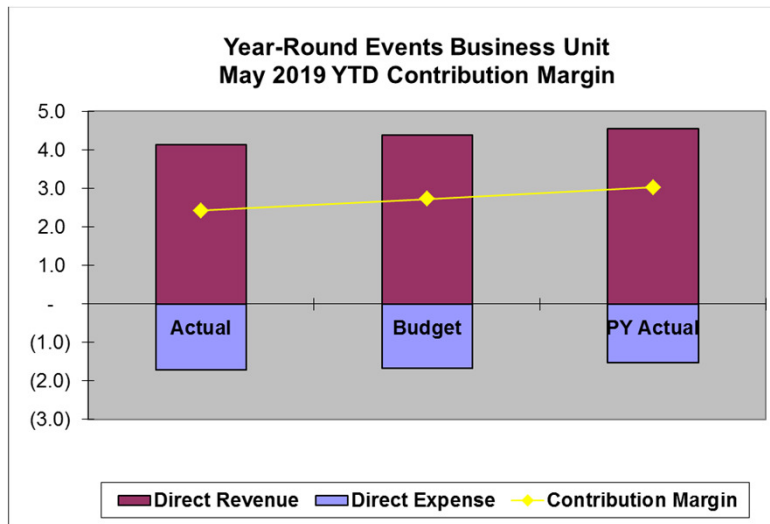
### Statement of Cash Flows

As of May 31, 2019, OCFEC's Cash and Investments were \$54.3M vs. \$47.6M a year ago, an increase of \$6.7M over the same period ending last year. Surplus cash is invested in the State LAIF account.

32<sup>nd</sup> DAA  
OC Fair & Event Center  
Year to Date  
Business Unit Financial Results  
As of May 31, 2019

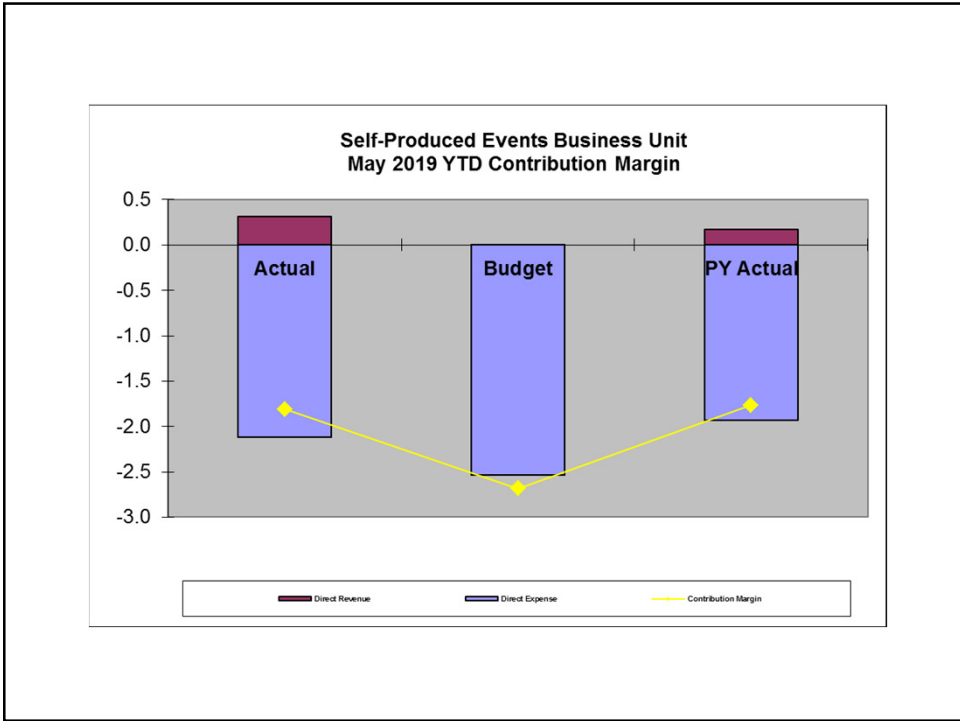






### Year-Round Events Business Unit Contribution Margin Statement Year to Date as of May, 2019

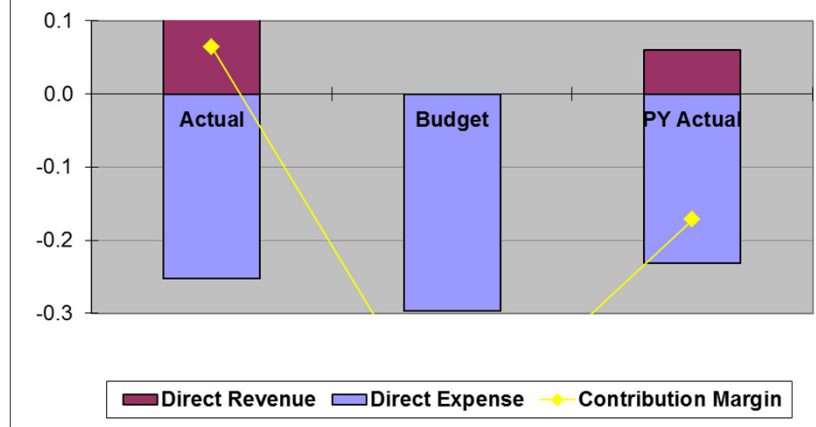
	2019 Year to Date Actual	2019 Year to Date Budget	2018 Year to Date Actual	2019 Full Year Budget
Rental of Facilities	1.4	1.5	1.5	3.8
Personnel Services	0.7	0.8	0.7	1.9
Concessions	0.5	0.5	0.6	1.2
Equipment Rentals	0.3	0.3	0.3	0.8
Admissions/Parking	1.1	1.2	1.4	2.6
Other Revenue	0.0	0.0	0.0	0.1
<b>Total Direct Revenue</b>	<b>\$ 4.1</b>	<b>\$ 4.4</b>	<b>\$ 4.5</b>	<b>\$ 10.5</b>
Payroll/Related	1.1	1.1	1.0	2.7
Outside Services	0.2	0.1	0.1	0.3
Supplies/Equipment/Rentals	0.1	0.1	0.1	0.1
Facility/Related	0.3	0.3	0.2	0.6
Marketing/Related	0.1	0.1	0.1	0.2
Other Expense	0.0	0.0	0.1	0.0
<b>Total Direct Expense</b>	<b>1.7</b>	<b>1.7</b>	<b>1.5</b>	<b>3.9</b>
<b>Contribution to Overhead and CapEx</b>	<b>\$2.4</b>	<b>\$2.7</b>	<b>\$3.0</b>	<b>\$6.6</b>



**Self-Produced Events Business Unit  
Contribution Margin Statement  
Year to Date as of May, 2019**

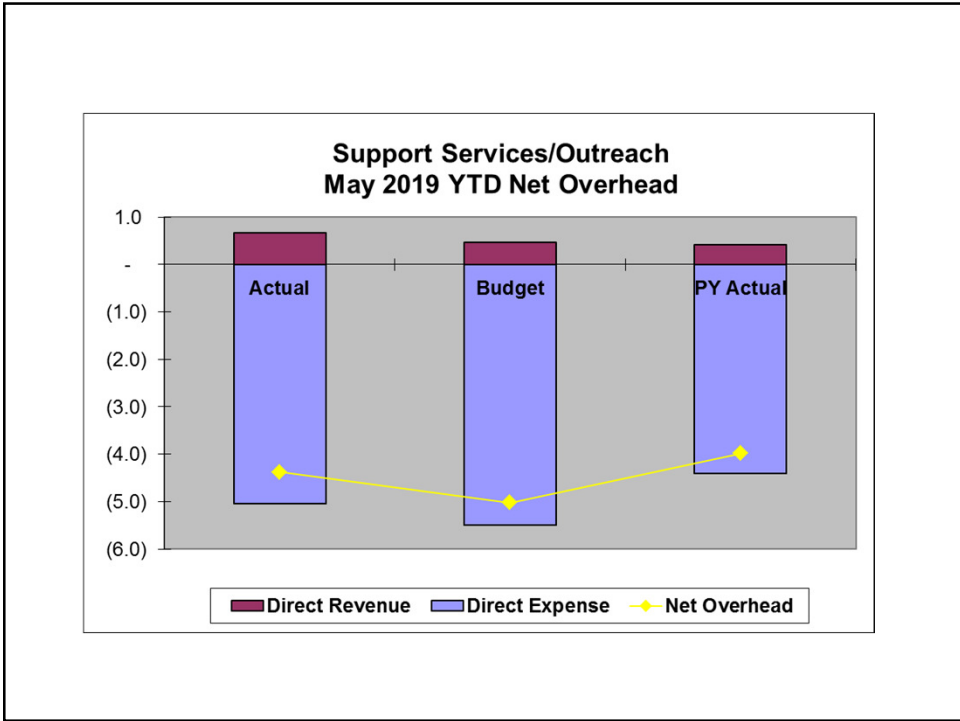
	2019 Year to Date Actual	2019 Year to Date Budget	2018 Year to Date Actual	2019 Full Year Budget
Admissions	0.0	0.0	0.0	(9.1)
Concessions	0.0	(0.0)	0.0	(8.6)
Carnival	0.0	0.0	0.0	(4.1)
Sponsorships	0.0	(0.0)	0.0	(1.8)
Commercial Space	0.0	(0.0)	0.0	(1.4)
Parking	0.0	0.0	0.0	(2.3)
Other Revenue	0.3	(0.1)	0.1	(1.6)
Total Direct Revenue	0.3	(0.1)	0.2	(29.0)
Payroll/Related	1.2	1.3	1.1	6.7
Outside Services	0.4	0.3	0.3	4.2
Marketing/Related	0.2	0.3	0.2	1.7
Supplies/Equipment/Rentals	0.3	0.5	0.2	2.5
Attractions	0.0	0.0	0.0	1.3
Other Expense	0.0	0.1	0.1	2.1
Total Direct Expense	2.1	2.5	1.9	18.4
Contribution to Overhead and CapEx	(\$1.8)	(\$2.7)	(\$1.8)	(\$10.6)

**Pacific Amphitheatre Business Unit  
May 2019 YTD Contribution Margin**



**Pacific Amphitheatre Business Unit  
Contribution Margin Statement  
Year to Date as of May, 2019**

	2019	2019	2018	2019
	Year to Date	Year to Date	Year to Date	Full Year
	Actual	Budget	Actual	Budget
Ticket Sales	0.3	0.0	0.1	9.4
Facility Fee	0.0	0.0	0.0	0.9
Concessions	0.0	0.0	0.0	0.1
Parking	0.0	-0.1	0.0	0.5
Sponsorship	0.0	0.0	0.0	0.0
Other Revenue	0.0	0.0	0.0	0.3
<b>Total Direct Revenue</b>	<b>\$ 0.3</b>	<b>\$ (0.18)</b>	<b>\$ 0.1</b>	<b>\$ 11.2</b>
Performers' Fees	0.0	0.0	0.0	5.1
Outside Services	0.1	0.3	0.1	1.6
Marketing/Related	0.1	0.0	0.1	0.0
Supplies/Equipment/Rentals	0.0	0.0	0.0	0.1
Payroll/Related	0.0	0.0	0.0	0.2
Other Expense	0.0	0.0	0.0	0.2
<b>Total Direct Expense</b>	<b>\$ 0.3</b>	<b>\$ 0.3</b>	<b>\$ 0.2</b>	<b>\$7.3</b>
<b>Contribution to Overhead and CapEx</b>	<b>\$0.1</b>	<b>(\$0.5)</b>	<b>(\$0.2)</b>	<b>\$3.9</b>



### Support Services/Outreach Business Unit Net Overhead Summary Year to Date as of May, 2019

	2019 Year to Date Actual	2019 Year to Date Budget	2018 Year to Date Actual	2019 Full Year Budget
Interest	0.5	0.4	0.3	-1.0
Facility Rentals	0.1	0.1	0.1	-0.1
Other Revenue	0.1	0.1	0.1	-0.2
Total Revenue	\$0.7	\$0.5	\$0.4	(\$1.3)
Payroll/Related	3.4	3.6	2.8	9.2
Facility/Related	0.6	0.6	0.6	1.9
Supplies/Telephone/Postage	0.3	0.4	0.3	0.8
Outside Services	0.4	0.4	0.3	0.7
Insurance	0.2	0.2	0.1	0.4
Other Expense	0.2	0.3	0.3	0.7
Total Expense	\$5.0	\$5.5	\$4.4	\$13.7
Net Overhead	(\$4.4)	(\$5.0)	(\$4.0)	(\$15.0)
Non-Cash Expenses:				
Depreciation Expense	\$1.4	\$1.4	\$1.4	\$3.4
Total Non-Cash Expense	\$1.4	\$1.4	\$1.4	\$3.4

**32nd D A A - OC Fair & Event Center  
Balance Sheet (Unaudited)  
May 31, 2019 and 2018**

	2019	2018
<b>Assets</b>		
Cash	\$ 2,765,320	\$ 2,148,534
Investments	51,555,536	45,467,932
Accounts Receivable	1,624,542	1,828,037
Reserve for Bad Debt	(26,779)	(22,192)
Prepaid Expenses	98,911	625,570
Deferred Outflows - Pension	5,488,718	4,332,393
<b>Total Assets</b>	<b>61,506,248</b>	<b>54,380,274</b>
Capital Projects in Process	823,244	2,360,490
Land	133,553	133,553
Buildings and Improvements	95,875,663	93,071,569
Equipment	7,509,743	7,326,656
Accumulated Depreciation	(55,849,983)	(52,393,981)
<b>Total Capital</b>	<b>48,492,220</b>	<b>50,498,287</b>
<b>Total Assets</b>	<b>\$ 109,998,468</b>	<b>\$ 104,878,561</b>
<b>Liabilities</b>		
Accounts Payable	643,851	502,907
Deferred Revenue	10,299,568	10,202,064
Payroll Liabilities	720,409	420,930
Deposits	5,335	8,131
Other Liabilities	-	436,674
Compensated Absences Liability	1,078,416	987,550
Deferred Inflows - Pension	163,845	36,550
Pension Liability	17,556,172	15,917,666
<b>Total Liabilities</b>	<b>30,467,596</b>	<b>28,512,472</b>
<b>Net Resources</b>		
Investment in Capital Assets	48,634,898	50,498,287
Net Resources - Designated Use	563,003	959,341
Net Resources - Available for Operations	47,375,324	40,792,741
Unrestricted Net Position - Pension	(12,231,299)	(11,621,823)
Net Resources - Auction Fund	(5,822)	4,299
	84,336,104	80,632,845
Net Proceeds from Operations	(4,805,232)	(4,266,756)
<b>Total Net Resources</b>	<b>79,530,872</b>	<b>76,366,089</b>
<b>Total Liabilities and Net Resources</b>	<b>\$ 109,998,468</b>	<b>\$ 104,878,561</b>



**32nd D A A - OC Fair & Event Center**  
**Statement of Operations - Detailed (Unaudited)**  
**May 31, 2019 and 2018**

	2019 Year to Date Amount	Budget Year to Date Amount	Budget Variance	2018 Year to Date Amount	Year over Year Variance	Full 2019 Budget
<b>OCFEC-PRODUCED EVENT REVENUE</b>						
<b>ADMISSIONS TO GROUNDS</b>						
Gate Admissions	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 8,428,000
Advance Admissions	-	-	-	-	-	3,289,772
Subtotal	-	-	-	-	-	11,717,772
COMMERCIAL SPACE RENTALS	7,775	1,295	6,480	2,045	5,730	1,418,410
<b>CARNIVAL &amp; CONCESSIONS</b>						
Carnival	-	-	-	-	-	4,086,571
Concessions	377	3,722	(3,345)	3,172	(2,795)	8,681,975
Subtotal	377	3,722	(3,345)	3,172	(2,795)	12,768,546
<b>EXHIBITS REVENUE</b>						
Entry Fees	69,998	58,099	11,899	57,991	12,007	87,085
Exhibit Awards	-	-	-	-	-	3,878
Garden Classes & Misc Sales	4,947	6,672	(1,725)	6,564	(1,617)	26,882
Subtotal	74,945	64,771	10,174	64,555	10,390	117,845
ATTRACTIONS REVENUE	320,129	51,868	268,261	63,219	256,910	8,356,635
<b>MISC OCFEC-PRODUCED EVENT REVENUE</b>						
Parking	-	133,700	(133,700)	-	-	2,569,825
Sponsorships	47,644	19,200	28,444	45,287	2,357	1,819,150
Livestock Auction Receipts	-	-	-	-	-	288,595
Camping	-	-	-	-	-	99,700
Exhibitor Fees	800	200	600	200	600	39,700
Miscellaneous Other Self Produced Revenue	510,000	292,660	217,340	91,666	418,334	293,660
Subtotal	558,444	445,760	112,684	137,153	421,291	5,110,630
<b>TOTAL OCFEC-PRODUCED EVENT REVENUE</b>	<b>961,670</b>	<b>567,416</b>	<b>394,254</b>	<b>270,144</b>	<b>691,526</b>	<b>39,489,838</b>
<b>RENTAL REVENUE</b>						
<b>RENTAL OF FACILITIES</b>						
Grounds Wide Rentals	25,150	24,500	650	24,500	650	29,500
Building 10	136,806	153,200	(16,394)	140,700	(3,894)	373,000
Building 12	63,600	91,200	(27,600)	80,855	(17,255)	216,900
Building 14	60,988	64,000	(3,013)	47,850	13,138	131,000
Building 16	54,600	44,300	10,300	34,100	20,500	78,500
The Hangar	82,863	111,300	(28,438)	75,875	6,988	319,500
Parade of Products	32,588	32,900	(313)	26,917	5,671	104,100
Breezeway	14,788	14,800	(13)	8,800	5,988	38,700
Wine Courtyard	375	400	(25)	350	25	8,100
Silo Building	1,250	2,200	(950)	1,170	80	3,400
Millennium Barn	1,050	2,900	(1,850)	-	1,050	8,300
Little Theater	8,250	-	8,250	2,100	6,150	10,100
Baja Blues Restaurant	5,525	5,600	(75)	5,200	325	16,100
Parking Lot	877,057	878,085	(1,028)	944,891	(67,834)	2,131,754
Lawns	1,250	3,100	(1,850)	7,250	(6,000)	23,700
Event Camping	31,136	23,100	8,036	26,110	5,026	76,200
Festival Grounds	4,313	-	4,313	11,500	(7,188)	44,400
Mall	11,550	12,300	(750)	11,200	350	68,200
Grandstand Arena	2,600	2,700	(100)	6,500	(3,900)	32,200
Trailer Rallies	1,110	-	1,110	-	1,110	400
Individual Camping	22,590	29,400	(6,811)	29,362	(6,772)	47,200
Pacific Amphitheater	-	7,100	(7,100)	8,500	(8,500)	19,300
Subtotal	1,439,436	1,503,085	(63,649)	1,493,729	(54,294)	3,780,554
<b>OTHER RENTAL EVENT REVENUES</b>						
Interim Admissions	121,728	136,100	(14,372)	136,134	(14,405)	515,100
Interim Parking	1,018,549	1,123,300	(104,751)	1,279,331	(260,782)	2,615,346
Revenue from Personnel Services	741,787	786,785	(44,998)	726,146	15,641	1,920,225
Equipment Rentals	318,984	327,800	(8,816)	322,814	(3,831)	889,525
Year-Round Concessions	374,417	397,200	(22,783)	456,788	(82,371)	930,800
Outside Caterers	126,763	130,200	(3,437)	142,147	(15,384)	296,100
Outdoor Signs	20,000	20,000	-	20,000	-	48,630
Subtotal	2,722,228	2,921,385	(199,157)	3,083,360	(361,132)	7,215,726

**32nd D A A - OC Fair & Event Center**  
**Statement of Operations - Detailed (Unaudited)**  
**May 31, 2019 and 2018**

	2019 Year to Date Amount	Budget Year to Date Amount	Budget Variance	2018 Year to Date Amount	Year over Year Variance	Full 2019 Budget
<b>EQUESTRIAN CENTER REVENUES</b>						
Stall Rentals	55,255	55,021	234	55,021	234	138,580
Subtotal	55,255	55,021	234	55,021	234	138,580
<b>OTHER RENTAL REVENUES</b>						
Miscellaneous Rental Revenues	25,261	22,868	2,393	63,441	(38,180)	473,018
Subtotal	25,261	22,868	2,393	63,441	(38,180)	473,018
<b>TOTAL RENTAL REVENUE</b>	<b>4,242,179</b>	<b>4,502,359</b>	<b>(260,180)</b>	<b>4,695,551</b>	<b>(453,372)</b>	<b>11,607,878</b>
<b>TOTAL OPERATING REVENUE</b>	<b>5,203,849</b>	<b>5,069,775</b>	<b>134,074</b>	<b>4,965,695</b>	<b>238,154</b>	<b>51,097,716</b>
<b>NON-OPERATING REVENUE</b>						
Interest Earnings	515,637	356,603	159,034	273,834	241,803	959,633
Discounts Earned	12,617	11,031	1,586	11,031	1,586	30,417
Grants	50,780	17,725	33,055	17,725	33,055	41,087
Donations	4,363	2,583	1,780	3,406	957	48,393
Prior Year Revenue	18,000	591	17,409	(8,865)	26,865	(591)
<b>TOTAL NON-OPERATING REVENUE</b>	<b>601,397</b>	<b>388,533</b>	<b>212,864</b>	<b>297,131</b>	<b>304,266</b>	<b>1,078,939</b>
<b>TOTAL REVENUE</b>	<b>5,805,246</b>	<b>5,458,308</b>	<b>346,938</b>	<b>5,262,826</b>	<b>542,419</b>	<b>52,176,655</b>
<b>OPERATING EXPENSES</b>						
Payroll and Related:						
Salaries/Wages - Permanents	2,749,034	2,826,526	77,492	2,381,178	(367,855)	7,050,757
Salaries/Wages - Overtime	17,872	15,904	(1,968)	17,075	(797)	72,027
Salaries/Wages - Temporaries	1,073,018	1,089,172	16,154	885,152	(187,866)	6,243,084
Employee Benefits	1,817,357	1,955,420	138,063	1,528,144	(289,213)	5,127,369
Travel Expense	42,001	75,461	33,460	38,802	(3,199)	131,155
Training and Recruiting Expense	26,806	52,971	26,165	48,089	21,284	99,704
Subtotal	5,726,087	6,015,454	289,367	4,898,440	(827,647)	18,724,096
Professional Services:						
Professional Services	975,193	1,066,406	91,213	788,617	(186,576)	6,783,899
Judges	7,459	8,301	842	5,428	(2,030)	42,351
Subtotal	982,651	1,074,707	92,056	794,045	(188,606)	6,826,250
Directors Expense:						
Directors Expense	771	2,738	1,967	4,950	4,179	3,040
Directors Mtg Expense	12,147	10,556	(1,591)	4,739	(7,408)	16,807
Subtotal	12,919	13,294	375	9,689	(3,229)	19,847
Insurance Expense	165,729	182,578	16,849	143,985	(21,745)	407,583
Telephone & Postage	87,908	94,613	6,705	78,146	(9,762)	190,815
Supplies and Equipment:						
Office Supplies	53,966	98,752	44,786	57,344	3,378	198,766
Signs/Banners	29,749	71,983	42,234	16,718	(13,031)	130,712
Decorations/Props	109,990	110,158	168	102,945	(7,044)	261,728
Small Equipment	10,215	34,317	24,102	14,362	4,148	50,029
Audio Visual	6,851	21,972	15,121	13,184	6,333	29,013
Software	11,608	11,665	57	10,723	(886)	21,975
Computer Hardware & Peripherals	10,000	20,642	10,642	18,207	8,208	33,400
Farm	25,120	32,350	7,230	25,761	641	82,950
Ticketing/Wristbands	28,795	39,720	10,925	16,893	(11,902)	101,589
Equipment Rental	220,753	342,155	121,402	95,790	(124,962)	2,083,551
Equipment Maintenance & Supplies	75,034	80,125	5,091	69,725	(5,310)	210,926
Uniforms & Laundry	26,745	59,738	32,993	50,467	23,722	114,217
Subtotal	608,824	923,577	314,753	492,120	(116,704)	3,318,856
Facility and Related:						
Maintenance of Buildings/Grounds	166,521	161,150	(5,371)	108,031	(58,490)	353,800
Utilities	259,873	307,427	47,554	275,038	15,165	1,259,655
Trash/Waste Removal	319,699	313,700	(5,999)	278,018	(41,682)	1,827,505
Rental of Facilities	-	500	500	-	-	800
Special Repairs	165,320	191,500	26,180	151,703	(13,617)	559,000
Subtotal	911,413	974,277	62,864	812,789	(98,624)	4,000,760

**32nd D A A - OC Fair & Event Center**  
**Statement of Operations - Detailed (Unaudited)**  
**May 31, 2019 and 2018**

	2019 Year to Date Amount	Budget Year to Date Amount	Budget Variance	2018 Year to Date Amount	Year over Year Variance	Full 2019 Budget
Publicity and Related:						
Photography	3,520	4,250	730	2,380	(1,140)	18,306
Newsletters	-	-	-	-	-	850
Contests	-	1,718	1,718	1,718	1,718	1,778
Printing	27,195	117,636	90,441	37,156	9,961	133,371
Advertising - Outdoor	7,411	1,500	(5,911)	3,000	(4,411)	251,502
Advertising - Radio	126,688	15,000	(111,688)	105,176	(21,512)	175,000
Advertising - TV	7,500	-	(7,500)	-	(7,500)	500,000
Advertising - Print	9,829	62,235	52,406	19,056	9,227	178,860
Advertising - Online	74,846	41,989	(32,857)	23,366	(51,480)	262,974
Promotional Expense	67,877	64,694	(3,183)	66,565	(1,313)	85,315
Brochure Printing	18,165	2,800	(15,365)	-	(18,165)	7,500
Buttons Printing	7,806	6,100	(1,706)	7,758	(48)	6,100
Media Relations	-	1,000	1,000	790	790	12,000
Public Relations Expense	34,941	10,184	(24,757)	28,292	(6,649)	112,053
Design & Production	-	600	600	-	-	1,200
Sponsorships	95,956	55,200	(40,756)	143,462	47,506	337,700
Special Projects	9,805	138,013	128,208	139,358	129,553	183,303
Subtotal	491,538	522,919	31,381	578,076	86,538	2,267,812
Self-Produced Events Attractions Expense:						
Arena/Hangar Acts	-	-	-	-	-	650,000
Grounds Acts	16,700	22,000	5,300	12,700	(4,000)	592,229
Major Acts	-	-	-	-	-	4,990,000
Attractions Expense	156	-	(156)	13,953	13,797	166,190
Subtotal	16,856	22,000	5,144	26,653	9,797	6,398,419
Other Self-Produced Event Expense:						
Competition Handbook	-	3,349	3,349	1,249	1,249	3,349
Jr. Livestock Auction Costs	4	-	(4)	-	(4)	298,738
Subtotal	4	3,349	3,345	1,249	1,245	302,087
Premium Expense:						
Cash Premiums	1,640	2,500	860	1,390	(250)	105,000
Trophies, Ribbons	19,375	10,564	(8,811)	12,406	(6,969)	29,738
Subtotal	21,015	13,064	(7,951)	13,796	(7,219)	134,738
Other Operating Expenses:						
Cash Shortages/(Overages)	(1,050)	7	1,057	(998)	52	17,330
Dues & Subscriptions	33,605	39,292	5,687	30,853	(2,752)	59,248
Bank Charges	51,488	93,191	41,703	64,034	12,545	375,748
Miscellaneous Expense	17,241	17,531	290	30,254	13,013	247,236
Subtotal	101,284	150,021	48,737	124,142	22,858	699,562
<b>TOTAL OPERATING EXPENSE</b>	<b>9,126,229</b>	<b>9,989,853</b>	<b>863,624</b>	<b>7,973,131</b>	<b>(1,153,098)</b>	<b>43,290,825</b>
<b>Non-Operating Expenses</b>						
Depreciation Expense	1,400,000	1,400,000	-	1,375,000	(25,000)	3,360,000
Major Projects	82,924	337,000	254,076	65,089	(17,835)	1,157,000
Net Pension Adjustment - GASB 68	-	-	-	-	-	900,000
Prior Year Expense	1,325	-	(1,325)	116,362	115,037	-
<b>TOTAL NON-OPERATING EXPENSE</b>	<b>1,484,249</b>	<b>1,737,000</b>	<b>252,751</b>	<b>1,556,451</b>	<b>72,202</b>	<b>5,417,000</b>
<b>TOTAL EXPENSES</b>	<b>10,610,478</b>	<b>11,726,853</b>	<b>1,116,375</b>	<b>9,529,583</b>	<b>(1,080,895)</b>	<b>48,707,825</b>
<b>NET PROCEEDS</b>	<b>\$ (4,805,232)</b>	<b>\$ (6,268,545)</b>	<b>\$ 1,463,313</b>	<b>\$ (4,266,756)</b>	<b>\$ (538,476)</b>	<b>\$ 3,468,830</b>

**32nd District Agricultural Association  
OC Fair & Event Center  
Costa Mesa, CA**

**Statement of Cash Flows (Unaudited)  
For the Five Months Ended May 31, 2019 and 2018**

	<b>2019</b>	<b>2018</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Excess of Expenses Over Revenues	\$ (4,805,232)	\$ (4,266,745)
Adjustment to Reconcile Excess of Revenue Over Expenses to Net Cash Provided by Operating Activities:		
Non-Cash Charges (Credits) to Net Income		
Depreciation Expense	\$ 1,400,000	\$ 1,375,000
(Increase) Decrease in Assets		
(Increase) Decrease in Accounts Receivable	(628,337)	(1,167,274)
(Increase) Decrease in Prepaid Expenses	41,560	(552,656)
Increase (Decrease) in Liabilities		
Increase (Decrease) in Accounts Payable	(587,308)	(254,352)
Increase (Decrease) in Deferred Revenue	9,408,940	9,665,025
Increase (Decrease) in Payroll Liabilities	95,626	(18,936)
Increase (Decrease) in Deposits	(145,965)	(23,971)
Total Adjustments	\$ 9,584,516	\$ 9,022,836
<b>Net Cash Provided (Used) by Operating Activities</b>	<b>\$ 4,779,284</b>	<b>\$ 4,756,091</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
(Increase) Decrease in Capital Projects in Progress	\$ (682,298)	\$ (717,121)
<b>Net Cash Provided (Used) by Investing Activities</b>	<b>\$ (682,298)</b>	<b>\$ (717,121)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
<b>Net Cash Provided (Used) by Financing Activities</b>	<b>0</b>	<b>0</b>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>\$ 4,096,986</b>	<b>\$ 4,038,970</b>
Cash and Cash Equivalent - Beginning of Period	50,230,751	43,577,496
<b>Cash and Cash Equivalent - End of Period</b>	<b>\$ 54,327,737</b>	<b>\$ 47,616,466</b>

**32nd DAA - OC Fair & Event Center**  
**Capital Expenditures & Major Projects Spending (Unaudited)**  
**For the Five Months Ended May 31, 2019**

Description	2019 Approved Budget	2019 Spending	2019 Remaining Budget
<b>Buildings and Improvements</b>			
Concrete Sealants - Main Mall	\$ -	\$ 20,473	\$ (20,473)
Property Survey	80,000	80,000	-
Property Signage	100,000	37	99,963
Storm Water Infrastructure	300,000	-	300,000
HVAC - Ranch House	35,000	34,391	609
HVAC - Costa Mesa Bldg.	70,000	58,750	11,250
HVAC - Huntington Beach Bldg.	60,000	58,750	1,250
HVAC - Los Alamitos Bldg.	17,000	6,894	10,106
Flooring - Event Operations	20,000	11,718	8,282
Vestibule and Flooring - Hangar	45,000	-	45,000
Trailer Renovation - Pac Amp	20,000	-	20,000
Awning - Security Compound	25,000	27,785	(2,785)
Landscaping Renovation - Gate 10	40,000	-	40,000
Lighting - Pac Amp	125,000	-	125,000
Awning - Box Office	8,000	-	8,000
Asphalt Repair - ASA	50,000	15,870	34,130
Seal & Stripe - Parking Lot	150,000	-	150,000
Parking Lot Repair - Lot G	900,000	-	900,000
Parking Lot Repair - Exterior	150,000	63,630	86,370
Parking Lot Repair - Interior	150,000	71,405	78,595
Way Finding Signage	100,000	1,385	98,615
Carnival Sewers	-	8,488	(8,488)
Carnival Asphalt - Kidland	-	21,760	(21,760)
Carnival Electrical - Lot G	-	27,966	(27,966)
<b>Total Buildings and Improvements</b>	<b>\$ 2,445,000</b>	<b>\$ 509,302</b>	<b>\$ 1,935,698</b>

**32nd DAA - OC Fair & Event Center**  
**Capital Expenditures & Major Projects Spending (Unaudited)**  
**For the Five Months Ended May 31, 2019**

Description	2019 Approved Budget	2019 Spending	2019 Remaining Budget
<b>Furniture &amp; Equipment</b>			
Network Server	\$ 80,000	\$ 10,680	\$ 69,320
Wi-Fi	30,000		30,000
Timecenter Software Upgrade	-	20,015	\$ (20,015)
85' Genie Boom Lift	175,000	-	175,000
Emergency Generator - IT	450,000	-	450,000
Forklift - LP/Gas, 5000 lb.	45,000	-	45,000
Security Camera - Centennial Farm	8,000	-	8,000
PA System - Centennial Farm	5,000	-	5,000
Folding Chairs (300)	12,000	10,729	1,271
Portable Sound Monitoring	30,000	6,264	23,736
Board Room AV System	30,000	31,570	(1,570)
Key Watcher System	7,000	7,076	(76)
Road Barrier	50,000	-	50,000
Electrical Work - Costa Mesa Bldg.	20,000	1,035	18,965
Digital Equipment	5,000	2,568	2,432
Portable Rolling Bleachers	30,000	-	30,000
Compactor - Main Yard	45,000	-	45,000
Electrical Storage Containers	5,500	5,426	74
Cable Ramps	10,000	9,972	28
2-Yard Trash Dumpsters	25,000	23,862	1,138
Stanchions/Carts	10,000	9,763	237
Portable Electric Panels	25,000	-	25,000
Fair Material	20,000	-	20,000
Exhibit Equipment	50,000	9,566	40,434
Picnic Tables	10,000	-	10,000
Aluminum Barricades	15,000	-	15,000
All grounds PA System	30,000	-	30,000
<b>Total Furniture &amp; Equipment</b>	<b>\$ 1,222,500</b>	<b>\$ 148,526</b>	<b>\$ 1,073,974</b>

**32nd DAA - OC Fair & Event Center**  
**Capital Expenditures & Major Projects Spending (Unaudited)**  
**For the Five Months Ended May 31, 2019**

Description	2019 Approved Budget	2019 Spending	2019 Remaining Budget
<b>Major Projects</b>			
Sky Hawk Relocation	\$ 100,000	\$ 47,791	\$ 52,209
Storage Facility Rental	200,000	-	200,000
Light Towers	10,000	-	10,000
Security Bollards	45,000	-	45,000
All Grounds Audit	500,000	7,100	492,900
Keyless Entry - Heroes Hall	20,000	8,407	11,593
Solar Charging Stations	20,000	19,625	375
Office Changes - Administration Bldg.	25,000	-	25,000
Canopy - Main Gate	45,000	-	45,000
Vestibule Doors	40,000	-	40,000
Electrical Boxes	30,000	-	30,000
Electrical Upgrades - Lot P	7,500	-	7,500
Floor Repairs - Rental Building	30,000	-	30,000
Restroom Repair - Facilities	10,000	-	10,000
Storm Water Management	75,000	-	75,000
<b>TOTAL MAJOR PROJECTS</b>	<b>\$ 1,157,500</b>	<b>\$ 82,923</b>	<b>\$ 1,074,577</b>
<b>TOTAL CAPITAL BUDGET &amp; MAJOR PROJECTS</b>	<b>\$ 4,825,000</b>	<b>\$ 740,751</b>	<b>\$ 4,084,249</b>
<b>Contingency Fund</b>	<b>\$ 150,000</b>	<b>\$ 24,471</b>	<b>\$ 125,529</b>
<b>TOTAL CAPITAL BUDGET, MAJOR PROJECTS &amp; CONTINGENCY FUNDS</b>	<b>\$ 4,975,000</b>	<b>\$ 765,222</b>	<b>\$ 4,209,778</b>

**OC Fair & Event Center  
Accounts Payable Checks Summary  
May 2019**

<b>Check No.</b>	<b>Date</b>	<b>Vendor Name</b>	<b>Amount</b>
86152	5/6/2019	VOID	-
86298	5/15/2019	VOID	-
86320	5/7/2019	VOID	-
86398	5/3/2019	CWF, Inc. dba A1 Event & Party Rental	1,990.99
86399	5/3/2019	AAA Oil, Inc. dba California Fuels & Lu	1,622.08
86400	5/3/2019	Aquatic Service, Inc.	626.00
86401	5/3/2019	AT&T	4,774.43
86402	5/3/2019	AT&T	108.07
86403	5/3/2019	Bandsintown, LLC	500.00
86404	5/3/2019	Bandsintown, LLC	500.00
86405	5/3/2019	Bar None Group,dba Pacific Coast Enterta	2,211.85
86406	5/3/2019	Bill Young Productions, Inc.	950.00
86407	5/3/2019	Brad's Concrete Cutting, Inc.	787.50
86408	5/3/2019	California Fair Services Authority	30,634.39
86409	5/3/2019	Costa Mesa Chamber Of Commerce	5,000.00
86410	5/3/2019	Conetrix - Compu-Share, Inc.	283.50
86411	5/3/2019	CR&A Custom, Inc.	8,525.20
86412	5/3/2019	Employment Development Department	100.00
86413	5/3/2019	Fair Media Solutions, LLC	1,747.50
86414	5/3/2019	Governance Sciences Group, Inc/FlashVote	4,900.00
86415	5/3/2019	Haaker Equipment Company	1,777.85
86416	5/3/2019	Hahn & Bowersock, Inc.	1,604.00
86417	5/3/2019	Haitbrink Asphalt Paving, Inc.	1,500.00
86418	5/3/2019	Madeleine Spencer	200.00
86419	5/3/2019	Martin Container, Inc.	967.39
86420	5/3/2019	Neopost, USA, Inc.	1,593.35
86421	5/3/2019	nQativ, LLC	562.50
86422	5/3/2019	NVUS Productions LLC DBA Spocom USA	3,078.00
86423	5/3/2019	Pacific General Cleaning Service	1,639.95
86424	5/3/2019	Pitney Bowes Inc.	459.22
86425	5/3/2019	Ricoh Americas Corporation	436.97
86426	5/3/2019	Cano & Cano Ent. Inc dba, Screenworks	9,189.70
86427	5/3/2019	Quijote Corporation dba Sensis	73,538.16
86428	5/3/2019	Southern California Edison	3,475.59
86429	5/3/2019	Spectra	1,294.77
86430	5/3/2019	Vital Link	1,388.00
86431	5/3/2019	West Coast Emergency Medical Services	2,208.00
86432	5/3/2019	West Coast Aerial Photography, Inc.	1,250.00
86433	5/3/2019	World Pet Association, Inc aka: Pet Expo	361,936.95
86434	5/9/2019	Association of State CA Supervisors	72.00
86435	5/9/2019	AT&T	108.07
86436	5/9/2019	Barbara Delores Gomez	40.00
86437	5/9/2019	Boca Systems, Inc.	16,878.67
86438	5/9/2019	Bureau of Security & Investigative Svcs	40.00
86439	5/9/2019	California Boring, Inc.	3,800.00
86440	5/9/2019	California Technology Agency	870.54



**OC Fair & Event Center  
Accounts Payable Checks Summary  
May 2019**

<b>Check No.</b>	<b>Date</b>	<b>Vendor Name</b>	<b>Amount</b>
86441	5/9/2019	California Fair Services Authority	2,578.40
86442	5/9/2019	California Fair Services Authority	990.00
86443	5/9/2019	California Fair Services Authority	104.00
86444	5/9/2019	Citi Bank	2,687.57
86445	5/9/2019	Citi Bank	835.26
86446	5/9/2019	CCS Orange County Janitorial, Inc.	701.38
86447	5/9/2019	CR&A Custom, Inc.	6,542.80
86448	5/9/2019	DeltaCare USA	673.25
86449	5/9/2019	Delta Dental Plan Of California	5,667.37
86450	5/9/2019	Elaine Kumamoto	116.00
86451	5/9/2019	Franchise Tax Board	134.64
86452	5/9/2019	Franchise Tax Board	136.11
86453	5/9/2019	Fusco Engineering, Inc.	2,451.25
86454	5/9/2019	Haagmade, Inc.	11,901.17
86455	5/9/2019	Haaker Equipment Company	829.41
86456	5/9/2019	IUOE, Craft/Maint. Division	1,291.60
86457	5/9/2019	JJJ Floor Covering, Inc.	7,995.00
86458	5/9/2019	Kaiser Permanente	48,453.87
86459	5/9/2019	Kastl Amusements	26.00
86460	5/9/2019	Lisa Sexton	7,713.41
86461	5/9/2019	Mariana Sanchez	121.90
86462	5/9/2019	Michael Goulding DBA Mike Goulding Photo	340.00
86463	5/9/2019	Nicole Hill	9.00
86464	5/9/2019	Orange County Treasurer-Tax Collector	36,126.64
86465	5/9/2019	One Touch Solutions, Inc.	256.78
86466	5/9/2019	Richard Cannon	40.00
86467	5/9/2019	SEIU Local 1000 CA State Employees Asso.	2,368.67
86468	5/9/2019	Sharp Concepts	15.00
86469	5/9/2019	Sunbelt Rentals, Inc.	369.10
86470	5/9/2019	Thermal Concepts, Inc.	338.00
86471	5/9/2019	The Gas Company	720.32
86472	5/9/2019	TreeRing Workforce Solutions, Inc.	6,935.74
86473	5/9/2019	United States Treasury	516.74
86474	5/9/2019	Woodworker West Magazine	250.00
86475	5/9/2019	Xerox Corporation	614.97
86476	5/16/2019	22nd District Agriculture Association	1,371.88
86477	5/16/2019	CWF, Inc. dba A1 Event & Party Rental	52,854.43
86478	5/16/2019	AT&T	1,911.24
86479	5/16/2019	California Fair Services Authority	583.00
86480	5/16/2019	Christian Hackett	100.00
86481	5/16/2019	City of Costa Mesa	3,600.00
86482	5/16/2019	CCS Orange County Janitorial, Inc.	5,990.13
86483	5/16/2019	Department of Forestry & Fire Protection	19,234.80
86484	5/16/2019	Employment Development Department	100.00
86485	5/16/2019	Fire Sprinkler Inspections, Inc.	8,518.50
86486	5/16/2019	Haagmade, Inc.	3,645.84

**OC Fair & Event Center  
Accounts Payable Checks Summary  
May 2019**

<b>Check No.</b>	<b>Date</b>	<b>Vendor Name</b>	<b>Amount</b>
86487	5/16/2019	Haitbrink Asphalt Paving, Inc.	1,500.00
86488	5/16/2019	Jerry Liu & Associates	5,937.50
86489	5/16/2019	Joe A. Gonsalves & Son	5,000.00
86490	5/16/2019	Juicy's Brett Enright	188.00
86491	5/16/2019	Lisa Bonnett	385.52
86492	5/16/2019	Melody Avena	395.35
86493	5/16/2019	Michael Goulding DBA Mike Goulding Photo	2,040.00
86494	5/16/2019	Gravity Technologies Inc.	547.00
86495	5/16/2019	Orange County Treasurer-Tax Collector	8,310.79
86496	5/16/2019	Orange County Arborists, Inc.	9,360.00
86497	5/16/2019	O.C. Special Event Security, Inc.	1,680.00
86498	5/16/2019	OutFront Media LLC	4,411.00
86499	5/16/2019	Patriot Environmental Laboratory Service	1,325.00
86500	5/16/2019	Plant Nappy North America	4,778.28
86501	5/16/2019	Pre-Fab Builders, Inc.	1,900.00
86502	5/16/2019	PRG (California), Inc. (Production Resou	18,030.00
86503	5/16/2019	RK Diversified Entertainment, Inc.	4,400.00
86504	5/16/2019	SoCal WaterSmart PAL Program	145,200.00
86505	5/16/2019	Southern California Edison	4,144.98
86506	5/16/2019	South Coast Air Quality	132.98
86507	5/16/2019	SPK Technologies LLC	2,400.00
86508	5/16/2019	Terry Moore	177.00
86509	5/16/2019	Tour Design Creative Services	470.00
86510	5/16/2019	United Site Services Of America	484.13
86511	5/16/2019	Wade Tift	4,999.00
86512	5/16/2019	West Coast Emergency Medical Services	216.00
86513	5/16/2019	Woodworker West Magazine	250.00
86514	5/16/2019	World Pet Association, Inc aka: Pet Expo	2,924.72
86515	5/23/2019	AAA Oil, Inc. dba California Fuels & Lu	1,909.94
86516	5/23/2019	Action Golf Cart Rentals	6,654.17
86517	5/23/2019	American Vintage Designs	1,293.00
86518	5/23/2019	Artistic Upholstery	2,850.00
86519	5/23/2019	AT&T	80.10
86520	5/23/2019	AT&T	2,164.58
86521	5/23/2019	Bar None Group,dba Pacific Coast Enterta	1,657.09
86522	5/23/2019	Burke,Williams & Sorensono, LLP	270.00
86523	5/23/2019	California Fair Services Authority	86,609.90
86524	5/23/2019	California Fair Services Authority	120.00
86525	5/23/2019	Christian Hackett	300.00
86526	5/23/2019	CCS Orange County Janitorial, Inc.	30,397.93
86527	5/23/2019	CR&R Inc.	5,431.61
86528	5/23/2019	Department of Human Resources Cal HR	1,360.00
86529	5/23/2019	Employment Development Department	14,551.07
86530	5/23/2019	Eisel Enterprises, Inc.	1,131.38
86531	5/23/2019	Franchise Tax Board	162.21
86532	5/23/2019	Haagmade, Inc.	5,994.33

**OC Fair & Event Center  
Accounts Payable Checks Summary  
May 2019**

<b>Check No.</b>	<b>Date</b>	<b>Vendor Name</b>	<b>Amount</b>
86533	5/23/2019	Hi-Way Safety Rental, Inc.	1,250.00
86534	5/23/2019	JamBase, Inc.	1,500.00
86535	5/23/2019	Jerry Liu & Associates	4,597.50
86536	5/23/2019	Johanna C. Svensson	338.03
86537	5/23/2019	KC Landscape Development, Inc.	6,920.00
86538	5/23/2019	Khavarian Enterprises, Inc. dba Vision C	3,500.00
86539	5/23/2019	Leslie Trasport	650.00
86540	5/23/2019	Lisa Sexton	7,713.41
86541	5/23/2019	Lopez Works, Inc.	31,980.25
86542	5/23/2019	McLaughlin Waste Equipment, Inc.	18,958.48
86543	5/23/2019	Morley Group, Inc	7,000.00
86544	5/23/2019	nQativ, LLC	675.00
86545	5/23/2019	Orange County Business Council	1,500.00
86546	5/23/2019	Orange County Overhead Door Company, Inc	170.00
86547	5/23/2019	One Touch Solutions, Inc.	256.78
86548	5/23/2019	Pacific General Cleaning Service	204.05
86549	5/23/2019	Sand Sports Super Show	777.50
86550	5/23/2019	Southern California Edison	35,097.49
86551	5/23/2019	Spectra	6,735.07
86552	5/23/2019	Summit Environmental Services, Inc.	6,837.32
86553	5/23/2019	TalentWise, Inc.dba Sterling Talent Solu	1,616.70
86554	5/23/2019	Thermal Concepts, Inc.	4,657.94
86555	5/23/2019	TreeRing Workforce Solutions, Inc.	6.25
86556	5/23/2019	Ungerboeck Systems Inc.	1,618.75
86557	5/23/2019	Verizon Wireless	2,700.55
86558	5/23/2019	Williams Scotsman, Inc.	8,475.53
86559	5/29/2019	Abbie Putman	255.00
86560	5/29/2019	Tanya Bannyan	255.00
86561	5/30/2019	Alamo Amusements	296.00
86562	5/30/2019	AT&T	4,760.79
86563	5/30/2019	AT&T	108.07
86564	5/30/2019	California Concrete Ready Mix, Inc.	4,190.00
86565	5/30/2019	Cassie Trent	1,225.00
86566	5/30/2019	Certified Transportation Services, Inc.	3,500.64
86567	5/30/2019	CCS Orange County Janitorial, Inc.	12,563.96
86568	5/30/2019	CR&A Custom, Inc.	569.03
86569	5/30/2019	Culinary Lab, Inc.	6,205.40
86570	5/30/2019	Department of Justice	7,395.00
86571	5/30/2019	Employment Development Department	100.00
86572	5/30/2019	Eric Groff	72.00
86573	5/30/2019	Hahn & Bowersock, Inc.	1,719.50
86574	5/30/2019	Hi-Way Safety Rental, Inc.	1,250.00
86575	5/30/2019	Kastl Amusements	523.00
86576	5/30/2019	Kathy Kramer	94.00
86577	5/30/2019	Like-Nu Concrete, Inc.	10,236.50
86578	5/30/2019	March of Dimes Foundation	204.50

**OC Fair & Event Center  
Accounts Payable Checks Summary  
May 2019**

<b>Check No.</b>	<b>Date</b>	<b>Vendor Name</b>	<b>Amount</b>
86579	5/30/2019	Mesa Water District	16,456.03
86580	5/30/2019	Next Level Elevator, Inc.	150.00
86581	5/30/2019	OC Marathon, The	2,770.32
86582	5/30/2019	Orange County Wine Society, Inc.	125.00
86583	5/30/2019	Responsive Drip Irrigation,LLC	646.53
86584	5/30/2019	Ricoh Americas Corporation	1,804.32
86585	5/30/2019	Ricoh Americas Corporation	1,697.51
86586	5/30/2019	Rite-Way Roofing Corporation	24,471.00
86587	5/30/2019	Sectran Security, Inc.	92.00
86588	5/30/2019	Quijote Corporation dba Sensis	23,839.25
86589	5/30/2019	Sound Media Fusion, LLC	2,640.00
86590	5/30/2019	Spectra	208.91
86591	5/30/2019	Sunbelt Rentals, Inc.	597.05
86592	5/30/2019	Super Color Digital	957.00
86593	5/30/2019	The Activation Group	1,018.00
86594	5/30/2019	Thermal Concepts, Inc.	808.88
86595	5/30/2019	Vy Phorn	237.55
86596	5/30/2019	Young Wan K - Universal Structures	2,000.00
<b>Total May 2019 AP Checks</b>			<b>1,490,236.26</b>

**OC Fair & Event Center  
Electronic Payments Summary  
May 2019**

<b>Reference No.</b>	<b>Date</b>	<b>Vendor Name</b>	<b>Amount</b>
E4564	5/3/2019	PAYPAL, INC.	59.95
E15604812	5/6/2019	CA Public Employees Retirement System	3,530.30
E15604860	5/6/2019	CA Public Employees Retirement System	290.32
E15644912	5/6/2019	CA Public Employees Retirement System	376.89
E15644913	5/6/2019	CA Public Employees Retirement System	7,341.89
E15644914	5/6/2019	CA Public Employees Retirement System	15,751.68
E15644915	5/6/2019	CA Public Employees Retirement System	24,130.72
E15644916	5/6/2019	CA Public Employees Retirement System	5,009.54
E15644917	5/6/2019	CA Public Employees Retirement System	742.89
E15604780	5/7/2019	CA Public Employees Retirement System	207,259.66
E15298558	5/9/2019	CA Public Employees Retirement System	1.26
E15604826	5/17/2019	CA Public Employees Retirement System	3,595.83
E15604866	5/17/2019	CA Public Employees Retirement System	177.44
E15644911	5/19/2019	CA Public Employees Retirement System	235.92
E15635223	5/23/2019	CA Public Employees Retirement System	3,233.89
E15635258	5/23/2019	CA Public Employees Retirement System	114.86
E91b45b6a35	5/24/2019	US Bank	163,851.15
<b>ACH Banking Fees / Credit Card Fees / Payroll Tax Transactions</b>			
American Express Credit Card Fees			716.90
Authorize.Net Fees			61.00
Banking Analysis Fee			482.49
Chargebacks			
Gateway Services Fees			102.60
Global Pay Fees			95.31
Merchant Service Bankcard Fees			8,729.32
Paymentech Credit Card Merchant Fees			12,975.29
Payroll Taxes			95,488.51
Uaccept.com			58.00
<b>Total May 2019 Electronic Payments</b>			<b>554,413.61</b>