

ORANGE COUNTY FAIR & EVENT CENTER
BOARD OF DIRECTORS

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BOARD OF DIRECTORS MEETING,)

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OC Fair & Event Center
Administration Building
88 Fair Drive
Costa Mesa, California

Saturday, July 27, 2019

10:30 a.m.

JOB NO. 3467071

Reported by:

LUIS R. HERNANDEZ

PAGES 1-44

1 APPEARANCES OF ATTENDEES:

2 BOARD OF DIRECTORS:

3 BOARD CHAIR ROBERT RUIZ

4 VICE CHAIR SANDRA CERVANTES

5 DIRECTOR BARBARA BAGNERIS

6 DIRECTOR ASHLEIGH AITKEN

7 DIRECTOR DOUG LA BELLE

8 DIRECTOR NEWTON PHAM

9 DIRECTOR NATALIE RUBALCAVA-GARCIA

10 DIRECTOR ANDREAS MEYER

11
12
13
14
15 ALSO PRESENT:

16 KATHY KRAMER

17 JOSH CAPLAN, ESQ.

18 MICHELE RICHARDS

19 KEN KARNIS

20 KELLY VU

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E X H I B I T S

None

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1 Costa Mesa, California, Saturday, July 27, 2019

2 9:00 a.m.

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6 CHAIR RUIZ: Good morning. Just a few housekeeping
7 items before we get started. If I could ask to put your phones
8 on vibrate or silent so you do not disturb the meeting.

9 For those of you who have not been here before, if you
10 need to use the restroom, it's right behind you, behind those
11 glass doors. And with that, I'm going to call this meeting to
12 order.

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

17 The mission of the Orange County Fair & Event Center
18 is the celebration of Orange County's communities, interests,
19 agriculture, heritage with results justifying resources
20 expended.

21 With that, I'm going to ask you to rise for the
22 Pledge of Allegiance, and I will call on Director Pham to lead
23 us in the Pledge of Allegiance.

24 DIRECTOR PHAM: Yeah. Please put your right hand over
25 your heart.

1 (Pledge of Allegiance recited)

2 CHAIR RUIZ: Thank you.

3 Before we move onto the next roll call, I just wanted

4 to let you know that Josh Caplan is joining us. We have phone

5 conference, so he can hear us loud and clear; right, Josh?

6 MR. CAPLAN: Yes, I can. Thank you very much, Robert.

7 CHAIR RUIZ: Thank you. Okay. With that I'm now

8 going to move onto roll call.

9 MADAM SECRETARY: Chair Ruiz?

10 CHAIR RUIZ: Present.

11 MADAM SECRETARY: Vice Chair Cervantes?

12 VICE CHAIR CERVANTES: Present.

13 MADAM SECRETARY: Director Bagneris?

14 DIRECTOR BAGNERIS: Here.

15 MADAM SECRETARY: Director Mouet?

16 (No response)

17 Director Aitken?

18 DIRECTOR AITKEN: Present.

19 MADAM SECRETARY: Director La Belle?

20 DIRECTOR LA BELLE: Here.

21 MADAM SECRETARY: Director Pham?

22 DIRECTOR PHAM: Here.

23 MADAM SECRETARY: Director Rubalcava-Garcia?

24 (No response)

25 And Director Meyer?

1 DIRECTOR MEYER: Here.

2 CHAIR RUIZ: Great. Thank you.

3 We are now going to move onto Item 5 which is Matters
4 of Public Comment.

5 Public comment is allowed on issues not on the current
6 Agenda; however, no debate by the Board shall be permitted on
7 such public comments and no action will be taken on such public
8 comments items at this time as law requires formal public notice
9 prior to any action on a docket item.

10 Speakers are requested to sign in prior to the start
11 of the meeting and are limited to three minutes. Comments will
12 be accepted on Agenda items during the meeting. Speakers
13 wishing to address the Board on items on the Agenda are
14 requested to sign in prior to the start of the meeting and
15 identify the Agenda item or items on which you desire to address
16 the Board. Speakers are limited to three minutes.

17 So with that, I do have some public comment cards.
18 And the first one I'm going to call up is Mr. Vincent Pollmeier
19 followed by Theresa Sears.

20 MR. POLLMEIER: Good morning, ladies and gentlemen of
21 the Board and public in attendance.

22 For those of you who don't know, I'm
23 Vincent Pollmeier. I'm the Director of an organization called
24 Friends & Neighbors of Orange County Fairgrounds which is
25 dedicated to keeping the fairgrounds community focused.

1 I just want to say for public comment this morning
2 that I'm very grateful to see this meeting scheduled for a
3 Saturday morning, as opposed to a weekday morning when people
4 who are employed in normal 9:00 to 5:00 jobs -- weekday jobs --
5 can't attend.

6 There's long been statements by many Board members, as
7 well as, many, many, many members of the public that it would be
8 a good idea to move these meetings to either evenings or to the
9 weekends when a wide arrange of the public could attend.

10 Now, I understand that because the fair is going, this
11 is a special meeting. And because it's a special meeting,
12 that's why it's held today. But I would strongly encourage the
13 Board and the Chair and next year's Chair to consider scheduling
14 all of your ongoing meetings on Saturday mornings if that works
15 for you or in the evenings if that works for you.

16 But at a time when more of the public, especially the
17 public who live in this neighborhood surrounding this
18 fairgrounds which are -- it's surrounded by schools and
19 residential neighbors can attend.

20 And I just want to add one other point which is
21 directed actually to a particular Board member which is why
22 don't you have your daughter and your dog join us? We would
23 love to have them. So you don't have to keep them in the back
24 room hidden.

25 So thank you very much.

1 CHAIR RUIZ: Thank you. I'm going to call on the next
2 speaker. It's Theresa Sears.

3 MS. SEARS: Good morning, Board members. I want it to
4 go on record that I have other things to do on a Saturday
5 morning during the fair than come here, okay. Especially after
6 being at Chicago last night. So I am here as a public member --
7 unpaid. I arrived here on time thankfully through traffic.

8 But one of the things I want to remind -- probably
9 none of you remember -- that, you know, there was a very famous
10 Board meeting that was held during the fair 10 years ago.

11 And, you know, I -- I -- I agree with Vince about
12 having meetings on a Saturday. I also agree that possibly at
13 night.

14 But, you know, this meeting is pretty interesting
15 having it today. I'll let other people comment about that.
16 Just before the fair opens on a Saturday to push through a
17 contract doesn't go unnoticed by me. I go to a lot of public
18 meetings and this is quite uncommon. Okay. That's number one.

19 Number two, these meetings need to be taped. Okay.
20 We've had that discussions. Meetings are taped throughout this
21 county at City Council meetings, at Water Board meetings, at
22 school board meetings, at planning commission meetings. It is
23 not a hard thing to do. Okay.

24 They can happen in the daytime and they are posted
25 generally that night for the public that can't attend to view.

1 So why these meetings are not taped is completely beyond me.

2 Secondly, the concerts I've attended have been
3 excellent. I just want to say that Chicago was fabulous.
4 Pat Benatar was -- was very good. And, actually, Tracy Carlisle
5 was excellent. And the sound on that concert was superb, by the
6 way. I don't know what the difference was.

7 The thing I came down to talk about was the fact of
8 the parking and the traffic and the lack of public notice when
9 you're out there. I was -- for the Pat Benatar concert, I was
10 at the fairgrounds at 6:00 o'clock for a 7:00 o'clock concert.
11 Okay. You think you could get in; no problem.

12 I cued up coming in off of Fairview off the freeway --
13 sorry, off the freeway. It was completely bottlenecked there,
14 so I decided to just go around thinking I could get at the main
15 entrance over here and get in. No big deal.

16 I patiently get in this little line and for almost an
17 hour-and-a-half, I follow everyone. Okay. I follow everyone
18 only to find out at the corner of Arlington over here -- no one
19 tells you there's nowhere to park. You're now on your own.
20 It's a free-for-all. Figure out where you need to park. After
21 an hour-an-a-half.

22 Look, if somebody would have told me at the corner
23 over here, "There's not any parking. Go over to the college.
24 Do something different." I have no problem getting my steps in.
25 I always try to get in 10,000 in in a day. What's a few more

1 steps. No problem for me.

2 I recommend that this Board sample -- don't get a free
3 pass to park here. Be out in the jungle with the rest of us and
4 try to park and try to get to a concert.

5 CHAIR RUIZ: Thank you. I will now call on the next
6 speaker, Sandy Genis, followed by Beth Refakes.

7 MS. GENIS: I, too, was here 10 years ago. Well,
8 actually across the street 10 years ago -- worked very hard on
9 saving these fairgrounds from being sold off to a private
10 property owner.

11 And when we were working to preserve the fairgrounds,
12 we were generating letters and petitions in the neighborhoods
13 and from fairgoers as well.

14 But when I was in the neighborhoods, the vast, vast,
15 vast majority of people were -- were just aghast that the
16 fairgrounds might be sold and they were very supportive of
17 having this facility in our city and we're so glad to have this
18 facility in our city in Costa Mesa. I grew up in Costa Mesa.
19 I'm on the City Council. I've been there in Costa Mesa, so I'm
20 very vested in the community.

21 But there were a few who said, "Good riddance" because
22 of the problems with overflow parking noise and trash and stuff,
23 but not many. And I'd say over the last several years when
24 you're a City Council, you get complaints about everything even
25 about the school District.

1 There have not been that many complaints about the
2 fairgrounds, but in the last couple years, it's increasing. And
3 the two major sources are the fireworks for the special
4 concerts, but that's sort of -- that's an isolated incident.

5 But the other is we continue to have problems with
6 people parking in the neighborhood. People leaving their trash.
7 People yelling late at night about the activities when they go
8 back to their cars.

9 And it appears that a lot of this is from employees.
10 And it gets worse over the duration of the fair. I don't know
11 whether the employees figure out that they could park in a
12 neighborhood with impunity, unfortunately, despite the signs.
13 Or -- but also, we get complaints about the Merrimac lot, too.

14 And these are your employees. Members of the public I
15 realize you can't control as well. But when it's your own
16 employees, I think it behooves you to please remind your
17 employees that there are people living in the neighborhoods.
18 There are people with kids trying to sleep in the neighborhoods
19 and college park and Mesa Del Mar should not be treated like
20 party city.

21 And I hope that you will show consideration of the
22 neighbors. I know you've worked to do that, but I think it's
23 time to step up the game. Thank you.

24 CHAIR RUIZ: Thank you. Beth Refakes.

25 MS. REFAKES: Good morning.

1 CHAIR RUIZ: Good morning.

2 MS. REFAKES: Beth Refakes. Long-time Costa Mesa
3 resident.

4 What I wanted to talk about is the Infrastructure
5 Grounds and Facility Audit RFP. And what I have concerns with
6 is that there doesn't appear to be someone that is -- has
7 specific experience dealing with the equestrian and historical
8 facilities.

9 And that takes a specialized person to actually
10 determine the evaluation of those structures. So I know we went
11 down this road before with the Equestrian Center. It was going
12 to be torn down and now then you want to keep it. A lot of
13 things that were mentioned previously you don't need in
14 California.

15 So that's why I think it's important to have somebody
16 that can specialize in the equestrian in this environment and
17 not in Chicago or some place else. So I have a lot of concern
18 with that.

19 I also have a lot of concern about some of the
20 historic buildings that are still left here. If your
21 qualifications, you have somebody say, "Well, they need to be
22 demolished because they have termites."

23 Hey, folks, everybody that has wood structure in
24 California has termites so you need to be able to just deal with
25 it and it's not necessarily a reason to demolish a historic

1 structure.

2 So I would hope that you would modify the RFP to
3 include that and I think that was specifically requested by some
4 of the Board members that it be included or specialized
5 experience in dealing with that type of thing because it is
6 different.

7 We've been down this road before with Heroes Hall.
8 That was going to be demolished. Okay. Because it was an old
9 building, the termite damage, all this other stuff. And look
10 what you have today. You have a wonderful historical military
11 museum and I hope that you will make sure that you do have the
12 expertise to really accurately evaluate these structures. Thank
13 you.

14 CHAIR RUIZ: Thank you. I will now call on Anna V
15 followed by Mary.

16 MS. VRSKA: I'll go out of order. Piggybacking on
17 what Sandy Genis just said, we had a member of the community
18 that couldn't make the meeting today. He actually works on
19 Saturday as well, but he lives right here on Merrimac and his
20 backyard backs up to the OCC parking lot that's been used for
21 the fair.

22 So he made some observations and asked if maybe I
23 could let you know that this was Saturday evening between 10:30
24 and 11:30 that he doesn't feel there's any amount of policies
25 that could mitigate the noise impacting the college park from

1 the overflow parking.

2 But that they've had a huge amount of traffic
3 conflicts, plenty of horn blasting, high volume of traffic,
4 pedestrians that are loud. And, you know, they're having fun,
5 but, you know, they're within 10 or 15 feet of someone's
6 bedroom. The pedestrians were civil for the most part but there
7 was a percentage of the cars with modified mufflers that stand
8 out and that impatient people were laying on their horns and
9 being very loud.

10 He said at 11:30 in the parking lot of OCC, there were
11 people that had gathered around for, I guess, an after-fair
12 party and were letting off fireworks. And he said, "I expect
13 all of this to continue throughout the duration of the fair,
14 particularly on Friday and Saturday evenings, which means I'll
15 get no rest. And I'm a working man working construction and
16 getting up at very early hours."

17 And I think, again, someone else suggested that you go
18 out -- go out in the area -- not with your passes or your VIP
19 areas -- but get out there at the fair and see what the
20 neighborhoods are going through, especially on Hanover. They
21 directly are -- they're backyards are in Merrimac -- the noise
22 factor is incredible. The shuttles are causing problems. The
23 hordes of people walking back and forth.

24 And Jack said he was amazed at the amount of people
25 that were coming in to the fair late, like 10:30 -- 11:00

1 o'clock. I guess trying to get that last fair fix before the
2 next day.

3 So I think the residents have some legitimate
4 complaints and I think that OCC parking lot needs to really be
5 reevaluated or it needs to be heavily monitored which it doesn't
6 appear to be for the sake of the neighborhoods. Thank you.

7 CHAIR RUIZ: Thank you.

8 MS. MARY: Hi. Good morning. I was really excited to
9 be able to have a meeting on a Saturday even though I'm
10 interrupting what I was doing with my partner and some friends.

11 And I hope this is a move in the right direction to
12 consider having these meetings either in the evening or over the
13 weekend sometime -- whatever time is gauged to be the most
14 successful to the public.

15 As Ms. Sears said, I remember -- I don't remember how
16 many months ago it was but there was discussion and there was
17 movement towards figuring out how to, you know, where to put the
18 cameras, how to get things taped and recorded so more people
19 could have access to what's going on at the meetings. I'm not
20 sure where that process is. I hope it's moving along.

21 The other thing is I think there should be better
22 outreach in terms of when the meetings are and where they are
23 because I was coming from somewhere else and I wasn't sure how
24 bad the traffic was going to be pre-fair. So I tried to put in
25 the address which for this building it gives us 88 Fair Drive.

1 (Director Rubalcava-Garcia joins the meeting
2 at 10:47 a.m.)

3 And for me, I knew where to go so we just went the
4 correct way. But I think if someone was trying to come the
5 first time, it would be very difficult to, like the way it was
6 telling us to go to come here. So just better outreach.

7 Also, I think working with the neighbors to minimize
8 impacts. There's a lot -- in terms of parking and traffic. I
9 live on Orange Avenue which -- and it's not even that close to
10 here -- but when -- during the fair -- there is no parking.
11 Like, in front of the house, like, every spot is taken. And I
12 think people, they come in multiple cars.

13 My Uber will park there and then Uber to the fair
14 because it's cheaper. I'm not sure what's going on, but that's
15 how far back we're having impacts and there are no signs in our
16 streets saying "No Fair Parking," because you would think, like,
17 no one will walk that far.

18 Also, I've heard a lot of complaints about the OCC
19 parking lot overflow and the neighborhood impacts and noise.
20 And one gentleman said -- and I had never thought about it this
21 way -- that everyone keeps wanting to use someone else's
22 parking. The fair needs more parking. OCC needs more parking.

23 And the bottom line, basically, is that we're just
24 trying to put 10 pounds worth of stuff in a five-pound bag.
25 There just -- we're trying to -- obviously, the infrastructure

1 isn't being able to accommodate so we have to do things
2 different. Otherwise, it's just going to get worst.

3 And finally, what I'd like to say is, I've been
4 reading some of the articles coming out about the LGBTQ support
5 of the Board and how that's -- there are inconsistencies in
6 terms of the partnership with Vanguard and the money that's
7 being given, and I understand now it's been investigated by the
8 state.

9 And I'm hoping that before -- whatever verdict comes
10 down, that you all do the right thing and vote as a Board to
11 uphold the State law -- California State law and consistent true
12 support of LGBTQ issues and maybe actually fund out at the fair
13 and not for, you know, anyways, thank you.

14 CHAIR RUIZ: Thank you.

15 Okay. That wraps up public comments. But I did want
16 to bring up a point of information. We have been recording our
17 meetings here since May of this year. So this is our fourth
18 meeting that's being video recorded.

19 So with that, I'm going to move onto Item No. 6 which
20 is the -- is there a Governance Process? And it is
21 Consideration of the Board of Directors Governance Consulting
22 Service Request for Proposal Award Bidder.

23 And I'm going to turn that over to Director Meyer.

24 DIRECTOR MEYER: Thank you, Chair Ruiz. And thank you
25 everybody for making yourselves available on a Saturday morning

1 to come and discuss this.

2 We're very excited to put this forward for a moment's
3 consideration. We're committed very much to this process being
4 a collaborative, transparent process. And this is the first
5 step towards kicking off our Governance Review Process.

6 As you all know, we issued the RFP earlier this year.
7 And following re-issuance, we received three bids from firms.
8 One of those bids had a technical shortcoming that, therefore,
9 it did not permit us to consider it. And Kelly Vu, our
10 Contracts Manager is here to explain the technicality around why
11 that bid was not able to be considered.

12 I'll pause there and allow her to do that.

13 MS. VU: Good morning, Board. Good morning, everyone.

14 My name is Kelly Vu. I'm supervisor for Department of
15 Business Services. Thank you for allowing me to speak about
16 this RFP.

17 I remember the first meeting we had with the
18 Committee. And Director Meyer emphasized the importance of the
19 transparency of this process. And I will leave it with just
20 that, and I'm going to explain what we did with the third
21 proposal that we rejected.

22 The -- as stated on the RFP, page 2 of the Financial
23 Proposal Bid Form: "Our bidders must complete the following
24 information and sign this form in order for the Financial
25 Proposal Bid Form to be considered."

1 Upon reviewing the proposal, it was discovered that
2 non-profit management did not sign the Financial Proposal Bid
3 Form, therefore, we must reject the proposal. I did send the
4 rejection letter to the bidder and there was no resistant.
5 There was acknowledgement of the omission. So that's why reject
6 the proposal. Did you have any questions for me?

7 CHAIR RUIZ: Any questions from the Board?

8 (No response)

9 Thank you.

10 DIRECTOR MEYER: Thank you, Kelly, for sharing that.
11 I understand this is a very technical process -- the contracting
12 process and it was unfortunate that we couldn't consider the
13 bid.

14 But the remaining two bids that we received were both
15 excellent and the Committee was extremely impressed by both of
16 them. It was not an easy decision -- the decision that we made.
17 We did that through the formal scoring process. The memo that's
18 included in the packet explains, kind of, the process that we
19 went through.

20 But I just wanted to share just a few observations
21 about the firm that we've recommended and the -- who was the
22 higher scoring bidder in this process which was Moss Adams.

23 Moss Adams is a large national firm. They provide
24 accounting services, they provide insurance services, consulting
25 services. And they have a team that is -- specialists in the

1 area of governance consulting. They've done this work as you'll
2 see from their materials for other public clients and we
3 received very positive feedback from those other organizations.

4 We really liked the possibility of bringing in a firm
5 that could bring a fresh perspective to take an objective look
6 at how we do things and provide us with suggestions. But I also
7 want to say that we are not webbed to their suggestions. That
8 they may make various proposals but what we're looking to do --
9 as I've articulated before -- is have a very robust transparent
10 interactive process.

11 And so what we are not going to do is ask consultants
12 to write up a set of proposed policies that we bring to one
13 Board meeting and have considered. That's not the process here.

14 Rather, what we're going to do is take sections of
15 policy manual, including new policies that need to be
16 considered, and bring those in chunks, and we'll start by having
17 listening sessions.

18 We'll input from individual Board members gathered by
19 the consultant. We'll have drafts prepared that the Committee
20 reviews and weighs in on. The Committee itself is going to be
21 having public meetings -- separate from the Board's own public
22 meetings -- at which we provide additional opportunities for the
23 public to provide their feedback and input on the proposals in
24 any of these given categories of policies that we're looking at.

25 And so in all of this, it's absolutely important and

1 it's something we've already provided direction in the RFP, that
2 the consultant is not viewed as the body that's deciding what
3 we're going to do or that is doing a crammed out recommendation.

4 Rather, they're a facilitator for us to be able to
5 gather consensus among all of the various stakeholders that we
6 have and generate policies that the Board can consider and adopt
7 if it believes it they're appropriate or modified or if it
8 believes they're not. And so I just wanted to clarify that
9 about the role that we anticipate this firm having.

10 I also want to say that we are very appreciative to
11 Bill Kelly's firm for submitting a proposal as well. We thought
12 it was an excellent proposal, and it was not an easy decision to
13 go and select Moss Adams.

14 Happy to answer any specific questions. I will say
15 that we have a representative from Moss Adams come down to pitch
16 and present the materials on behalf of her firm, and we were
17 extremely impressed by their professionalism -- polished, the
18 thoughtfulness, and also the ability that their firm has --
19 given that it's on a national platform -- to really dial into
20 what best practices are and to what other organizations are
21 doing. And we're going to look forward to the value of that
22 input also as we consider what we're working on going forward.

23 So that's my presentation. Barbara, do you want to
24 add anything to that?

25 DIRECTOR BAGNERIS: Just to say that Bill Kelly also

1 came in and did a presentation. It wasn't just Moss Adams. But
2 it is a very robust process, and I appreciate the leadership of
3 both Director Andreas and also our CEO Kathy Kramer. And I look
4 forward to approval of this bid today -- soon -- so we can move
5 on.

6 CHAIR RUIZ: Great. Thank you.

7 Any questions or comments from the Board before I go
8 to the public comments?

9 DIRECTOR LA BELLE: Go ahead.

10 DIRECTOR RUBALCAVA-GARCIA: Sorry. I was just you
11 going to ask, so I think you mentioned that we won't -- they
12 won't be providing us with a full document. That we'll be
13 taking each section one by one and we'll have complete and total
14 input on everything that they propose?

15 DIRECTOR MEYER: Yes.

16 DIRECTOR RUBALCAVA-GARCIA: Okay.

17 DIRECTOR MEYER: And I really view them as
18 facilitators as opposed to drafting things on their own
19 initiative. You know, I really am looking for them to be able
20 to synthesize the input that we gather from all of our
21 stakeholders and be able to prepare a draft that's based on all
22 of that input and not just, "Off the shelve, here is a new set
23 of policies," kind of approach. We're not going to follow that.

24 DIRECTOR BAGNERIS: And one thing we really didn't
25 want to do is just take what we already have and then just start

1 marking it up. We did not want that.

2 DIRECTOR RUBALCAVA-GARCIA: And to ease some of the
3 public concern, with having the public involved in the process,
4 that's really something the Committee will drive; right? It's
5 not necessarily Moss Adams or whichever contractor we decide to
6 work with? It will be the Committee determining how often we
7 can involve the public?

8 DIRECTOR MEYER: Absolutely. We anticipate that on
9 each of these areas of the policy manual and new policies we're
10 considering, the Committee itself will hold public meetings to
11 gather input on just discreet sections at a time so that
12 they're -- you're not having three minutes to just talk about a
13 long policy manual.

14 We're talking about just talking about one section,
15 get all the input, and then consider it.

16 DIRECTOR RUBALCAVA-GARCIA: Okay. So the Board is
17 still driving the process?

18 DIRECTOR MEYER: Absolutely.

19 DIRECTOR BAGNERIS: This is a Board Committee and
20 we're fully in charge and engaged in this process.

21 CHAIR RUIZ: Thank you. Director La Belle?

22 DIRECTOR LA BELLE: Yes.

23 Either Andreas or Barbara, next to Hawaii, Washington
24 is one of my favorite states. My question there is, the
25 headquarters are based in Washington. Can you tell us a little

1 bit about the local input from the local offices. Who will be
2 leading the product development for Moss Adams? Will it be out
3 of Washington or will it be Orange County?

4 DIRECTOR MEYER: So the firm does have an
5 Orange County office but their team that are particularly
6 specialists in this area are located in Seattle. And so we
7 anticipate them involving the Orange County office and also
8 there's some cost savings that were achieved given that they're
9 able to work from that office.

10 But the -- the team that's been identified and which
11 we considered in the review is the Seattle-based team that has
12 done work around the country. And one of the examples of their
13 work that they described in their proposal in which they
14 elaborated on during the presentation was for the
15 Berkley Public Library. And we were really impressed with the
16 feedback we got regarding that process. So Seattle-based team,
17 that will be -- their travels is included as part of the flat
18 bid.

19 DIRECTOR BAGNERIS: And they also expressed that
20 they're here often. The Seattle-based people are here often
21 so --

22 DIRECTOR RUBALCAVA-GARCIA: And I, personally, I was
23 not involved in the scoring process, but I did read all of the
24 recommendations that came from the Committee. So thank you for
25 all the work.

1 I just want to mention that my mom actually works as
2 an administrative assistant for Moss Adams and has been there
3 for 20 years. But I can attest to the local presence that
4 Moss Adams has had in Orange County. They are -- just from my
5 experience on the business side of things -- they do manage a
6 lot of accounting practices or professional services for many of
7 the local businesses here in this area. So they are pretty well
8 verse with what's going on.

9 DIRECTOR PHAM: I worked with a lot of the Orange
10 County guys as well on the audit side, and I used to work with a
11 lot of folks on the capital market side. So they are pretty
12 robust in Southern California, not just Orange County. They
13 have offices in San Diego. They have office really literally --
14 so they're around and they're here and they're a respectable
15 firm.

16 DIRECTOR LA BELLE: I guess one other question I have
17 at this time is: All of the proposals talk about five option
18 years.

19 I was, kind of, under the impression that this is,
20 kind of, one-and-done sort of thing. Now, obviously, the Board
21 on an ongoing basis does not have to approve any of those
22 options years, but what was the logic of including those five
23 option years into the RFP?

24 DIRECTOR MEYER: A couple of things.

25 And so the first, in my experience, working on these

1 kinds of projects, it's really important that we don't prepare
2 work product that then just gets stuck up on a shelf. That this
3 has to be a living document that evolves in time as the Board's
4 risk appetite changes or circumstances change. And so that's
5 one thing. I do think there may be an ongoing piece.

6 But separate from that, we anticipate using this firm
7 for training purposes on an ongoing purposes. Whether that's
8 periodic trainings for our -- the Board -- about what our
9 policies are and what's in there, as well as on-Board training
10 for new Board members and management.

11 And so that's, kind of, what the ongoing role is
12 expected to be. Once we complete the full set of policies -- so
13 that we're all -- we're up-to-date about what our policies are
14 as opposed to not knowing what they are.

15 DIRECTOR LA BELLE: Okay. Thank you.

16 CHAIR RUIZ: Great. Thank you.

17 There's no more questions or comments. I'm going to
18 go to the public speakers. And the first name I'm going to call
19 is Mr. Vincent Pollmeier followed by Reggie Mundekis.

20 MR. POLLMEIER: Thank you. I had sent you, the
21 members of the Board, a letter and I'm not going to try to
22 repeat that. In fact, I'm going to diverge from my -- what I
23 prepared to say to basically say I really like a lot of what I'm
24 hearing from Director Meyer about this approach and taking it
25 piece by piece and doing all those things.

1 However, what that just tells me is that Moss Adams
2 doesn't understand that approach at all. Because Moss Adams
3 recommended the Carver Model of Policy Governance. And the
4 person who developed that model -- John Carver, who's a clinical
5 psychologist, and his wife, Miriam, who co-developed it -- will
6 tell you that the Carver Model is catholic. Lower "C" catholic.
7 It's universal. It has to be adopted entirely -- in its
8 entirety and used completely. You can't adopt it piece meal.

9 Moreover, I would point out that the policies that we
10 currently have from 2008 were developed in conjunction with a
11 contractor named Bill Charney of Charney & Associates.

12 Mr. Charney is an acolyte of the Carver Models of
13 Policy Governance and, in fact, has co-authored a book on it
14 with Miriam Carver. The Carver Policy for -- the Carver Model
15 for Policy Governance is widely criticized. It is difficult to
16 implement. It is complicated. It is convoluted. It creates
17 artificial complexities. It requires extensive monitoring by the
18 Board.

19 For example, I've got here the -- I think
20 50-some-odd-page policy manual that currently exists. How many
21 -- well, I'll just ask this rhetorically: I doubt many of you
22 are aware that when you evaluate the CEO's performance, you're
23 supposed to go through every point in that policy manual and
24 verify that everything that was done in the previous year
25 corresponded to that and that none of the -- the -- the -- the

1 means restrictions were violated; I've never seen a document
2 indicating you guys have done that.

3 One of the major criticisms of the Carver Model is
4 that it's -- it requires huge amounts of work on the part of the
5 Board to make sure that -- that all of the ends are actually met
6 and that there are no violations of the means restrictions.

7 It requires you to -- because you can only couch
8 things in terms of prescriptions, as "You shall not," you have
9 to anticipate everything you're executive might do so that you
10 can tell them in advance not to do that if it's something the
11 Board doesn't like because after-the-fact, it's too late.

12 I'm also troubled that you couldn't find a firm in
13 California that has some experience working with agricultural
14 associations because of the particular requirements -- legal
15 requirements against you -- and this team has nobody with legal
16 experience.

17 One of the -- the -- the Canadian authority that
18 oversees non-profits has recently informed people in Canada that
19 the Carver Model may cause them to violate their legal duties.
20 Moss Adams -- recommendation of that model -- should disqualify
21 them completely.

22 CHAIR RUIZ: Thank you. Next speaker is
23 Reggie Mundekis, followed by Ana V.

24 MS. MUNDEKIS: Hi. Good morning. I'm Reggie Mundekis
25 and thank you for this opportunity to address you this morning.

1 I graduated from USC with an MBA in emphasis in
2 organizational behavioral and finance. And the Carver
3 Governance Model is not taught at USC Business School.

4 When this model came, you know, when this model has
5 been discussed at the fairgrounds -- I've done some research
6 into it -- there's no mention of it in the Harvard Business
7 Review which is the premier business publication for research in
8 the country.

9 Top tier business consulting firms, such as McKinsey,
10 don't use this model. This model doesn't work. It's
11 ineffective. It is cumbersome and does not produce good
12 results. This model is widely criticized with its difficulty in
13 implementation and it creates a huge time burden on the part of
14 the Board which has to be constantly monitoring the CEO for what
15 they're doing and not doing.

16 There are -- I request that you reject the bids, you
17 will back out, and that you allow the Center for Non-Profit
18 Policy Governance to rebid so their bid can be considered.

19 I am gravely disappointed that this Board is not
20 hiring a California company, especially disappointing in light
21 of all the machinations that we have gone through to require
22 only union contractors and local hires on this property for
23 construction. I could expect this Board to at least find
24 somebody in California to take this gig. There's also questions
25 about whether or not Moss -- why are we paying people to fly

1 down from Seattle for this?

2 During the intro to this, there were discussions by
3 the Board that sound like you are rewriting the proposal from
4 Moss Adams and I -- it is not clear if that's allowed, and also
5 that the Board has committed to giving Moss Adams future work if
6 they take this contract which is not allowed.

7 So I request that you reject the Moss Adams bid. We
8 don't want the Carver Policy Governance Model again. We've been
9 living with the Carver Policy Governance Model since 2009. It
10 has not worked. Throwing more money at it is not to going make
11 it work. This Board needs to have the courage to change and
12 that's to stop using the Carver Policy Governance Model and get
13 into real management of this property. Thank you.

14 CHAIR RUIZ: Thank you. Anna V, followed by
15 Cindy Black.

16 MS. VRSKA: Hi. Good morning.

17 I tend to be fiscally conservative and it is my
18 understanding that the 32nd DAA has already a whole set of
19 policies that this Board could adopt from and not have to
20 reinvent the wheel. So I feel like going out to bid is a waste
21 of money and that's my first issue with it.

22 The second is, I agree with the previous speakers that
23 the Carver Model is not the way to go. It is more of the same.
24 And to tell you the truth, I am out of trust. So it's a model
25 that delegated a lot of authority to the executive management

1 and there have been a myriad of problems -- all kinds of
2 different problems.

3 And so what with really need is -- I support this
4 process in terms of changing and re-evaluating the policies.
5 But you can't keep doing the same thing and expect different
6 results.

7 I also agree that -- why I worry actually that more
8 companies did not qualify and submit, I feel like maybe, like,
9 that company was either chosen or -- if they had been the only
10 one to apply, they would have been the default and I feel there
11 really should be more diversity so this Board has good choices
12 and I'm always for supporting local businesses and doing things
13 locally. It's cheaper and it goes with what the fairgrounds is
14 about.

15 So I also feel that -- it's very -- so the way things
16 work now is I feel the CEO runs the show. I also feel the Fair
17 Board gets a lot of perks. I just saw a thing that, you know,
18 it was a couple of hundred dollars and ride tickets and all
19 these kind of meals and things.

20 To me, that's a conflict of interest because the CEO
21 and executive management is the one who gives you all the perks.
22 So why would you want to rock the boat and do something that
23 would not be in line with exactly how things have been going.
24 To me, that makes sense; person in power wants to keep things as
25 they are.

1 What I want to do is contact, actually, the Governor's
2 Office and request that these be paid positions -- Board
3 positions -- whatever the amount is. You guys do a lot of hard
4 work. I want you to be compensated.

5 But that way, you get a fair pass to monitor what is
6 actually going on. There are no conflicts. You get
7 compensated. You can buy your own tickets and no one can say
8 that anything funny is going on. It removes the -- actually,
9 the look of conflict, even if it may not be actual conflict.
10 Maybe it is.

11 So I highly encourage you to do as the previous
12 speakers have said and reject this -- reject the bid. Go out to
13 bid again. Listen to the public and listen to how convoluted
14 the Carver Model is. Get someone local and let's do this right.
15 Thank you.

16 CHAIR RUIZ: Thank you. Cindy Black followed by
17 Beth Refakes.

18 MS. BLACK: Hi. Good morning. I'm so glad to be
19 here. I'm glad that you're having this meeting at a reasonable
20 time because I'm not a morning person. That's why you don't see
21 me here. Otherwise, I'd be here more.

22 I'm here because I want to ask that this contract is
23 not awarded until -- until approved by the Board. I want to
24 make that clear. The Board can go out to bid again and specify
25 that the Carver Policy Governance Model or similar policy models

1 cannot be used.

2 The Board can write policies which can be implemented
3 under any governance process the Board chooses. Using the
4 Carver Policy Governance Model is not required. City Councils
5 have policies written in simply, clear, and straightforward
6 language which are implemented under a city manager form of
7 government where the City Council gives direction to the city
8 manager who then works within the bounds of the city policies to
9 accomplish the City Council goals.

10 This method works in 34 cities in Orange County and
11 will work at the fairgrounds as well. Please reject the bid.
12 Put out another bid. Thank you.

13 CHAIR RUIZ: Thank you. Beth Refakes.

14 MS. REFAKES: Thank you for letting me speak on this.

15 I agree with much of what has already been said. I
16 think that we need to change -- if you're going to redo all of
17 your policies and everything, you probably need to change to a
18 different model.

19 The policies you have now aren't working, so -- and
20 most of you can't even understand, you know, they're convoluted
21 and everything. And so you need to have it in clear concise
22 language so everybody can understand it, even the public.

23 And so I think that since the Carver Policy Model is
24 not working, you need to look at other options. Otherwise,
25 you're going down the same thing over and over and you're

1 wasting your money on having someone else come in and basically
2 write the same type of policy procedure.

3 So as previous speakers have mentioned, I urge you to
4 reject this bid and specify that the Carver Model should not be
5 used. To me, what should happen, is the Board of Directors
6 should give direction to the CEO.

7 Because ultimately, it's your fiduciary responsibility
8 to see that this property is operated in accordance with what
9 the state laws allow and there have been some problems with
10 that. A couple of issues have come up.

11 So I think that you really need to decide to make a
12 change and have a different structure. So thank you very much.

13 CHAIR RUIZ: Thank you. I will now call on
14 Sandy Genis followed by Mary.

15 MS. GENIS: I'll tell you, I'm not an MBA, so I don't
16 really know much about the different models, but I have strong
17 thoughts about governance.

18 And I'll tell you a little story: When I was a kid,
19 we got into an argument about who owned the sidewalk in front of
20 our house. And so one of the big kids said, "Well, the
21 government owns the sidewalk." I didn't know who that was, so I
22 asked my dad and I said, "Well, who's the government?" And he
23 said, "It's us." So, of course, I felt very important so I
24 thought we owned all the sidewalks.

25 (Public laughs)

1 But I later found out what that meant. And that's
2 what I see as a potential weakness in this approach. I looked
3 at the Moss Adams proposal and I looked at their description of
4 what they did in Berkley. And when they talk about
5 stakeholders, they talk about employees. They talk about Board
6 members. But they didn't talk about the public in general.

7 And the model that they're proposing doesn't seem to
8 include public the public in general and the development of the
9 model and in the ongoing government structure.

10 And since -- let's face it -- I'm the government, and
11 everybody out here -- it's very, very important that that be a
12 paramount in your -- in your governance policies, but also in
13 your development of those policies.

14 And if that's not what would be provided here which it
15 looks like it wouldn't based on how they described their
16 previous work, then this proposal should not -- this contract
17 should not be entered into. Thank you.

18 CHAIR RUIZ: Thank you. Mary followed by
19 Mr. Jay Humphrey.

20 MS. SPADONI: I agree with everything the rest of the
21 speakers have said; however, one thing has -- is bothering me
22 now and that you have a Board of Directors that has a direct
23 relative that works for this company and sort of touted it as
24 a -- as the choice.

25 And so I'm thinking that that director should -- that

1 Board member should either conflict and not have any input in
2 this.

3 But other than that, you've had this Carver system
4 working before and I sort of say, how does that work for you?
5 You've got on State investigation regarding Vanguard. You've
6 got a private investigator that has been paid a substantial
7 amount of money through various decisions that have been not
8 public. You've had employees that are on long-time paid leaves.

9 So this system doesn't seem to be -- when they say you
10 want it to be transparent, there seems to be a huge lack of
11 transparency. So in this system, I think you need a new system.
12 As someone said, doing the same thing over and over and
13 expecting a different result is just insanity.

14 Orange County Fairgrounds is unique. It is unique. I
15 think we need someone that's relatively local. At least
16 California that could have the input.

17 But to have people from Seattle, I mean, that's -- I
18 think you need to rethink this. There's a better decision out
19 there. A better decision than this than the Carver plan. Thank
20 you.

21 CHAIR RUIZ: Thank you. Jay Humphrey.

22 MR. HUMPHREY: Good morning, Board. Jay Humphrey,
23 Costa Mesa resident.

24 I do want to thank you for this Saturday meeting
25 because the truth of the matter is, it gives an opportunity for

1 more of the public to participate with what you guys do. As
2 we've all had those conversations before about this, this is a
3 public body, et cetera, et cetera.

4 So I really appreciate a Saturday meeting. I would
5 love to see more night meetings. I would also like to see a
6 clear way to access those videos on the recording of this
7 meeting. That would help the public and have a clear pathway
8 through that, rather trying to figure out how to get through the
9 website and figure it out.

10 And so that's all part of policy process as I see it.
11 I want to thank member Meyer because the truth of the matter is,
12 it's important to include the public in this whole process
13 because what you really needed to do is make a set of policies
14 that work and work consistently and make it easy so, in fact,
15 there's only two people out here in the next meetings because
16 they see constantly the right kind of policies for setting
17 things up.

18 I would ask specifically that on future meetings,
19 relative to this process of governance, that the public is
20 invited to those meetings actively as opposed to passively.

21 And the meeting shall not be the kind that we've seen
22 before where you go to different stations and nobody gets the
23 entire picture. Everybody gets a piece of the picture.
24 Everybody should get all the picture all the time. I can't say
25 anything really more than anybody else except here today.

1 It's very important that you're taking the step. I
2 applaud you for taking the step. It is time for you to take the
3 step and I look forward to you taking the best possible step to
4 accomplish the goal you're trying to get and that is getting
5 good oversight governance of this property for the property
6 itself, but also for State, for the community.

7 And as you know, we are completely surrounded by
8 Costa Mesa. So everybody choice you make affects Costa Mesa;
9 absolutely. And I appreciate any action you take to make that a
10 better relationship on all cases. Thank you very much for your
11 time.

12 CHAIR RUIZ: Thank you.

13 And that wraps up public comments. I will now bring
14 it back to the Board for questions or comments.

15 VICE CHAIR CERVANTES: Chair Ruiz, I so move that we
16 approve.

17 DIRECTOR BAGNERIS: Second.

18 CHAIR RUIZ: There's a motion on the floor.

19 DIRECTOR MEYER: Robert, can I say just a couple
20 things to address some of the questions that have come up.

21 With regard to our process that we're going to go
22 through for some listening input, I anticipate those being
23 evening meetings or weekend meetings. We absolutely want your
24 input on this process. So that's one thing.

25 The second thing is that although the proposal talked

1 about the Carver Model, I actually shared the skepticism that
2 members of the audience shared about the Carver Model. I'm
3 actually not a big fan of that approach to governance, and I
4 don't think that we need to believe that Moss Adams is going to
5 be cramming down a Carver Model set of documents onto us.

6 And, in fact, as we were saying before, we're looking
7 to lead this process with assistance and coordination from
8 Moss Adams, but not for them to just be telling us what kind of
9 policies we need and so I wanted to share that.

10 CHAIR RUIZ: Could I get some order. Order on the
11 floor, please.

12 MR. POLLMEIER: Is the Director rewriting their
13 proposal or --

14 CHAIR RUIZ: You are not recognized by the Chair, so I
15 will not recognize your comments. Go ahead, Director Meyer.

16 DIRECTOR MEYER: That's all I have. I hope people can
17 see that we're really committed to this -- to doing this in a
18 genuine, authentic, and transparent way.

19 But I understand we have to earn your trust as we go
20 through the process and we'll do what we can to do that.

21 DIRECTOR BAGNERIS: I call for the previous question.

22 DIRECTOR LA BELLE: Can I speak to the motion?

23 CHAIR RUIZ: Yes, go ahead, Director La Belle.

24 DIRECTOR LA BELLE: First of all, I appreciate
25 Andreas's comments. I, too, share some concerns with the

1 Carver Model. It's a little convoluted for my perspective and I
2 really appreciate the fact that that is just the methodology
3 that they have done in the past.

4 I have a lot of confidence in Barbara and Andreas and
5 in my fellow Board members that we don't work for the
6 consultant. The consultant works for us, and they're going to
7 follow the direction that the Committee gives to them, and,
8 obviously, that the full Board gives to them.

9 Andreas's earlier comment, I was very heartened by
10 that they're going to pick these things off in chunks which
11 they're going to, you know, prioritize things.

12 And in that vain, I would like to go back and back in
13 March of this year, this Board considered some recommendations
14 that I presented relative to contracting policies. And the
15 Board's action was very clear and that that would be the number
16 one priority of the consultant.

17 And I think that's important because the most
18 important thing we do -- certainly one of the most important
19 things we do is approve the annual operating and capital budget
20 which is our program which is what sets policies for the entire
21 organization. And these contracting issues, obviously, address
22 those things.

23 At our last Board meeting in June, you tolerated me
24 again and I made some suggestions relative to the operating
25 budget for the ensuing year, and it was your action to concur

1 with those.

2 So I think if we can focus on the whole financial
3 package as being the first thing that will come back to us prior
4 to the Board's adoption of the budget in December of this year,
5 I feel very confident that the committee is going to do the
6 right thing and the Board will ultimately do the right thing.

7 Our job is not to make it more difficult for the
8 process. Our job is to make it easier for policy to be set and
9 for policy to be conducted out.

10 And with that, I would --

11 CHAIR RUIZ: Thank you. Thank you. There's a motion
12 on the floor.

13 MR. CAPLAN: Chair Ruiz, this is Josh Caplan. Can I
14 make a brief comment before you turn it to the Board for a vote.

15 I know there was some discussion regarding a potential
16 conflict of interest. I think it was Director Rubalcava-Garcia.
17 And just for her benefit and everyone on the Board's benefit, as
18 it's been explained to me as I've hear today during this
19 meeting, it's Director Rubalcava-Garcia's mother that works as
20 an administrator for the potential awardee of the contract; is
21 that correct?

22 DIRECTOR RUBALCAVA-GARCIA: She does. She works in a
23 different department. But I was planning on abstaining anyways,
24 Josh. But, yes, she's an administrative assistant for
25 Moss Adams. She's been there for about 20 years.

1 MR. CAPLAN: What I was going to tell you, I'll defer
2 to you, on whether you want to abstain.

3 But just for the Board's benefit and the members of
4 the public, the political format which generally governs voting
5 on contracts whether there may be some financial interest in
6 that public contract by certain family members of a voting
7 member, it applies to that voting member's immediate family
8 which would include a spouse, a registered domestic partner, or
9 dependent minor children.

10 And so while a parent doesn't necessarily qualify as a
11 disqualified relative under the political format,
12 Director Rubalcava-Garcia, I'll defer to you on how you want to
13 treat your vote on this contract.

14 DIRECTOR RUBALCAVA-GARCIA: Okay. Thank you. Thank
15 you for the guidance.

16 CHAIR RUIZ: Thank you.

17 Okay. Now we go to roll call.

18 MADAM SECRETARY: Chair Ruiz?

19 CHAIR RUIZ: Yes.

20 MADAM SECRETARY: Vice Chair Cervantes?

21 VICE CHAIR CERVANTES: Yes.

22 MADAM SECRETARY: Director Bagneris?

23 DIRECTOR BAGNERIS: Yes.

24 MADAM SECRETARY: Director Aitken?

25 DIRECTOR AITKEN: Yes.

1 MADAM SECRETARY: Director La Belle?

2 DIRECTOR LA BELLE: Yes.

3 MADAM SECRETARY: Director Pham?

4 DIRECTOR PHAM: Yes.

5 MADAM SECRETARY: Director Rubalcava-Garcia?

6 DIRECTOR RUBALCAVA-GARCIA: Yes.

7 | MADAM SECRETARY: And Director Meyer?

8 DIRECTOR MEYER: Yes.

9 CHAIR RUIZ: Thank you. Okay. That wraps up that
10 action item.

11 We now move onto the next item which is Item 7. The
12 next Board meeting will be held here September 26th, 2019. With
13 that, I'll entertain a motion to adjourn.

14 VICE CHAIR CERVANTES: So moved.

15 DIRECTOR AITKEN: Second.

16 CHAIR RUIZ: Motion and a second. Meeting is
17 adjourned. Thank you.

18 (Meeting adjourned at 11:26 a.m.)

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REPORTER'S CERTIFICATION

I, the undersigned, a Hearing
Reporter of the State of California, do hereby certify:

That the foregoing proceedings were taken before me at
the time and place herein set forth; that any witnesses in the
foregoing proceedings, prior to testifying, were duly sworn;
that a record of the proceedings was made by me using machine
shorthand, which was thereafter transcribed under my direction;
that the foregoing transcript is a true record of the testimony
given.

Further, that if the foregoing pertains to the original
transcript of a public meeting, before completion of the
proceedings, review of the transcript [] was [] was not
requested.

I further certify I am neither financially interested
in the action nor a relative or employee of any attorney or
party to this action.

IN WITNESS WHEREOF, I have this date subscribed my
name.

Dated: August 6, 2019

A handwritten signature in black ink, appearing to read 'Luis R. Hernandez', is written over the printed name.

LUIS R. HERNANDEZ

[& - area]

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