

## **MINUTES OF OCFEC BOARD OF DIRECTORS MEETING HELD OCTOBER 24, 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](http://ocfair.com) website.*

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**1. CALL TO ORDER:**

Chair Ruiz called the meeting to order at 9:02 a.m.

**2. MISSION STATEMENT**

**3. PLEDGE OF ALLEGIANCE:**

The Pledge of Allegiance was recited by Nick Berardino. Roll call was taken by Summer Angus.

**4. DIRECTORS PRESENT:**

Chair Ruiz, Vice Chair Cervantes, Director Aitken, Director La Belle, Director Rubalcava-Garcia and Director Meyer.

**DIRECTORS ABSENT/EXCUSED:** Director Bagneris and Director Pham.

**OTHERS PRESENT:**

Michele Richards, OCFEC Vice President, Business Development, Ken Karns, OCFEC Vice President, Operations; Summer Angus, OCFEC Executive Assistant; Josh Caplan, Office of the Attorney General; Luis Hernandez, Stenographer; Nick Berardino; Bobbie Mc Donald; Doug Ames; Michele Watson; Heather Allen; Vincent Pollmeier; Reggie Mundekis; Kelly Rueda; Reggie Goodjoin; Amanda Garner; Mike Garner; Jay Humphrey; Ana Vrska; Mary Spadoni; Beth Refakes; Kevin Small; Mike Brumbelow;

**5. CEO'S OPERATIONAL UPDATE**

Ken Karns, OCFEC VP Operations, reported the following:

- Summarized the move and installation of the Skyhawk airplane
  - Announced the ribbon cutting ceremony to be held November 9th

Michele Richards, OCFEC VP Business Development, provided an overview of recent events at OCFEC.

Richards presented the August financials.

Richards provided an overview of upcoming events.

Reggie Mundkis spoke regarding checks written to Fuscoe Engineering for storm water management program/desilting basin and criticized staff for submitting plans to the State without the Board having seen them. She requested the Board agendaize a review and possible approval of the plans for the desilting basin, campground drainage project and any other projects regarding storm water and drainage for the next or the December Board meeting.

## 6. PUBLIC COMMENTS

Nick Berardino thanked the Board and staff for their commitment to the relocation of the Skyhawk aircraft to the fairgrounds. He gave a special thanks to Director La Belle for his efforts to the project. He congratulated Director Aiken and her father who are being honored by veterans at an upcoming veterans event.

Reggie Mundekis requested the monthly Board meeting be moved to the evening hours for more public participation.

Vincent Pollmeier commented on the absence of the CEO at the current and the previous emergency Board meetings, stating the Board needs to explain the employment/operational status of the CEO. He encouraged the Board to exercise oversight and step in regarding the job action case taken against the CFO, stating since no action has taken place in 10 months, it is time to move on. He alleged the District entered into an illegal contract with the law firm Burke, Williams & Sorenson, LLP labeled as investigative services, without prior authorization from the Attorney General's Office.

Doug Ames, counsel representing OCFEC VP of Finance, Adam Carleton, alleged his client was put on paid administrative time off after he opposed Ms. Kramer's various improper activities. He criticized the contracts up for renewal for Morley and Haynie & Company stating the fairgrounds has paid hundreds of thousands of dollars on investigating his client and do not have anything on him. He summarized alleged items his client opposed Ms. Kramer on.

Reggie Goodjoin, representing New Hope Presbyterian Church and Christ Our Redeemer AME Church, thanked the Board for their support of the Music Makes Us One program where underprivileged kids of all ethnicities had the opportunity to perform music and dance at the 2019 OC Fair.

Kelly Rueda reported she has a friend that had space to rent that could hold up to 250 trucks. She reported she contacted many staff members with the opportunity and criticized that she did not heard back from anyone.

Anna Vrska requested the meetings be moved to a time conducive to greater public attendance and suggested a study be done to determine the best time. She stated the fairgrounds needs to work to lessen the traffic impact on the surrounding neighborhoods. She criticized the Board for not reining in CEO Kramer, alleging improper giving of public funds to an institution that discriminates, questionable contracts and a witch hunt against Adam Carleton. She accused Deputy Attorney General Caplan for turning a blind eye.

Mary Spadoni shared her outrage that the Board is not outraged regarding the time and investigative services money spent related to the employee on administrative leave, stating the allegations cannot be proven. She stated she does not want public funds spent like this. She spoke about a Kern County Fair news article alleging monies not being spent wisely. She stated the Board has a responsibility to property and to the employees.

Bobbie McDonald spoke about the Navy birthday celebration held at Heroes Hall on October 11<sup>th</sup>. He thanked the Board and invited them to the upcoming Veterans Day program.

Jay Humphrey suggested the Board develop a relationship with the fairground's City of Costa Mesa District representative, Andrea Marr. He echoed comments regarding moving the public meetings to evening meetings. He thanked staff for the hearing assistance technology available for the Board meetings and the professional actions of staff, in helping him.

**10. CLOSED SESSION (Closed to the Public)**

The meeting adjourned to closed session at 9:44 a.m. and reconvened at 11:32 a.m. There were no items to report out of closed session.

**7. MINUTES:**

**A. Board meeting held September 26, 2019**

Action Item

**ACTION:** Vice Chair Cervantes motioned and Director La Belle seconded to approve the minutes from the Board meeting held September 26, 2019.

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

**8. CONSENT CALENDAR**

**A. Standard Agreements:** SA-255-19YR; SA-257-19GE; SA-258-19GE; SA-260-19GE; SA-261-19YR; SA-262-19GE

**B. Amendments:** SA-270-15SP (Amend. #3); SA-046-16YR (Amend. #3); SA-128-16FT (Amend. #4); SA-224-16FTYR (Amend. #4); SA-224-16FTYR (Amend. #5); SA-044-17FT (Amend. #2); SA-078-17FT (Amend. #2); SA-079-17FT (Amend. #3); SA-080-17FT (Amend. #2); SA-080-17FT (Amend. #3); SA-046-18PL (Amend. #2); SA-064-18PS (Amend. #1); SA-066-18HL (Amend. #1); SA-163-18YR (Amend. #1); SA-230-19FT (Amend. #1)

**C. Rental Agreements:** R-151-19; R-155-19; R-153-19; R-156-19; R-157-19; R-158-19; R-159-19; R-016-20; R-017-20; R-018-20; R-019-20; R-

026-20; R-032-20; R-034-20; RR-003-19; OCC-1909; OCC-1910

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

E. Interagency Agreements: SA-259-19YR

F. 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.

G. 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. F2019-11: Donated Livestock Pens

*-End of Consent Calendar-*

Reggie Mundekis spoke in opposition of increases to agreements SA-255-19YR (Morley) and SA-261-19YR (Haynie & Company) alleging a waste of public funds on personally motivated investigations which serve no public interest. She requested the release of all documents regarding those investigations. She requested the Board put a hold on the extension of agreement SA-230-19FT (Executive Events Services), pending discussions of in-sourcing security services. She questioned the increase and scope of work change agreement SA-163-18YR (IMW) and requested to put the agreement on hold pending Board discussion and approval of the changes.

Vince Pollmeier also spoke in opposition of increases to agreements SA-255-19YR (Morley) and SA-261-19YR (Haynie & Company). He also spoke in opposition to the increase in contract SA-163-18YR (IMW) stating to his knowledge the Board has not approved a change in the scope of work. He urged the Board to pull contract SA-230-19FT (Executive Events Services) pending Board discussion of in-sourcing versus outsourcing security services.

Director La Belle motioned to defer agreement SA-230-19 FT (Executive Events Services) to the budget review process.

Richard explained the IMW agreement scope expanded to include focus group testing.

**ACTION:** Director La Belle motioned and Director Rubalcava-Garcia seconded to table Standard Agreement SA-230-19 FT (Executive Events Services) of the Consent Calendar to the 2020 budget review process.

**MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director**

**Aitken, Director La Belle, Director Rubalcava-Garcia and Director Meyer. NAYES: None.**

**ACTION:** Director La Belle motioned and Vice Chair Cervantes seconded to approve the Consent Calendar. **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director Aitken, Director La Belle, Director Rubalcava-Garcia and Director Meyer. NAYES: None.**

## **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)
- 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)
- xi. Branding Project Ad Hoc Committee (Director Meyer; Director Aitken)
- xii. Storage, Parking and Traffic Ad Hoc Committee (Director La Belle; Director Bagneris)

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

- Foundation meeting scheduled for later in the month
- Fundraising efforts continue.
- Thanked AMVETS for donation of the carillon

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

- She and VP Karns attended a committee meeting with Director Pham and accounting staff

- Discussed the budget and the budget presentation
- Announced the budget study session scheduled for November 14<sup>th</sup> at 6:30 p.m.

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

- State Legislature has adjourned for 2019
- Obstacles with the 50/50 raffle legislation, the Committee taking a stepped back for the time being
- The Committee encourage the Board and public to bring forward any ideas for legislation to the Committee

Director Meyer, on behalf of the Board of Directors Governing Policy Manual Review Ad Hoc Committee, reported:

- Committee is working on a table of contents for the policies and priorities
  - ethics and core values

Karns, on behalf of the Safety & Security Committee, reported:

- OCFEC Security Supervisor attended the OC Corporate Security Symposium put on by Homeland Security
- Staff is updating the current property emergency use agreements for 2020, the Committee was sent a summary of current contracts and LOUs
  - Preliminary discussions have been had with the Cities of Costa Mesa and Newport

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

- CCA will be the project manager for the infrastructure project
  - Committee met with staff and discussed the timeline of the project
- Regarding Storm Water Management:
  - Fuscoe concluded their annual report
  - Annual clean out of desilting basin complete
    - Potential installation of a new desilting system, likely to be on the 2020 list of infrastructure projects
    - Coordination and partnership needed with the City of Costa Mesa related their groundwater system
- Discussions of future capital projects, contingency funds and 2019 projects that will roll over to the 2020 capital project list

Karns reported the LOU for the signage project has been signed by CCA.

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

- The 2018 audit will be able to be brought to Board as soon as the 2017 audit is closed
- The 2019 Audit process to start soon

Director Meyer also reported the Committee is focusing on a work plan, deadlines and deliverables to remedy and prevent back-log with the audits.

Richards, on behalf of the Branding Project Ad Hoc Committee, reported:

- Discussed timeline and next steps in the project:
  - Preview of initial logo options
  - Preview of recommendations for property name, tagline options and integration of logos
  - Testing with random public groups
    - IMW agency is recruiting people for testing (focus groups) – summary report to bring back to the Committee, then back to the full Board
  - Launch plan

Director Aitken stated it is important for the organization to go through this exercise every decade and to have random public feedback in the process.

Director Meyer shared his appreciation of the shift in direction of project to focus on the public mission of property in response to Board and public feedback. He thanked executive staff for their responsiveness and interaction with the Board and committees.

Director La Belle, on behalf of the Storage, Parking and Traffic Ad Hoc Committee, reported:

- Committee met with staff
- Karns has reached out to Gonsalves and Son, OCFEC lobbyists to help find storage opportunities at the State level, with other State agencies
  - Gonsalves suggested sending a letter to DGS indicating interest to meet with them (the draft letter was distributed for review)

Karns discussed some of the storage and parking challenges.

Reggie Mundekis criticized two member Board committees and the meetings not being conducted in public. She urged the need for public committee meetings, with public input, agendas and minutes.

Vincent Pollmeier spoke in opposition of closed committee meetings, not open to the public for public input. He urged the need for public involvement in the audits and criticized that the public cannot see the audit until the audit is closed by CDFA after receiving the response letter. He urged the need for either three person committees or to publically notice all committee meetings.

**B. Consideration of and Vote on Rescheduling the January 2020 Board of Directors Meeting to January 16, 2020 and the 2020 Out of State Travel Budget to Allow Staff to Participate in the Annual**

**Western Fairs Association Convention in Reno, Nevada on  
January 19-22, 2020**  
Action Item

Richards presented the staff report.

Richards explained benefits of attending and sponsoring the WFA convention.

- Support of the trade association, exposure within the industry as a leading fair
- Staff conducts meetings with concessions and commercial merchants to see new entertainment available
- Opportunity to meet with key partners
- Staff attending and conducting educational sessions

Director Meyer shared his positive experience in attending the convention last year. He spoke in support of the educational sessions and sharing of information at the sessions. He shared his wish for Board members to be included in sponsor specific activities and to have the opportunity to build relationships with staff.

Director Aitken spoke in support of the convention and the educational opportunities. She stated it is a responsibility of OC FEC, as an industry leader, to be good stewards and share knowledge with other fairs.

Director La Belle added it is a great opportunity to network and exchange of information.

Reggie Mundekis stated since Kathy Kramer will be taking another job, she should not be allowed to attend the WFA convention on behalf of OC FEC, and her travel privileges and signing authority should be suspended. She questioned why the convention sponsorship check is written to the Blue Ribbon Foundation and not to WFA. She asked for clarity on the finances related to the convention.

Vincent Pollmeier stated the need for a justification process for each individual to be able to attend the convention. He criticized the OC Fair for having the same food vendors and entertainment year after year, and not needing to go out of state to meet with vendors. He questioned how WFA, as lobbyists, can represent both sides of a trade organization.

**ACTION:** Director Aitken motioned and Director Rubalcava-Garcia seconded to approve rescheduling the January Board of Directors meeting to January 16, 2020, the out-of-state-travel to Reno, Nevada allowing staff to attend the annual Western Fairs Association convention and budget approval of \$30,000 allowing OC FEC to sponsor the convention. **MOTION CARRIED. AYES: Chair Ruiz, Vice**



**Chair Cervantes, Director Aitken, Director La Belle, Director Rubalcava-Garcia and Director Meyer. NAYES: None.**

**C. Consideration of and Vote on the 2020 B & L Productions, Inc. / dba Crossroads of the West Gun Show Rental Agreements  
Action Item**

Richards presented the staff report.

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

- Per conversations with the lobbyist:
  - State wide legislation to ban gun shows on State owned property is unclear
- Del Mar Fair specific legislation
  - Del Mar Board made decision to ban gun shows at their fairgrounds that ended up in litigation
  - Assembly member Gloria introduced a State Senate bill which passed to ban gun shows in 2021 on Del Mar fairgrounds (per Caplan, the Del Mar Fair Board was not involved in the legislation and remained independent and neutral on that bill)
- Committee asked lobbyists if there is any statewide movement by the Governor's Office, in order to do a statewide legislative fix
  - Lobbyist to keep the Committee informed on issues affecting the OCFEC property
- Committee outreach to local assembly members and elected officials regarding their position
  - Possible movement from local assemblywoman to address issue on OCFEC property

Director Rubalcava-Garcia cautioned to be careful not to speak on behalf of the OCFEC Board on personal positions, when it comes to this topic.

Director Aitken stated she consulted with the lobbyists to see if anyone is going to introduce any type of legislation that affects OCFEC property, to give her the current status of legislative information, allowing her to be able to report back to the Board. She asserted had nothing to do with personal feelings.

Director Meyer stated he takes issue with local elected officials deciding they know better than the Fair Board about what should occur on OCFEC property.

Chair Ruiz encouraged the Board members to attend a gun show.

Richards explained various aspects of the gun shows.

Director La Belle shared concerns with activities that maybe happening outside the event itself and asked if there is more that can be done to enhance safety.

Director Rubalcava-Garcia spoke in support of the gun show as a family friendly event and encouraged Board members to personally experience the event to clear misconception they may have.

The following members of the public spoke in support of the gun shows and urged the Board to approve the 2020 Crossroads of the West Gun Show agreements: Michele Watson, gun store owner and gun show vendor; Amanda Garner, gun store owner and gun show vendor; Mike Garner, gun store owner and gun show vendor; Kevin Small, Orange County resident; Mike Leland, gun show attendee; Mike Brumbelow, gun show attendee. Speakers spoke of the event as safe, regulated, educational and family friendly.

Tiffany Cheuvront, legal representation for B&L Productions / Crossroads of the West Gun Shows stated the show promoter is lawful and follow all state and federal regulations and that law enforcement patrols inside and outside of the show. She discussed the Del Mar Fair litigation and urged the Board to read the injunction. She encouraged the Board to pass the 220 gun show agreements.

Director Aitken shared she has attended gun shows with her family. She discussed intellectual inconstancies with the Board, determining policies in the best interest of the community, against smoking, cannabis and high risk events, but has a hard time with the decision to host an event that sell firearms, on State-owned property, when there are plenty of shops throughout Orange County for people to purchase, get educated and distribute or sell back their firearms.

Director Meyer spoke in support of the gun shows sharing his reasoning as:

- He was impressed by was the willingness to have dialogue among the community that was in attendance of the show about the challenging issues around gun violence
- To work with community members who support and own guns and think how to collaborate and have solutions to gun violence
- Diversity of the county and not wanting to alienate that community, important to celebrate all communities, not wanting to dictate what people can be interested in

Director Rubalcava-Garcia spoke in support of the gun shows discussing diversity of interests, economic development of the community and the education and safety opportunities at the event.

**ACTION:** Vice Chair Cervantes motioned and Director Rubalcava-Garcia seconded to approve the 2020 Rental Agreements R-010-20;

R-011-20; R-012-20; R-013-20; R-014-20 (B & L Productions, Inc. / dba Crossroads of the West Gun Shows). **MOTION CARRIED. AYES: Chair Ruiz, Vice Chair Cervantes, Director La Belle, Director Rubalcava-Garcia and Director Meyer. NAYES: Director Aitken.**

**D. Wayfinding Signage Project Status Update**  
Information Item

Karns presented staff report.

Karns confirmed that the logo can be changed if needed based on the outcome of the branding project.

Director La Belle discussed:

- Incorporating Heroes Hall, Centennial Farm and the Equestrian Center into the signage program
- Receiving adequate input from the neighbors before any final decisions are made
- Signs to have real-time communication for drivers
- Defer until further into the master site plan

Karns discussed:

- The City of Costa Mesa (City) logo was incorporated at the suggestion of the City, related to the encroachment on City property and the Arlington beatification partnership with them
- Collection of neighborhood input and information on the impact of the illumination on the neighborhoods
- The height of the signs is strategic to relay the real-time communication to drivers

Director Rubalcava-Garcia confirmed the Buildings and Maintenance Committee had seen the renderings. She supported Director La Belle's comments on promoting on grounds brands. The Committee discussed bringing the project to the Board and public before the planning commission.

Reggie Mundekis criticized the item for being an information item and not a Board action item. She criticized and accused staff of hiding the plans from the public. She discussed that the City would like an MOU regarding the signs and the use of the City logo on the signs. She asserted the need for public workshops, to get public input from the neighbors. She criticized the sign for its design and the plan, which is based on an out-of-date traffic study. She urged the need for a traffic management plan and for the project to be folded into the master site plan.

Vincent Pollmeier alleged the City Planning Commission was confused with what was presented to them by OC FEC staff. He argued the process should have been a conceptual design presented to the Board and the public, with public workshops. He urged the need for more

public workshops for the signage project, the 2020 budget and the master site plan. He urged the need to embrace the public,

Jay Humphrey applauded and shared appreciation for the presentations at the City, at the Board meeting and the communication with the City. He criticized that the amount of information in the Board packet was not the same as the information presented to the City Planning Commission. He criticized the timing of and the lack of information provided to the public at the Board meeting.

Ana Vrska criticized Director Rubalcava-Garcia's comments regarding public comment. She criticized VP Karns for not presenting the signage plan to the Board and for not having public outreach prior to presenting to the City Planning Commission. She alleged the signage project does not conform to rules and regulations.

Beth Refakes shared her disappointment that the signage project was brought to the City without prior Board approval and community outreach. She shared she has heard that the current light emitted from the fairgrounds is bothersome to neighbors. She shared her opinion that the signs are too tall and the footings are too big.

Director La Belle asked for this item to come back as an action item with the opportunity for public input.

**E. Consideration of and Vote on OC Fair Board of Directors' Letter in Response to the California Department of Food and Agriculture Independent Auditor's Report and Financial Statements for the Year Ended December 31, 2017**

**Action Item**

Director Rubalcava-Garcia asked the Board to approve the letter drafted by the Audit committee.

Reggie Mundekis criticized the letter and urged clearer and stronger wording regarding the "timing issue" response and to deal with audits in a timely manner. She alleged critical information was hidden from the Board. She asserted the need for corrective action.

Director Rubalcava-Garcia asserted that the letter is factual and addresses the feedback from the auditor. She further explained that some of the items are duplicates from the prior audit due to the overlap and timing of the previous audit. She asserted the Audit Committee is working hard to avoid overlapping audits in the future.

Vincent Pollmeier commended the Committee for their efforts to stop the delay of the audits. He criticized that there is no way for the public to know if the responses in the letter are adequate without the public seeing the final management report. He criticized the letter stating it is

not an adequate response to points in the audit regarding outside legal counsel and contracting. He asserted the need for specific procedures and alleged currently there is an illegal contract.

Director Meyer agreed the timing of the backlogged audits getting completed is not acceptable and the Committee is committed to correcting that. He stated he is open to the idea of stronger language in the response letter if the Board is in agreement.

Director Rubalcava-Garcia stated she would support an amendment to the letter but does not think it is worth delaying sending the response letter, to close the 2017 audit.

Director Meyer spoke in support of approving the letter, as is, to get the 2017 audit closed.

**ACTION:** Director La Belle motioned and Vice Chair Cervantes seconded to approve the response letter to the California Department of Food and Agriculture Independent Auditor's Report and Financial Statements for the Year Ended December 31, 2017. **MOTION CARRIED. AYES:** Chair Ruiz, Vice Chair Cervantes, Director Aitken, Director La Belle, Director Rubalcava-Garcia and Director Meyer. **NAYES:** None.

**F. Consideration of and Vote on Board Policy Regarding Public Comment During 32nd DAA Board Meetings, Including Whether a Member of the Public Can Cede Speaking Time to Another Member of the Public**  
Action Item

Chair Ruiz presented the staff report and read language suggested by Director Bagneris, who was not present at the meeting.

Board discussion ensued and Director La Belle motioned to table the item.

Reggie Mundekis asserted the proposal is a restriction the First Amendment right of free speech. She spoke in support of the Board keeping the current public comment policy.

Vincent Pollmeier strongly encourage the board to table the item.

Ana Vrska criticized the Board for trying to limit public comment. She asserted that no one can control content of public comment.

Mary Spadoni agreed with the previous speakers. She spoke in support of keeping the current public comment policy language. She asserted the need for evening meetings giving more public the opportunity to comment.

Director Meyer motioned to table the item.

**ACTION:** Director Meyer motioned and Director La Belle seconded to table the item. **MOTION CARRIED. AYES:** Chair Ruiz, Vice Chair Cervantes, Director Aitken, Director La Belle, Director Rubalcava-Garcia and Director Meyer. **NAYES:** None.

**G. Consideration of and Vote to Adopt California Department of Food and Agriculture Form F-31 Fairtime and Interim Event Rental Agreement Template for 2-3 Day Events**  
Action Item

Richards presented the staff report.

Director Meyer shared that not including non-discrimination language in any agreement OCFEC enters into for use of the property, offends him.

Reggie Mundekis shared her concerns with the emergency use language. She asked if notice can be given to renters that have already signed or are in the process of signing an agreement, that this new emergency clause would apply to them. She also asked if there is a way to apply the emergency use clause to longer term renters and how the emergency clause would be implemented. She thanked the Board and staff for taking action on this item.

Board, staff and CDFA discussion ensued regarding amending contracts to include the emergency use clause. John Quiroz of CDFA state he would like to check with their legal department on terms that would apply to longer term rental agreements.

**ACTION:** Director Meyer motioned and Vice Chair Cervantes seconded to incorporate the updates of the California Department of Food and Agriculture Form F-31 Fairtime and Interim Event Rental Agreement Template for 2-3 day events into OCFEC rental agreements. **MOTION CARRIED. AYES:** Chair Ruiz, Vice Chair Cervantes, Chair Ruiz, Vice Chair Cervantes, Director Aitken, Director La Belle, Director Rubalcava-Garcia and Director Meyer. **NAYES:** None.

**H. Consideration of and Vote on the Appointment of the Board Chair to serve on behalf of the 32nd District Agricultural Association as an Elector for the California Fair Services Authority (CFSA) Board of Directors Elections**  
Action Item

Richards presented the staff report.

**ACTION:** Director Aitken motioned and Director La Belle seconded to approve the appointment of the Board Chair to serve on behalf of the 32nd District Agricultural Association as an Elector for the California Fair Services Authority (CFSA) Board of Directors Elections. **MOTION CARRIED. AYES:** Chair Ruiz, Vice Chair Cervantes, Director Aitken, Director La Belle, Director Rubalcava-Garcia and Director Meyer. **NAYES:** None.

- I. **The 32nd District Agricultural Association Board of Directors Delegates Authority to Execute All Forms of Agreements, Contracts, and Purchase Orders Without Further Authorization From the Board Of Directors (Policy 2.3.5). All Such Agreements, Contracts and Purchase Orders are to be Submitted to the Board of Directors for Review at Subsequent Meetings. This Delegation is Subject to Board Review at Each Annual Meeting**  
Action Item

Richards presented the staff report.

Director La Belle recommended the item be carried over to a more appropriate time for consideration, at the time the Board adopts the annual budget in December.

Board, staff and counsel discussion ensued regarding if the delegation of authority expires and if there is a need to approve the policy at the current annual meeting.

Director Rubalcava-Garcia motioned to approve the policy recommending amending the policy to only include job titles and not specific names.

Reggie Mundekis asked the employment status of CEO Kramer and if employed, in what capacity. She stated until the issues with Ms. Kramer are resolved she requests her delegated authority be withdrawn. She questioned the amount of authority delegated to staff, asserting the need to have clauses stating that authority may be edited or changed at any time and any matter may be called out for Board review.

Ana Vrska argued the current delegation of authority is too broad and asserted the need to pull back this authority, to put in new checks and balances. She stated the Board can delegate authority but not their responsibility. She suggested language allowing the Board to revoke delegated authority at any time, to lower limits and remove names in the policy.

Director La Belle motioned to carry the item over until the budget process adoption in December.

Board discussion ensued regarding if tabling item would interfere with operations.

Director Rubalcava-Garcia reiterated her recommended the Board approve the item and the agendaize it again as part of the budget discussion.

Director La Belle added an amendment to the motion, to include bringing the item back for consideration as part of the 2020 budget process.

Director Meyer spoke in support of Director Rubalcava-Garcia's recommendation to strike the names and just delegate authority to the office titles. Director La Belle also accepted that amendment.

**ACTION:** Director Rubalcava-Garcia motioned and Director Meyer seconded to approve the policy and amending the language to strike the employee names, delegating authority to the office titles and to also bring back the delegation of authority policy for Board consideration during the 2020 budget process. **MOTION CARRIED.**  
**AYES:** Chair Ruiz, Vice Chair Cervantes, Director Aitken, Director La Belle, Director Rubalcava-Garcia and Director Meyer. **NAYES:** None.

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

The Nominating Committee recommended Director Cervantes as the new Board Chair and Director Meyer as Vice Chair.

**ACTION:** Director Rubalcava-Garcia motioned and Director La Belle seconded to approve Sandra Cervantes as Board Chair for the 2019-2020 term and Andreas Meyer as Vice Chair for the 2019-2020 term.

Director Aitken, on behalf of the OCFEC, presented Chair Ruiz a plaque in gratitude for his service as Board Chair.

**11. BOARD OF DIRECTORS MATTERS OF INFORMATION**

Chair Ruiz congratulated the new Chair and Vice Chair on their appointments.

Director La Belle thanked Chair Ruiz for his service as Board Chair and congratulated the new Chair and Vice Chair. He asked staff to make a special effort to notify the public of the upcoming budget study session on November 14<sup>th</sup>

Director Aitken echoed Director La Belle's comments.



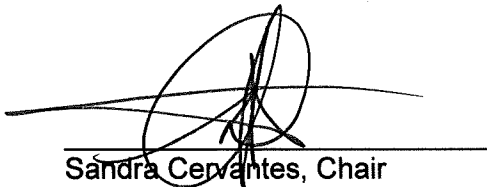
Vice Chair Cervantes congratulated Chair Ruiz on a job well done, for his guidance and being present. She also congratulated Director Meyer on his appointment as Vice Chair.

Chair Ruiz thanked the Board for their support of him as Board Chair over the past year. He assured the new Chair and Vice Chair can count on him for his support in their new roles.

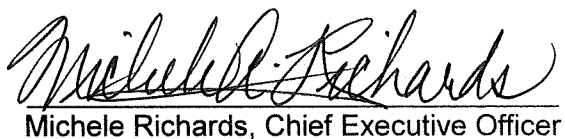
**12. NEXT BOARD MEETING: NOVEMBER 21, 2019**

**13. ADJOURNMENT MOTION TO ADJOURN**

Vice Chair Cervantes motioned and Director Aitken seconded to adjourn the meeting. Meeting adjourned at 2:12 p.m.



Sandra Cervantes, Chair



Michele Richards, Chief Executive Officer