



**Board of Directors Meeting
October 24, 2019**

Please take notice that this public meeting of the 32nd District Agricultural Association, a California state institution, is being recorded using video recording equipment. Please also take notice that the 32nd District Agricultural Association will release video recordings of its public meetings where required under California law.

Please silence your cell phones

The Mission of OCFEC is...

Celebration of Orange County's
Communities, Interests, Agriculture
and Heritage

(with results justifying resources expended)



6. CEO's Operational Announcements & Updates





Centennial Farm's 30th Anniversary – Oct. 5



U.S. Navy's 244th Birthday Celebration

October 11 – Heroes Hall



Thank You, AMVETS and Heroes Hall Veterans Foundation





Big Brothers Big Sisters Workplace Mentoring Program



Orange County Sports Commission



Orange Coast College Welcomes New President

The Orange Coast College Foundation

invites you to a

WELCOME RECEPTION

honoring

Dr. Angelica Suarez

*as the eleventh president of
Orange Coast College*



Monday, October 21, 2019

4-6 p.m.

OCC Planetarium



It's Budget Time!



For the Eight Months Ended August 31, 2019

	<u>Actual</u>	<u>Budget</u>	<u>Favorable (Unfavorable)</u>
YTD Revenue	\$ 46,137,672	\$ 47,282,657	\$ (1,144,985)
YTD Expenses	\$ 38,136,376	\$ 38,973,875	\$ 837,499
YTD Net Proceeds (Deficit)	<u>\$ 8,001,296</u>	<u>\$ 8,308,782</u>	<u>\$ (307,486)</u>



Cash and Cash Equivalents

	<u>August 31, 2019</u>	<u>August 31, 2018</u>
Cash on Hand	\$ 2,908,865	\$ 754,044
Investments	<u>\$ 59,386,472</u>	<u>\$ 54,677,065</u>
Total Cash and Cash Equivalents	<u>\$ 62,295,337</u>	<u>\$ 55,431,109</u>
Year over Year Increase	<u>\$ 6,864,228</u>	
% Increase	<u>12%</u>	





Jurassic Quest
Friday-Sunday, Nov. 1-3



Holiday Craft Making Workshop
Saturday, Nov. 2



Sugar Plum
Thursday-Saturday, Nov. 7-9



Flying Miz Daisy
Friday-Saturday, Nov. 8-9



Repticon
Saturday-Sunday, Nov. 9-10



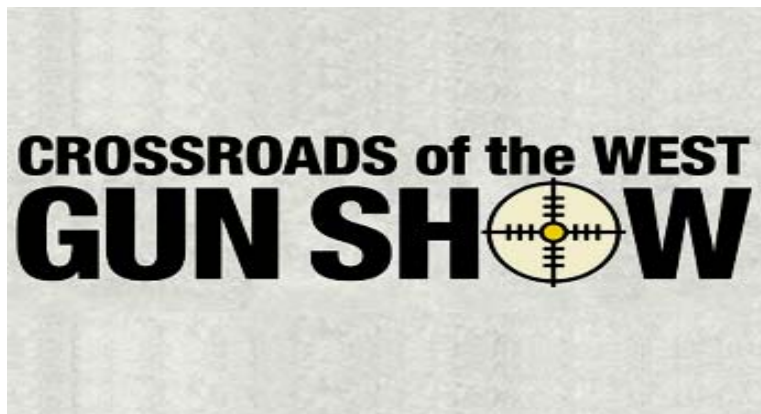
Pruning Fruit Trees
Saturday, Nov. 9



Salute to Veterans
Saturday, Nov. 9



Kombucha 101
Saturday, Nov. 23



Crossroads of the West Gun Show
Saturday, Nov. 30-Sunday, Dec. 1



Floral Design – Ikebana
Saturday, Nov. 30



OCTOBER 2, 2019 – MAY 3, 2020



Traveling exhibit on loan from the Detroit Historical Museum

New Exhibit at Heroes Hall
Open Now



Monday-Friday: 1p.m.-4p.m.
Saturday-Sunday: 9a.m.-4p.m.



Wed.-Sun., 11a.m.-5p.m



Saturdays/Sundays, 8a.m.-4p.m.



Thursday, 9a.m.-1p.m.

7. Minutes

A. Board meeting held September 26, 2019

Action Item



8. Consent Calendar: (Policy Reference: 4.3.4)

All matters listed under Consent Calendar are operational matters about which the Board has governing policies, implementation of which is delegated to the CEO. They will be enacted in one motion by category in the order listed below. There will be no discussion of these items prior to the time the Board of Directors votes on the motion, unless members of the board, staff or public request specific items to be discussed separately and/or removed from this section.

Any member of the public who wishes to discuss Consent Calendar items should notify the Chair of the Board, at the time requested and be recognized by invitation of the Chair to address the Board.



9A. 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)



9B. 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 WFA Convention in Reno, Nevada on January 19-22, 2020

- The Annual Western Fairs Association (WFA) Convention is being held in Reno, Nevada Sunday, January 19th through Wednesday, January 22nd.
 - Rescheduling the January, 2020 Board of Directors meeting would allow staff time to properly prepare materials for the meeting, and not interfere with travel back to Orange County.
 - Because the convention will be held in Reno, Nevada in 2020, Board approval is needed for out-of-state travel.



9B. 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 WFA Convention in Reno, Nevada on January 19-22, 2020

- OCFEC has historically been a major sponsor of the WFA convention. The \$30,000 sponsorship fee will be included in the 2020 budget. Benefits include:
 - on-site and media promotion of OCFEC
 - logo inclusion in WFA association magazine and web site
 - opportunity for OCFEC representative to give opening remarks at the convention
 - seating for 10 at the closing dinner
 - suite for conducting industry meetings
 - convention registration and lodging for up to **24 STAFF AND BOARD MEMBERS (approx. \$20,000 value)**
- The 2020 budget will also include \$4800 to cover airfare for the above 24 individuals ~~and approximately \$10,000 to cover airfare, lodging, convention registration and per diem for an additional 10 employees to attend the convention.~~



9B. 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 WFA Convention in Reno, Nevada on January 19-22, 2020

RECOMMENDATION:

At the Board's discretion, to approve rescheduling the January Board of Directors meeting to Thursday, January 16, 2020, out-of-state travel expenses for staff to attend the annual Western Fairs Association Convention in Reno, Nevada on January 19-22, 2020 and budget approval for a \$30,000 sponsorship of the convention.



9C. Consideration of and Vote on the 2020 B & L Productions, Inc. / dba Crossroads of the West Gun Show Rental Agreements

Crossroads of the West Gun Shows has been a client in good standing with OC Fair & Event Center (OCFEC) for 34 years. Crossroads is planning five gun shows at OCFEC in 2020, specifically in January, March, June, August and November. The five shows represent projected combined revenue of approximately \$715,000.

At its October, 2018 meeting, the Board of Directors approved six gun show rental agreements for 2019 (one show was subsequently eliminated by the promoter) in order to give the promoter time to plan and promote the events.

Staff is presenting the five 2020 gun show rental agreements for the Board's consideration, again to give the promoter time to plan and to give staff direction for the 2020 budget.



9C. Consideration of and Vote on the 2020 B & L Productions, Inc. / dba Crossroads of the West Gun Show Rental Agreements

CONTRACT #	CONTRACTOR	EVENT	DESCRIPTION	CONTRACT DATES	CONTRACT AMOUNT
R-010-20	B & L Productions, Inc.	Crossroads of the West Gun Show	Consumer Show (CON)	01/16/20-01/20/20	\$100,494.50
R-011-20	B & L Productions, Inc.	Crossroads of the West Gun Show	Consumer Show (CON)	03/19/20-03/23/20	\$100,404.50
R-012-20	B & L Productions, Inc.	Crossroads of the West Gun Show	Consumer Show (CON)	06/04/20-06/08/20	\$100,494.50
R-013-20	B & L Productions, Inc.	Crossroads of the West Gun Show	Consumer Show (CON)	08/20/20-08/24/20	\$97,704.50
R-014-20	B & L Productions, Inc.	Crossroads of the West Gun Show	Consumer Show (CON)	11/25/20-12/01/20	\$101,733.50

RECOMMENDATION:

At the Board of Directors' discretion.



9D. Wayfinding Signage Project Status Update

INFORMATION ITEM:

The purpose of this agenda item is to update the Board on the wayfinding signage project and to clarify confusion regarding the public meeting process with the City of Costa Mesa.

Staff began discussions on this project in early 2019 by engaging with the City of Costa Mesa as a result of losing wayfinding signage along Arlington Ave. during the upgrade project. Although there was not collaboration with the City of Costa Mesa on past digital signs at OC Fair & Event Center (OCFEC), staff felt it was important to do so moving forward and an application for the project was filed with the City.

Staff was informed in mid-September that a tentative City of Costa Mesa Planning Commission hearing scheduled for October 14, 2019 included an agenda item for the signage project. Staff attended that hearing where the City staff made a full presentation to the Commission and OCFEC staff answered questions and contributed information. The meeting was very positive and productive, and staff received valuable feedback from the Commission and members of the public who attended. Information gathered during the meeting is being summarized and next steps are being developed with City staff.



9D. Wayfinding Signage Project Status Update

INFORMATION ITEM:

One of the initial concept drawings is attached to this report, however changes are anticipated and staff will provide regular updates to the Committee and Board. As signage concepts are developed, there will be additional Planning Commission hearings. Once concepts are approved, detailed construction drawings will be developed and California Construction Authority (CCA) will be involved in the project for the full bid process to determine if the project could be accomplished prior to the 2020 OC Fair. There is a current budget of \$200,000 for wayfinding signs. Additionally, this project will be considered as the current branding project develops so that signage can adapt to any future branding requirements.



D1 Gate 4



ALUMINUM ROOF W/ FABRICATED FAUX FLAGS
ALUMINUM FABRICATED ROOF, SUPPORTS POLE TO BE BLACK ENAMEL FINISH, FAUX FLAGS TO BE TWO COLOR (TO MATCH PROJECT COLORS, ALWAYS SHOULD FACE NORTH)

ALUMINUM CABINET
.090 ALUMINUM CABINET PAINTED SATIN BLACK.
OC FAIR PANEL: #7328 WHITE PLEX BACKGROUND OVERLAID WITH DIGITALLY PRINTED TRANS. VINYL GRAPHICS.
GATE NUMBERS: .090 ALUMINUM BACKGROUND W/ROUTED OUT NUMBERS/LETTERING BACKED WITH #7328 WHITE PLEX. INTERIOR ILLUMINATED W/ LOW VOLTAGE WHITE LED SYSTEM.
13.25 SQ. Ft per face = 26.50 SQ. Ft for both sides

D/F ELECTRONIC MESSAGE BOARD
- 12MM LEDS PIXEL PITCH, 100 X 200 MATRIX
FULL COLOR RGB 281 TRILLION LEVELS-M
MANUFACTURER: OPTEC DISPLAY, INC.
32 SQ. Ft per face = 64 SQ. Ft for both sides

ALUMINUM CABINET
.090 ALUMINUM CABINET PAINTED SATIN BLACK. WITH DIGITALLY PRINTED TRANS. VINYL GRAPHICS. NON-ILLUMINATED.

ALUMINUM CABINET
.090 ALUMINUM CABINET PAINTED SATIN BLACK.
COSTA MESA CITY LOGO: .090 ALUMINUM BACKGROUND PAINTED SATIN BLACK W/ROUTED LETTERING/LOGO BACKED WITH #7328 WHITE PLEX.
INTERIOR ILLUMINATED W/ LOW VOLTAGE WHITE LED SYSTEM.
3.75 SQ. Ft per face = 7.5 SQ. Ft for both sides

STONE VENEER
TO MATCH EXISTING VENEER AND TOP CAP ON EXISTING PROJECT SIGNS.

ALUMINUM CABINET
.090 ALUMINUM CABINET PAINTED SATIN BLACK. WITH DIGITALLY PRINTED VINYL GRAPHICS.
LETTERING BACKED WITH #7328 WHITE PLEX. INTERIOR ILLUMINATED W/ LOW VOLTAGE WHITE LED SYSTEM.



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Stanton, CA 90680
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www.continentalsigns.com

State Lic. #: 664525



PROJECT NAME:
OC Fair & Event Center
Gate Signs
LOCATION:
88 Fair Drive
Costa Mesa, CA

DATE:
15Jan19

DESIGN NUMBER:

SCALE:

REVISIONS:

△	
△	
△	
△	

CUSTOMER APPROVAL DATE

LANDLORD APPROVAL DATE

CONCEPTUAL DRAWING ONLY:
All dimensions are approximate & may change due to construction factors or exact field conditions. Colors shown are as close to printing will allow, always follow written specifications.

SHT: 1.0

9E. 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

Concluding the District's 2017 annual financial audit by the California Department of Food & Agriculture (CDFA), a management report was issued outlining audit findings and recommendations.

As outlined in the CDFA Management Report #18-003 Executive Summary, the fair must respond in writing on how recommendations will be implemented.

Board of Directors to discuss the draft letter regarding the Board's response to the audit findings.

RECOMMENDATION:



At the Board of Directors' discretion.

9F. 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

At the September 26, 2019 Board of Directors meeting, a member of the public read a statement provided to her by another member of the public not present at the meeting; the member of the public did not exceed the three minute limit.

Director Bagneris asked to agendize a discussion on public comment during OCFEC Board meetings, including whether to allow one member of the public to cede his or her time to another member of the public.

RECOMMENDATION:

At the Board of Directors' discretion.



9G. 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

A letter dated August 30, 2019 was received from the California Department of Food & Agriculture (CDFA) announcing revisions to the standard F-31 template used for fairtime and year-round event rental agreements. The CDFA letter also recommended that District Agricultural Associations adopt the changes in the revised template.



9G. 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

- The template has been updated to a larger font to meet Americans with Disabilities Act (ADA) accessibility standards.
- Language has been added regarding Renter's guarantee for payment of any damages.
- Language has been added to the current deposit language allowing OCFEC to retain from the deposit any amount necessary to remedy Renter defaults.
- Language has been added to the Rules & Regulations acknowledging that OCFEC may be required at any time to use the property for responding to an emergency declared by local, state and/or federal governments and that OCFEC shall not be liable for any interference of Renter's use of the property.



9G. 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

- Revisions are made that strengthen the indemnification language.
- Language is being added to the Rules & Regulations requiring all temporary tents or enclosures used by Renter to have prior written approval from OCFEC and local fire suppression authorities.
- Language in the Rules & Regulations related to reimbursement for damage is amended.
- CDFA is recommending language related to complete removal of Renter's debris and materials by a certain date. OCFEC's current language is much stronger and more detailed and will remain.
- Language is being added which gives OCFEC the privilege of inspecting the premises covered by any agreement at any time or all times.



9G. 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

RECOMMENDATION:

At the Board of Directors' discretion.



9H. 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

According to Policy 4.2.7, the CEO or the CEO's designee is the Association's representative to the following organizations: Western Fairs Association, California Fair Services Authority, and the California Construction Authority.

CFSA holds elections to their Board of Directors biannually. The OCFEC Board Chair would serve as an elector, choosing a candidate from the list of candidates provided by CFSA or write in a candidate from the CFSA list of eligible electors representing class 3-7 fairs.

RECOMMENDATION:

OC Fair & Event Center Board of Directors adopt the following resolution:

Be it resolved that the OCFEC Board Chair is hereby appointed to serve on behalf of the OC Fair & Event Center (32nd District Agricultural Association) as an elector for California Fair Services Authority (CFSA) Board of Directors elections.



91. The 32nd DAA 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

RECOMMENDATION:

Approve the following delegation of authority: The 32nd District Agricultural Association Board of Directors delegates contractual authority to the CEO, Kathy Kramer, up to \$50,000 for general contracts and \$300,000 for talent guarantees. Michele Richards, Vice President Business Development; and Ken Karns, Vice President Operations may sign contractual instruments as delegated by the CEO within the limits of the aforementioned contractual authority. Additionally, the Board authorizes an exemption for staff to issue payment for billings in excess of \$50,000 via the “Over \$50,000 Expenditure Budget Schedule” which is submitted with each annual budget or an approved contract, LOU or rental agreement or is payment for utilities, Cal Card expenditures, insurance, payroll or State mandated employee services.



9J. Consideration of and Vote on the Board of Directors Nominating Task Force Recommendation and Election of Board Officers

In September, a two person task force of the Board was appointed by the Board Chair to make a recommendation for Officers of the Board for the upcoming year.

The new Board Chair and Vice Chair will assume leadership after the October 24, 2019 Board meeting.

RECOMMENDATION:

Review and approve the Nominating Task Force recommendations for Chair and Vice Chair of the Board of Directors for 2019 – 2020.



10. Closed Session

A. Pending Litigation – The Board will meet in closed session to consult with legal counsel regarding the following pending litigation. [Gov. Code section 11126(e).]

- i. To confer with and receive advice from legal counsel regarding potential litigation involving the 32nd District Agricultural Association. Based on existing facts and circumstances, the Board of Directors will decide whether to initiate litigation. (Govt. Code, § 11126, subd. (e).)
- ii. To confer with and receive advice from legal counsel regarding potential litigation involving the 32nd District Agricultural Association. Based on existing facts and circumstances, there is significant exposure to litigation against the 32nd District Agricultural Association. (Govt. Code, § 11126, subd. (e).)
- iii. Personnel: The Board will meet in closed session to consider the evaluation of performance of the General Manager / CEO. [Gov. Code section 11126, subd. (a).]



11. Board of Directors' Matters of Information

Upcoming Meetings:

**Public Budget Meeting
November 14, 2019 (6:30 p.m.)
&**

**Board of Directors Meeting
November 21, 2019 (9:00 a.m.)**





OC Fair & Event Center – Costa Mesa, California