

ORANGE COUNTY FAIR & EVENT CENTER  
BOARD OF DIRECTORS

Regarding

BOARD OF DIRECTORS MEETING,

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

Thursday, December 12, 2019  
9:00 a.m.

Reported by:

LUIS R. HERNANDEZ

1 APPEARANCES OF ATTENDEES:  
2 BOARD OF DIRECTORS:  
3 BOARD CHAIR SANDRA CERVANTES  
4 VICE CHAIR ANDREAS MEYER  
5 DIRECTOR ROBERT RUIZ  
6 DIRECTOR ASHLEIGH AITKEN  
7 DIRECTOR DOUG LA BELLE  
8 DIRECTOR NATALIE RUBALCAVA-GARCIA

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ALSO PRESENT:  
JOSH CAPLAN, ESQ.  
MICHELE RICHARDS, CEO  
DOUG LOFSTROM, VP OF BUSINESS DEVELOPMENT  
KEN KARNS, VP OF OPERATIONS

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E X H I B I T S

None

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1 Costa Mesa, California, Thursday, December 12, 2019

2 9:00 a.m.

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6 VICE CHAIR MEYER: We're a couple minutes behind  
7 schedule. Good morning. I'm going to call the meeting to  
8 order.

9 All matters noticed on this agenda in any category may  
10 be considered for an action as listed. Any item not so noticed  
11 may not be considered. Items listed on this agenda may be  
12 considered in any order at the discretion of the Chairperson.

13 The mission of OCFEC is celebration of Orange County's  
14 communities, interests, agriculture, and heritage with results  
15 justifying resources expended.

16 I'd like to start with the Pledge of Allegiance. And  
17 if I might, Director Aitken, if you would lead us in that.

18 DIRECTOR AITKEN: Please stand. Place your hand over  
19 your heart. Ready, begin.

20 (Pledge of Allegiance recited)

21 VICE CHAIR MEYER: Summer, could you do the roll call,  
22 please.

23 MADAM SECRETARY: Chair Cervantes?

24 CHAIR CERVANTES: Here.

25 MADAM SECRETARY: Vice Chair Meyer?

1 VICE CHAIR MEYER: Here.

2 MADAM SECRETARY: Director Bagneris?

3 (No response)

4 Director Ruiz?

5 DIRECTOR RUIZ: Present.

6 MADAM SECRETARY: Director Aitken?

7 DIRECTOR AITKEN: Present.

8 MADAM SECRETARY: Director La Belle?

9 DIRECTOR LA BELLE: Here.

10 MADAM SECRETARY: Director Pham?

11 (No response)

12 And Director Rubalcava-Garcia?

13 DIRECTOR RUBALCAVA-GARCIA: Here.

14 VICE CHAIR MEYER: Thank you. Before we move to our  
15 initial Closed Session, I did want to inform everyone of some  
16 adjustments we're making to the order of the Agenda today.

17 We're doing this in order to make sure that we have  
18 quorum for action items need to be taken. So the item that will  
19 first be considered after the Closed Session will be the  
20 Consideration of Vote On the 2020 Operating Budget and Capital  
21 Projects Budget. That will be followed by -- that's Item 10C.  
22 That's currently number -- then we'll go to 10B which is the  
23 Vote on the Policy Language for the Signature Parts For the Bank  
24 Account.

25 Then we'll move to Consent Calendar which is No. 9

1 currently on the Agenda. Then we'll move to Matters of Public  
2 Comment. Then the CEO's Operational Announcements and Updates.  
3 Then the Governance Process. And then our Final Closed Session.  
4 Just trying to give everyone advanced noticed.

5 MS. RICHARDS: And minutes are in there as well.

6 VICE CHAIR MEYER: Oh, I'm sorry. We'll do the  
7 minutes right before the Public Comment and then we'll move  
8 forward from there. So just everyone's aware in case they  
9 wanted to plan for which thing they want to speak on.

10 And with that, we will now adjourn to our initial  
11 Closed Session.

12 (Closed Session)

13 VICE CHAIR MEYER: We'll reconvene the meeting into  
14 Public Session. It's with great DLIELTH that I announce that  
15 during Closed Session this morning, the Board of Directors of  
16 the 32nd District Agricultural Association voted to appoint and  
17 employ Michele Richards as the General Manager and CEO of the  
18 32nd District Agricultural Association.

19 Director Cervantes, Meyer, Aitken, La Belle,  
20 Rubalcava-Garcia, and Ruiz voted to employ Michele Richards as  
21 the General Manager, CEO of the 32nd DAA.

22 Director Bagneris and Pham were not present and did  
23 not vote on this item. Congratulations, Michele.

24 (Applause)

25 MS. RICHARDS: Thank you so much, everybody. I'm very

1 honored. Thank you.

2 VICE CHAIR MEYER: We really wanted to give a vote of  
3 confidence to the team that is doing such hard work at this  
4 organization. And we want to thank -- be thankful, express our  
5 appreciation for some changes that we've seen recently.

6 And also express that we're committed and Michele has  
7 committed to the Board to operating in a different way. In a  
8 way that's more transparent that involves greater communication.

9 And that commitment is something that we're  
10 enthusiastic about or excited about this partnership and so just  
11 really thank you, Michele, for ready to take on the role.

12 MS. RICHARDS: Thank you.

13 VICE CHAIR MEYER: All right. Let me see where I am  
14 now. All right. Now we have No. 6. This is the Operating  
15 Budget. Michele, do you have a presentation?

16 MS. RICHARDS: I do.

17 VICE CHAIR MEYER: Do the -- then we'll do the comment  
18 cards.

19 MS. RICHARDS: Very good. So during the November 21st  
20 Board meeting, Board members requested a few additional reports  
21 to accompany the Proposed Draft Budget. Okay. Including  
22 various ticket and parking increase scenarios which we're  
23 prepared to present for discussion today.

24 A 2020 pro forma and balance sheet, 2020 cash flow  
25 projections report which we will bring back to the Board once

1 decisions are made on the ticketing options because, obviously,  
2 that affects the numbers.

3 Capital major projects report indicating a priority  
4 order and whether the work would be completed in-house or  
5 contracted out. And then a list of the largest fair time  
6 revenue contracts. And then, if available, gross fair revenues  
7 for the L.A. County Fair and the San Diego County Fair.

8 So starting with the ticketing options, we can  
9 certainly review those today for discussion with the Board. But  
10 this is a spreadsheet that shows several different scenarios.

11 Scenario No. 1 -- which you see the column in the  
12 middle of the spreadsheet -- involves increasing the weekday  
13 admission which is currently \$12 to match the weekend admission  
14 of \$14.

15 So that would be \$14 across the Board. And you'll see  
16 how that plays out for all of our ticket promotions across the  
17 board. That would result in additional revenue of \$396,308.  
18 I'm sorry, Jason. I'm getting a lot of feedback. Do you hear?  
19 Yeah. It's getting a little loud.

20 Scenario 2 would involve a dollar increase to both  
21 weekday and weekend admissions. So it would take weekday  
22 admission up to \$13 and weekend admission from -- from 14 to  
23 \$15. And you can see at the bottom of that column, that would  
24 yield an additional \$432,626 in revenue.

25 Scenario 3 would be to just do a dollar increase to



1 the weekend admission. So bring it from \$14 to \$15, but hold  
2 the weekday admission. And that would yield \$226,863 in  
3 additional revenue.

4 Okay. It should be noted -- a couple of things for  
5 the Board to consider: -- you can see the list of very robust  
6 active promotions that we do at the OC Fair. We often say that  
7 there's not a single day that a customer cannot come to the fair  
8 at a substantial discount or for three.

9 So what we're suggesting through these scenarios, our  
10 increases to that full-gate admission price. These are for  
11 people that are not necessarily priced-sensitive that, you know,  
12 they come to the fair, maybe even on a spur of the moment, and  
13 are, you know, are actively willing to pay that full price.  
14 Otherwise, the rest of our guests are taking advantage of all of  
15 those promotions.

16 Okay. We also looked at -- because of the Board's  
17 suggestion that maybe we look at other revenue generating  
18 options, we looked at what would happen if we increased our  
19 merchant space rates by 10 percent, rather than the 5 percent  
20 that we're suggesting for this year. And you can see that the  
21 yield is really not that much.

22 If we increase, it would be a resulting \$63,507 in  
23 additional revenue. Another option to consider, which would be  
24 Scenario 5, is increasing our year-round parking which is  
25 currently at \$9, but raising it to \$10. And that would yield an

1 yield \$187,000.

2 It should be noted that a \$9 parking fee is a little  
3 clunky operationally. You know, imagine driving into, you know,  
4 an attraction -- the zoo, the -- a baseball game, et cetera --  
5 and paying \$9 for parking. That parking attendant has to almost  
6 always give that dollar change.

7 So it's not just the additional labor for that, but  
8 it's creating all of those change funds and, you know, handling  
9 that cash as well. So that's one that we think might be under  
10 consideration for the Board as well.

11 We did also look at several other options that were --  
12 that didn't impact the gate as revenue-generating ideas per the  
13 Board's suggestion. There were some great ideas which we will  
14 continue to develop and bring back to the Board as, you know, as  
15 the year wears on as well.

16 As I mentioned, once the Board has an opportunity to  
17 discuss and maybe make some decisions on the various ticket and  
18 parking increases, then we will come back with a pro forma  
19 balance sheet, plugging in those new numbers, and then a more  
20 detailed cash flow projection as well.

21 We've already drafted those. We would just need to  
22 drop in the numbers. Another report that was requested was the  
23 Capital Major Projects Report. Specifically, indicating  
24 priority of those projects and whether the work would be  
25 completed in-house or contracted. And I'll turn that over to

1 Ken to go over that.

2 MR. KARNS: Thank you, Michele. So you have it in  
3 front of you -- fully detailed. A little more description of  
4 the projects. We took a stab at prioritizing one, two, or  
5 three. One being high priority, two being a medium priority,  
6 and three. If not completed -- we didn't get to it -- it would  
7 not hinder the facilities and operations.

8 And we used the same benchmark scoring that we've used  
9 for the last four years in the categories: If it's a safety or  
10 security item, if it's a cost-saving measure, if it's a revenue  
11 generator or if it's a brand enhancement.

12 So that was our philosophy around it. We just took a  
13 stab it and there it is for what it's worth. And if there's  
14 feedback on something that you want to see come up higher to the  
15 top, we're happy to -- to do that as well.

16 DIRECTOR LA BELLE: Michele, quick question, what --  
17 just for the benefit of the audience and ourselves -- how do we  
18 stand relative to L.A. County Fair and San Diego County Fair in  
19 terms of --

20 MS. RICHARDS: Very good. Let me show you. I have  
21 a -- we have a spreadsheet for that. We can come back to this  
22 if we need to. I'll run through this real quick. Here are the  
23 gross revenues as reported by those fairs.

24 Keep in mind, we -- the revenue reports have not come  
25 out through WFA for the 2019 Fair season yet. So these are 2018

1 Fair gross revenue comparison numbers.

2 You can see our table to the far left, attendance in  
3 2018 was 1.47 million. Our food gross was 29.7 million. Our  
4 total ride gross was 15.7 million.

5 You can see how San Diego measures up against that  
6 with 1.56 million in attendance, 19.5 million in food gross,  
7 10.5 million in total ride gross.

8 And then the L.A. County Fair at 1.25 million in  
9 attendance, 25 million in food gross, and they do not report  
10 their ride gross.

11 DIRECTOR LA BELLE: And what are the admission rates  
12 for each of the two fairs?

13 MS. RICHARDS: Yeah. Currently, full weekend  
14 attendance in San Diego and L.A. are \$20 per person. Now, we  
15 haven't received information if those will be erased this year  
16 or not. But as of the 2019 Fair, it was \$20.

17 DIRECTOR LA BELLE: And then the weekday is what at  
18 the two fairs?

19 MS. RICHARDS: I don't know that. San Diego has a  
20 separate weekday rate. I believe they're steady at 20. And I  
21 think it's a few dollars less at the L.A. County Fair.

22 DIRECTOR LA BELLE: Thank you.

23 MS. RICHARDS: Does anyone know for sure, staff?

24 (No response)

25 I can that specifically to you, Doug.

1                   DIRECTOR LA BELLE: Thank you.

2                   MS. RICHARDS: Okay. Let me go back to the list of  
3 our largest fair time revenue contracts. That was also another  
4 question that was asked of the Board.

5                   On the food and beverage commission side, you can see  
6 the numbers there. These are the top five revenue contracts  
7 for -- in the food and beverage category.

8                   And then on the right-hand side, you'll see the  
9 resulting revenue from the RCS Carnival Contract, Sleep Number  
10 is a large merchant and sponsor. Toyota, of course, is the  
11 sponsor of our Summer Concert Series. Quiet Cool, another  
12 sponsor. And then our sponsorship with Pepsi.

13                  Okay. And I'll go back to capital if -- did you have  
14 anything else you wanted to highlight or any other questions  
15 regarding the capital list?

16                  (No response)

17                  Okay. Well, those were the the additional reports and  
18 information that were requested of us in the last Board meeting.  
19 So we present to you the budget. And then if the Board wishes  
20 to have any discussion or debate regarding the different ticket  
21 increase scenarios, we're happy to answer any questions.

22                  DIRECTOR LA BELLE: I have some comments on the  
23 capital, but I think I'll just wait until we hear from the  
24 audience.

25                  VICE CHAIR MEYER: Okay. Let's go to the comment

1 cards. First up, I have Reggie Mundekis, followed by  
2 Debraun West.

3 MS. MUNDEKIS: Hi. I'm Reggie Mundekis. I'm speaking  
4 regarding the Budget.

5 I would like to thank staff and the Board for a good  
6 budget process this year with much more detail and information  
7 and insight into how decisions are made.

8 So in -- there's still questions about why the sound  
9 wall for the Action Sports Arena is not being built and there's  
10 no commitment for it because there's the ongoing problem during  
11 the fair of the never-ending sound of motorcycle racing and  
12 monster truck shows and demolition derby going out into  
13 Mesa Del Mar neighborhood.

14 Now, if I have to, I will walk the Mesa Del Mar  
15 neighborhood and collect signatures and letters from people  
16 asking you to build the sound wall. I can do that. I've walked  
17 many, many campaigns. But I think that we can come to an  
18 agreement to build that sound wall without having to resort to  
19 do.

20 So my other question on the specific project is under  
21 the major expenditures, under -- there's the line item for the  
22 Pac Amp berm landscaping. The description says "plant flowers."  
23 That's really not what needs to be done to fix the problem.

24 The problem is the Pac Amp berm -- the sprinklers  
25 never worked right because when it was built, nobody went back

1 to the contractor and had to fix the sprinklers when they could  
2 make the contractor fix -- make the actual building contractor  
3 fix the sprinklers.

4 Since then, nothing has grown, except weeds. It gets  
5 hydroseeded every year which is a waste of money. We need to  
6 look at a comprehensive landscaping plan which a good focus  
7 could be made of landscaping because that can reduce maintenance  
8 and water use.

9 We don't need somebody out there planting, you know,  
10 small landscaping plants up there that will die and have to be  
11 replaced. We're looking for a permanent long-term solution to  
12 the weeds on the Pac Amp berm.

13 And, lastly, you received a letter this week regarding  
14 what does approval of a capital budget line item mean.  
15 Currently, when the capital budget is approved, the line item  
16 approval is meant to mean that staff can execute the project in  
17 whatever manner they see fit without having to come back to the  
18 Board for approval.

19 This has caused a numerous number of problems in the  
20 past. We're asking that the Board -- for larger projects.  
21 Perhaps, over 10 or \$20,000 -- the Board makes it clear that the  
22 approval of the capital budget line item allows staff to begin  
23 planning and initial design for the improvement, but a separate  
24 request for approval of the plans and implementation is required  
25 from the Board.

1           That strikes a balance of allowing staff to go ahead  
2           and start the planning work and allows the Board to see what is  
3           actually planned and proposed. And an approach like this, quite  
4           frankly, can eliminate many of the agonizing issues that have  
5           come up over the years. Thank you.

6           VICE CHAIR MEYER: Thank you. Next is Debraun West,  
7           followed by Beth Refakes.

8           MS. WEST: My name is Debraun West. I want to thank  
9           the Board for addressing the fair contracts in the previous  
10          Board meeting. And today, I'm speaking to you about these  
11          contracts, and in particular, the Carnival Operations Contract.

12          From the information we have reviewed thus far, it  
13          seems that the last time the carnival contract was bid was in  
14          1999; 20 years ago. And to put that in perspective, before Y2K.  
15          Since then, those unsolicited contracts are worth between 2 to  
16          \$3,000,000. Let that sink in for just a minute. 20 years  
17          without a competitive bid for contracts worth over \$200 million.

18          We believe that the reason for this is that the fair,  
19          at the time, was under the perception that no other fair  
20          competitors were available. Perhaps, those in California were  
21          committed. And those that were not in California wouldn't want  
22          to travel to California for just one fair.

23          Take note that the current provider goes all the way  
24          to Houston for a similar contract. And that our company goes  
25          from California to New York for just one fair. You had



1 competition then and you have compensation now. Folks,  
2 traveling is what we do.

3 Now, why would you be left to believe that perhaps  
4 without any competition, this contract -- arguably one of the  
5 best fair contracts -- could continue to stay and contest since  
6 some of us were in high school.

7 I'm not saying that the structure hasn't changed.  
8 However, changing the structure of a contract doesn't mean you  
9 change the financial income. There is the possibility that by  
10 changing the structure of a contract, you deceive the other  
11 party into thinking they're getting a better deal.

12 I taught a class on business at the CSU Long Beach.  
13 And the foundation for a deal to be fair is that both parties  
14 feel that the party got the better half of the deal. Just  
15 because you can take something doesn't mean you should.

16 The current provider may argue that the new contract  
17 from 2012 raised the game percentage to a competitive 24.5  
18 percent. What they won't tell you is that the larger price --  
19 the ride percentage -- was also blended to 24.5 percent.

20 You're smart people. Raising one to lower the other  
21 is one of the oldest magic tricks in the books. With this  
22 contract that is set through 2021, the agreed upon ride revenue  
23 share may be the lowest paid ride percentage of any major fair  
24 in North America.

25 While the fair's responsibility resemble the structure

1 of an independent fair similar to Del Mar, the fair is  
2 responsible for the cost of tickets, the cost of ticket sellers,  
3 the credit card fees, the garbage, the police, and the list  
4 seems to go on and on. These obligations cost the fair well  
5 into hundreds of thousands of dollars and are normally fees that  
6 are consumed by a full carnival contractor, unless it is an  
7 independent fair.

8 The advantage to all of this being in place and these  
9 costs being similar today to an independent fair is the ability  
10 to separate the carnival contract into separate contracts. The  
11 ability for the fair to instantly increase revenue without  
12 additional costs being accrued from separating those contracts.  
13 Thank you.

14 VICE CHAIR MEYER: Thank you. The final comment card  
15 is for Beth Refakes.

16 MS. REFAKES: Good morning. Thank you for letting me  
17 speak.

18 I have some concerns also about the delay of the sound  
19 wall for the action sports arena. This has been talked about  
20 many years. Its been disturbing the residents that live in the  
21 neighborhood. And I think it's about time they take action on  
22 it, instead of delaying it and keep on delaying it.

23 So if you're truly committed to having a good  
24 relationship with the surrounding residents, I think that you  
25 really need to show that you are willing to make the expenditure

1 to solve the noise problem that comes from the Action Sports  
2 Arena.

3 The other question I had, I noticed it's not in this  
4 year's budget but it's projected out for 2021 is the Heroes Hall  
5 medallion replacement repair. And I'm wondering what the  
6 problem is with that. And if delaying is going to cost  
7 additional damage. So I have a question on that.

8 I also agree with the previous speaker about flowers  
9 in the berm; it's a waste of money. City of Costa Mesa has put  
10 flowers in their -- in some of their mediums and everything.  
11 With the water restrictions, they soon died. The mediums look  
12 terrible. Your berm is going to look terrible as well --  
13 starting to plant flowers.

14 So you really do need to have a landscaping plan that  
15 deals with the current environment that we're in, including the  
16 water restrictions. So I think that just making some kind of,  
17 you know, flower thing. We had one council member who wanted  
18 flowers everywhere in the city and it just -- over time, they  
19 all die. So unless you are willing to spend the money and  
20 violate the watering restrictions.

21 The other thing. The major expenditures. You need to  
22 be able to have a review before the final action on them. You  
23 can give direction on the budget item and that -- as the  
24 previous speaker mentioned -- you can give staff the time to go  
25 out and do the design and everything. But you need to have that

1       come back to you for final approval.

2               And I'll give you a really quick example: When the  
3       Pacific Amphitheater and the berm were being worked, the Fair  
4       Board approved that project.

5               Well, what they didn't realize is that with the  
6       approval of that project, they were also set to demolish the  
7       Memorial Gardens Building. And when it was brought to their  
8       relationship, they go, "Oh, well. Wait a minute. We didn't  
9       approve demolishing the building." And so that's one reason why  
10      things have to come back to the Board because you have to know  
11      exactly what is the final proposal and what the project is going  
12      to look like.

13              So now, the Memorial Gardens Building, of course, is  
14      Heroes Hall. So I think that that is a good lesson to learn for  
15      reviewing the final project. Thank you.

16              VICE CHAIR MEYER: Thank you. I'll turn to the Board  
17      for comment. I'd like to especially ask for -- Michele, can you  
18      address the point about the sound wall.

19              MS. RICHARDS: Yes. And, actually, I'll turn to Ken  
20      for more information on that.

21              But the sound wall had previously been included in  
22      Master Site Plan discussions. It's a quite expensive project to  
23      undertake. Decisions have not been made yet about the Master  
24      Site Plan and how the Action Sports Arena feathers into that.  
25      Jason?

1           And so discussions about the sound wall have been, you  
2     know, delayed until further discussion of the Master Site Plan.  
3     If the Board wants to take that up as a separate project, we're  
4     very happy to entertain that discussion.

5           DIRECTOR LA BELLE:   Maybe I can add to that.

6           I think at the last Board meeting, I shared the  
7     concern of Reggie that regardless of the infrastructure setting,  
8     I don't see the Action Sports Arena going anywhere. We have  
9     such an investment there in terms of that particular facility.

10          And on my list of priorities, I had moved that. And,  
11     obviously, it's the Board's action, but I had moved that up to  
12     this year.

13          To add to it, I've got some experience with building  
14     sound walls in communities. Sound walls are the only thing --  
15     and I'm not an engineer, but I'm a pseudo-engineer as a former  
16     City Manager. Mass is the only thing that really addresses the  
17     issue of sound.

18          Right now, there's a million dollars in the budget  
19     for -- not this year, but next year. We're going to have to go  
20     through a -- we're going to have to retain an engineering firm  
21     or an architectural firm to design the wall. We're going to  
22     have to go through CEQA. We're going to have to do whatever,  
23     you know, that tell us to do. Whether it's categorically exempt  
24     or focus EIR whatever the case.

25          It would certainly be my recommendation when I get

1 back to my thoughts on the whole capital budget that we begin  
2 the engineering this year. As a practical matter, it's probably  
3 going to take us six months just to design the project to  
4 complete CEQA. And I'd like to be ready at the end of this  
5 year's fair to be able to do the sound wall in advance of the  
6 2021 Fair.

7 So that's going to be my -- well, that's my comments  
8 now, but that's going to be a part of my overall comments on the  
9 capital budget.

10 DIRECTOR RUBALCAVA-GARCIA: And would the Board be  
11 open to exploring -- if Ashleigh and I take this up on the  
12 infrastructure side, we can work with Ken to explore what that  
13 process would be and, you know, what the potential expenditure  
14 would be, and whether or not it really does make sense to wait  
15 until the Master Site Plan moves forward.

16 Because although I know that we don't really see that  
17 being impacted -- the sports arena -- it is still a very big  
18 investment for us to approve without a full understanding of the  
19 infrastructure audit being complete and the Master Site Plan  
20 discussion being, you know, started. So that's just my  
21 recommendation. Ashleigh, anything to add?

22 DIRECTOR AITKEN: Yeah. And I know that in previous  
23 years, we've had vendors that did not respect our requests for  
24 mufflers on their trucks and we had comments from the  
25 neighborhood. Did we have any complaints from the neighborhood

1 about the Action Sports Arena last year?

2 MS. RICHARDS: Yeah. My understanding is that there  
3 was one complaint from the neighborhood that we received during  
4 the fair.

5 DIRECTOR AITKEN: And do we know how many residents  
6 live in the neighborhood behind the Action Sports Arena?

7 MS. RICHARDS: I don't know that number offhand.

8 DIRECTOR AITKEN: Okay. I agree with Natalie. I  
9 think that we have done a lot of work. And especially worked  
10 with our partners during fair to mitigate a lot of the sound  
11 that goes to the neighborhood.

12 And because of the time, the investment, and frankly,  
13 what is it going to do, you know, sound walls are incredibly  
14 unattractive. So I want to make sure that we have neighborhood  
15 weigh-in about what they want it to look like, how big do they  
16 want it, what their input is when we close down that whole  
17 section of the fair taking away their ingress and egress from  
18 the property. And I know that residents, they really like with  
19 the golf carts and being able to walk in and out.

20 I think we need to at least involve the community on  
21 this because they're going to have to look at it all year-round,  
22 not just during fair time.

23 DIRECTOR LA BELLE: From my perspective, I agree with  
24 both Natalie and Ashleigh.

25 I think that that would certainly be a part of the

1 design process. Once a firm is retained to begin the design  
2 process, we need to reach out to the community and make sure we  
3 have that kind of input. And all of that is going to play in to  
4 what the final environmental documentation is going to be. I  
5 guess my question of Ken would be when is the infracture study  
6 going to be completed?

7 MR. KARNS: We have a report coming as part of the  
8 Committee, but within the first quarter of 2020. So very soon.

9 DIRECTOR LA BELLE: So by April, it will be completed?

10 MR. KARNS: We're striving for well long before that.

11 DIRECTOR LA BELLE: Thank you.

12 VICE CHAIR MEYER: So I guess the question is whether  
13 we want to put money in the budget for 2020 to begin initial  
14 study of this in conjunction with the recommendations coming out  
15 of the side audit or whether we want -- the way I read this, and  
16 correct me if I'm wrong, is that no initial money, including  
17 design or engineering analysis or assessment or whatever will  
18 begin in 2020; is that right?

19 MR. KARNS: The budget as it's written?

20 VICE CHAIR MEYER: Yeah.

21 MR. KARNS: You're only approval the 2020 year. The  
22 look ahead is just what it is.

23 VICE CHAIR MEYER: I wouldn't oppose approving that  
24 budget money now with the understanding that we don't want to  
25 get ahead of ourselves. We want to do this in a coordinated



1 fashion with the Master Site Plan. But rather than having to  
2 adapt to the budget later and result in an unexpected deficit.

3 I would just have us approve the money now but with  
4 the understanding that this has to go through the Facilities  
5 Committee and come back to the Board to discuss the plan for  
6 getting it rolling and maybe we are able to get some of it  
7 rolling in 2020.

8 DIRECTOR LA BELLE: I think I would agree with  
9 Andreas.

10 I think that makes a lot of sense. If we plug the  
11 money in, we don't have to spend it. And, obviously, I do think  
12 it's important that Natalie and Ashleigh have the opportunity to  
13 complete the work they're doing as a committee.

14 I just -- I've been here before to this rodeo and I  
15 just know that once we start the process, it's going to take a  
16 very significant period of time to go through the design, the  
17 bid, getting CEQA compliance, et cetera. So the sooner we can  
18 get that started, the better. But I certainly am very  
19 comfortable with waiting until the committee has completed their  
20 review.

21 DIRECTOR RUBALCAVA-GARCIA: And I'm concerned with  
22 putting a number on the budget that we're not going to be able  
23 to spend and then we'll be back here next year in November and  
24 it will look like we failed or staff failed to get this project  
25 in the works when we're already saying it doesn't look like

1 we're going to have the bandwidth to -- or even the knowledge  
2 that we need to make this decision.

3 So just putting a placeholder there. If the  
4 infrastructure -- if we're not going to have that done until Q1,  
5 then we're looking at Q3; that's fair time. So I don't really  
6 think it's possible to even start the process, but we can assess  
7 it this year internally and then we would have a better figure  
8 to put into the budget for 2021.

9 But right now, we're just going to come up with a  
10 number that we don't even know -- I mean, I don't know what it  
11 would take to build a wall. I mean, a sound wall. So I think  
12 -- my recommendation is to wait, but I'm open to, you know,  
13 further discussion on that. But I'm just reluctant to put a  
14 number on the budget that we are not going to spend and we're  
15 going to defer to 2021 and it will be another project that we  
16 didn't get complete.

17 DIRECTOR AITKEN: I mean, I share my colleague's  
18 concern in that it's not just moving it over. If we're moving  
19 over a million dollars into the 2020 budget, I want to know how  
20 you guys are going to prioritize taking something out. How are  
21 we making up that delta?

22 I'm fine with making a commitment to have community  
23 meetings and to start reaching out about what we -- would work  
24 for the residents on that side of the property, what they would  
25 be open to. If they wanted it all, we need to reach out to the

1 city. There's a lot of leg work that we need to do. But just  
2 moving a million dollars from one column to the next without  
3 telling me what's coming out to compensate for that million  
4 dollars, I'm just -- I'm uncomfortable with until we have more  
5 information.

6 DIRECTOR LA BELLE: Let me add an additional thought.

7 Part of what I'm going to comment on when we get back  
8 to the big picture, many agencies have quarterly budget reviews  
9 during the course of the year. Often times, they're just real  
10 quick updates on an agenda to, kind of, let the Board know  
11 exactly where we stand in terms of various projects.

12 I'm going to suggest that we have a mid-year budget  
13 review in June. And maybe at that point in time, we certainly  
14 ought to have the infrastructure study done, maybe have some  
15 input from the neighborhood, and we can always add -- you can  
16 plug a number any time you want during the course of the budget  
17 year. I just think an inappropriate amount -- and maybe that's  
18 a compromise that the Board might feel comfortable with.

19 DIRECTOR RUIZ: Yeah. You know, I agree with both  
20 Doug and Ashleigh and Natalie as well. Yeah. I want to hear  
21 from the residents who are going to be affected by this. I want  
22 to hear from them and see what they want.

23 Because, you know, I represent contractors that build  
24 sound walls along freeways and stuff, and, you know, we always  
25 get the residents wanting a sound wall and then when it does go

1 up, oh, my God. That thing is ugly. You know, so that's not  
2 what I would like to see here.

3 So, yes. Let's get the residents involved and let's  
4 hear from the community and then we can move forward from there.

5 VICE CHAIR MEYER: Very good. A comment was raised  
6 with respect to the Pac Amp berm. Any comment about the  
7 planning on the landscaping there? Can we look at drought  
8 resistant landscaping?

9 MR. KARNS: Yes. So I'll be happy to answer. For the  
10 first time, we have a fully staffed landscape supervisor. Yay  
11 for us and the staff. She's going to undertake a full landscape  
12 plan for the berm, do that homework first, and then we'll know  
13 what we're doing.

14 We envisioned it being done in phases. The berm -- if  
15 you look at it from all sides -- is massive. So taking a phase  
16 approach is how we envision it now. But we're confident that  
17 that team will come back with a plan that encompasses all those  
18 thoughts, native California product, job resistant, something  
19 sustainable, something long-term, and something that fixes the  
20 holes in the berm.

21 I wasn't here when it was built, but our homework  
22 shows that that soil that was used is not the best. So we're  
23 challenged. We're not going to be replacing the berm, but we do  
24 want to improve it.

25 DIRECTOR LA BELLE: I'd like to comment on that as

1 well.

2 One of the -- I guess, Doug 2 and Doug 1 were here  
3 when that berm went in. One of the things I'd like to see is  
4 currently shown over a three-year period, it basically is an  
5 eyesore. It's very, you know, it's an eyesore. And I would  
6 like to see it accomplished on a one-time basis, whether it's  
7 this year or next year. I'm certainly not adverse to having a  
8 study done.

9 But I think, ultimately, the way to address it, we're  
10 going to end up going out to bid, we're going to get a landscape  
11 contractor in, and that landscape contractor is going to do the  
12 work. So I'd like to see it all done at one time.

13 And, hopefully, this coming year, rather than spread  
14 over a three-year period. I think that would make the most  
15 sense and maybe even combine it with other landscaping  
16 activities that are being done on site.

17 So I'd like to see staff how we can, kind of,  
18 coordinate everything in one fell swoop. Generally speaking,  
19 you'll get a better price and better bid if, you know, if you  
20 have a larger project that we're looking at. So that would be  
21 my thoughts on that.

22 VICE CHAIR MEYER: Okay. Any thoughts? Any further  
23 comments?

24 MS. RICHARDS: At this point, we -- there have not  
25 been any requested changes to the budget itself, other than the

1 discussion regarding ticketing. So we're happy to take any  
2 additional questions. But we present the budget for your  
3 consideration.

4 VICE CHAIR MEYER: I do want to share that I thought  
5 that the comment that was made was a very good one.

6 And I think it's something for us to be mindful of  
7 that line item budget approval doesn't necessarily equate to  
8 project approval. That means that we've approved money in the  
9 budget for that project to move forward, but there are  
10 significant projects that do need to have involvement, whether  
11 it's initially with the Facilities Committee or another  
12 committee. And then involvement with the Board, and so I just  
13 wanted to reenforce that.

14 We can -- that's a topic that needs that'll get  
15 studied in the process of the Contracting Governance Policy  
16 Review which is going to be a big lift. But in the meantime, I  
17 do think it's a point that's really well made and one to take  
18 into consideration.

19 MR. KARNS: Last year, we created a list of the ones  
20 that the Board wanted to come back. I don't think if we go buy  
21 a scissor lift, you necessarily want -- but if there's projects  
22 identified that you wish to come back through the Committee and  
23 through the full Board, I mean, that's great. I mean, that's  
24 just helps staff. So absolutely. I think we can take a quick  
25 look and wouldn't take long to understand which of those

1 projects they are.

2 VICE CHAIR MEYER: And maybe we could work with the  
3 Facilities Committee before the January meeting and come back  
4 with a list of the ones that, you know, full list and identify  
5 the ones that you're going to work with the committee on or work  
6 with another committee on, and we can have that as an action  
7 item at the Board meeting to discuss further.

8 I mean, in general, I think the principle would be  
9 particularly things that have a major physical impact on the  
10 property that we would definitely want to take a look at. I  
11 agree with you, we don't need to look at the scissor lift,  
12 probably.

13 So, anyway, any additional --

14 MS. RICHARDS: If I could make an added comment as  
15 your new CEO: I want to assure this Board and the public that  
16 if that was done in the past, it certainly won't be done in the  
17 future.

18 This is an opportunity for us to identify those  
19 projects that are large enough, visible enough, meaningful  
20 enough to the Board and the community to uplift those projects  
21 so we have every advantage of bringing them back for review and  
22 consideration.

23 So I just want to assure everyone that that will be  
24 the way we'll proceed moving forward.

25 DIRECTOR RUBALCAVA-GARCIA: Thank you.

1           DIRECTOR LA BELLE: Michele, could you one more time  
2 review the various options in terms of adjusting parking and  
3 ticket prices.

4           MS. RICHARDS: Yes. So I've got the different  
5 scenarios on on the screen again.

6           Scenario 1 which is that -- the first, kind of --  
7 almost center in that spreadsheet -- proposes increasing weekday  
8 admission to match weekend admission. So it takes the \$12  
9 weekend admission price, moves it up \$2. So that no matter what  
10 day you're at the fair, the full price, non-promotion gate  
11 admission would be \$14. That yields an additional \$396,308 to  
12 the revenue for the new budget.

13          Scenario 2 increases both the weekend and the weekday  
14 rate one dollar. So weekday goes from 12 to \$13. Weekend goes  
15 from 14 to \$15. That would yield \$432,626 in additional  
16 revenue.

17          Scenario 3 is to just increase the weekend admission  
18 by a dollar. So it leaves weekday at 12. It takes weekend from  
19 14 to 15. And that results in an additional \$226,863 in ticket  
20 revenue.

21          On the parking side, our recommendation was to take  
22 our year-round parking which is currently \$9, move that dollar  
23 to \$10. For operating efficiencies, it makes sense as well.  
24 But that would result in an additional \$187,521 in revenue.

25          DIRECTOR RUBALCAVA-GARCIA: So with the -- in terms of



1 the budget discussion -- we could approve a budget today. But  
2 because this is increasing revenue, we could revisit this at a  
3 later time?

4 MS. RICHARDS: Absolutely.

5 DIRECTOR RUBALCAVA-GARCIA: Okay.

6 MS. RICHARDS: So what that would allow is for staff  
7 to put the proposed budget into play beginning January 1. And  
8 we could bring this back in January at the Board meeting for  
9 further discussion.

10 VICE CHAIR MEYER: I like that suggestion.

11 DIRECTOR RUBALCAVA-GARCIA: That'll prompt public  
12 discussion, too. We want to hear from the public on your  
13 thoughts on increasing.

14 MS. RICHARDS: Sure. That's easy.

15 DIRECTOR RUBALCAVA-GARCIA: I would move to approve  
16 the budget if we're done with discussion.

17 DIRECTOR AITKEN: I second.

18 DIRECTOR LA BELLE: I'd like to speak to the motion if  
19 I could.

20 First of all, I have no problem in -- I was prepared  
21 to recommend Scenario 2 and then make the parking adjustment,  
22 but I'm certainly very comfortable with bringing that back in  
23 January. And that will give the audience the opportunity to,  
24 kind of, weigh in a little more on that.

25 In terms of the capital budget -- just for the

1 record -- I want to articulate what I said at the last Board  
2 meeting and Robert and Ashleigh were not here. First of all, I  
3 think our number one priority needs to be getting the  
4 infrastructure completed.

5 I noticed in the material that staff presented to us,  
6 we have a, kind of, an added item down at the bottom of 100,000  
7 additional for the infrastructure study. I'd like to suggest  
8 that that be moved up and shown on the documentation in the  
9 budget as a carryover project. And to add a specific narrative  
10 to that reflects exactly what we're doing in terms of that  
11 activity.

12 I want to compliment staff, not only on the capital  
13 budget but on the operating budget. The additional  
14 documentation you provided in terms of narrative explains very  
15 clearly from you why we're doing, what we're doing. And even  
16 more importantly, it helps the audience understand what's being  
17 done within the budget document itself.

18 I think our number one priority after the  
19 infrastructure needs to be making sure that all of the health  
20 and safety issues are clearly addressed within the Capital  
21 Budget.

22 And I think staff has done a good job of indicating  
23 that in terms of the various electrical things that need to be  
24 done and other just significant maintenance items that need to  
25 be done to make sure that we maintain the facilities we have.

1 I think at our last meeting, we didn't have a  
2 spokesperson here today, but I think there was some questions  
3 raised regarding the Equestrian Center. I want to make sure  
4 that -- I don't want to go ahead and do a lot of stuff until  
5 we've completed the infrastructure. But if there's any -- any  
6 safety issues or just significant maintenance issues that need  
7 to be addressed in the equestrian area -- and I understand we  
8 have a contractor out there -- but I want to make sure that  
9 those are addressed for the users of the facility.

10 And I, again, would like to see us having a mid-year  
11 budget review in June in advance of the fair where we can get an  
12 update of where we're at on projects and where we're at on  
13 different activities.

14 In terms of the coming back on various items -- as far  
15 as the equipment is -- when it's approved, it's approved. You  
16 know, I don't want to know when you buy a truck or whatever  
17 else. You know, I want to know if it costs four times whatever  
18 you thought it was going to cost, but as long as it's within the  
19 confines of the budget. I think staff needs to feel comfortable  
20 to be able to go out and bid those items.

21 And, again, I have spoken with Michele about a budget  
22 transmittal letter when the budget is adopted. And I think  
23 that's helpful not only for the Board to have that, but for the  
24 rest of us to have that information so you can go online and see  
25 exactly what the revenues are, what the expenses are, et cetera,

1 et cetera.

2 In terms of capital items coming back, I think Andreas  
3 addressed it. I think as a practical matter, your major  
4 projects at some point in time are going to have to come back --  
5 if for no other reason -- to address the CEQA requirements. I  
6 got it envisioned that when we build that sound wall -- whenever  
7 that is -- there's going to be focused DIR that's going to be  
8 completed that ultimately this Board is going to have to certify  
9 before the project goes forward.

10 With that, that concludes all my comments. And,  
11 again, I want to thank staff for doing an outstanding job. I  
12 think this additional opportunity to review and discuss it has  
13 been very helpful. With that, I'm done for the moment.

14 (Public laughing)

15 VICE CHAIR MEYER: Can you -- is the Infrastructure  
16 Audit a carryover?

17 MR. KARNS: So that's the only one I wanted to  
18 clarify.

19 So it was in the 2019 Budget. That money has been  
20 spent, we have our LOU, CCA has the money; so that's done. On  
21 advice from our Accounting Department -- and we involved them in  
22 getting this together, make sure we get it right -- that is  
23 completed and this is new money, so it's not a carryover. So  
24 that's why we showed it that way, Doug.

25 And it's, again, we did involve the committee and got

1 advice. We used this as an example. If, for instance, as we go  
2 through, we want to do something else, we can always use the  
3 example of putting cameras down -- sewer lines -- that money  
4 ought to pay for that. So it's for anything new that we wanted  
5 to do.

6 So 2019 is spent. That work is underway. This is  
7 some additional funds if we need them.

8 DIRECTOR LA BELLE: Part of the overall project, I  
9 think there needs to be a narrative explanation there --  
10 somewhere in here -- other than just \$100,000 being added.

11 MR. KARNS: Absolutely. Happy to flush it. Just on  
12 advice of accounting, it wasn't a carryover. It was a new line  
13 item.

14 VICE CHAIR MEYER: And the Facilities Committee  
15 concurs on the budget line?

16 DIRECTOR RUBALCAVA-GARCIA: Yes.

17 DIRECTOR LA BELLE: I do have one -- I'm not done  
18 after all.

19 One of the comments relating to the Heroes Hall -- the  
20 medallion area -- it's a buckling area there. Could you comment  
21 on that real quickly, Ken.

22 MR. KARNS: So where the seam -- on where the  
23 medallion is -- the leading edge is lifting and it's not getting  
24 any worse, is not getting any better. We've identified that  
25 that's something that we want to undertake -- timing. And aware

1 with all -- to lift that medallion and see what's happening.

2 It -- it's significant work and to fitted in. We have a robust  
3 list but currently, it's not getting any worst. It's not  
4 getting --

5 DIRECTOR LA BELLE: And it's not an immediate safety  
6 hazard at this point?

7 MR. KARNS: Truly not. We have -- we have the benches  
8 there so people don't walk. If when the layout changes, we've  
9 always put the runner down. If it was to get immediately worse  
10 and we had something lift up, we'll be back with the Board. We  
11 have contingency money for emergency repairs. But it's on our  
12 radar. We're monitoring it. It comes down to what can we get  
13 done, when can we get it done, and this is a significant list of  
14 projects already.

15 DIRECTOR LA BELLE: I would like to add to -- and,  
16 again, I apologize -- the expansion of the artificial turf into  
17 the business development area. I know it's in the budget here  
18 and I fully support that.

19 One of the things I'd like to suggest that we do is  
20 look at making sure that whatever we do there, kind of, enhances  
21 our other user opportunities, whether it be benches or whatever  
22 the case may be but just things that take it beyond just  
23 extending the artificial turf.

24 MR. KARNS: I think at our last discussion -- and we  
25 had the discussions internally -- that we want to do a landscape

1 plan beyond the turf. What that would all look like. We're  
2 challenging our internal team of what that could be and flush  
3 that out before we proceed.

4 DIRECTOR LA BELLE: Good. Thank you. I am done.

5 (Public laughing)

6 VICE CHAIR MEYER: Any final comments on the motion?

7 DIRECTOR RUIZ: No. None.

8 VICE CHAIR MEYER: All right then. Let's roll call  
9 vote.

10 MADAM SECRETARY: Chair Cervantes?

11 CHAIR CERVANTES: Yes.

12 MADAM SECRETARY: Vice Chair Meyer?

13 VICE CHAIR MEYER: Yes.

14 MADAM SECRETARY: Director Ruiz?

15 DIRECTOR RUIZ: Yes.

16 MADAM SECRETARY: Director Aitken?

17 DIRECTOR AITKEN: Yes.

18 MADAM SECRETARY: Director La Belle?

19 DIRECTOR LA BELLE: Yes.

20 MADAM SECRETARY: And Director Rubalcava-Garcia?

21 DIRECTOR RUBALCAVA-GARCIA: Yes.

22 (Director Rubalcava-Garcia left the meeting  
23 at 10:30 a.m.)

24 VICE CHAIR MEYER: Very good. Thank you, thank you,  
25 thank you. Amazing budget process. Thanks to all the members

1 of the public who studied it and really gave a lot of helpful  
2 feedback. I thought it was a very successful project --  
3 process.

4 We are now at 10C -- 10B. Excuse me. 10B. This is  
5 the -- this is just confirming language of something the Board  
6 adopted already in substance last month. The memo in the report  
7 says what we're doing.

8 Essentially, this is to have a third signature on the  
9 signature card -- or third and fourth, I suppose -- which are  
10 Board Chair and Vice Chair which are not going to be routine  
11 signatures. But just in the event that something requires a  
12 second signature and of one our two primary signatories is gone,  
13 then we would be available to sign that. This is just the  
14 language for that policy.

15 DIRECTOR RUIZ: So moved.

16 DIRECTOR LA BELLE: Second.

17 VICE CHAIR MEYER: Any discussion?

18 (No response)

19 Then roll call.

20 MADAM SECRETARY: Is there a comment card?

21 VICE CHAIR MEYER: Oh, I'm sorry. I'm sorry.

22 Jay Humphrey, I missed your. Sorry.

23 MR. HUMPHREY: Go ahead and take your vote. It's no  
24 problem. I'll speak to it later.

25 MR. CAPLAN: If he wants to speak on this agenda item,



1 he needs to speak before the vote, otherwise he can't speak to  
2 this agenda item as part of general public comment or another  
3 agenda item.

4 MR. HUMPHREY: Withdrawn.

5 MS. RICHARDS: Okay. Withdrawn.

6 VICE CHAIR MEYER: Thank you.

7 MADAM SECRETARY: Chair Cervantes?

8 CHAIR CERVANTES: Yes.

9 MADAM SECRETARY: Vice Chair Meyer?

10 VICE CHAIR MEYER: Yes.

11 MADAM SECRETARY: Director Ruiz?

12 DIRECTOR RUIZ: Yes.

13 MADAM SECRETARY: Director Aitken?

14 DIRECTOR AITKEN: Yes.

15 MADAM SECRETARY: Director La Belle?

16 DIRECTOR LA BELLE: Yes.

17 MADAM SECRETARY: And Director Rubalcava-Garcia is  
18 gone. Okay.

19 VICE CHAIR MEYER: Good. And now we go to Number 8.  
20 This is the Consent Calendar. I do not see cards. You will  
21 notice that there were -- Michele, if you would allow me to  
22 explain real quickly on this.

23 We had originally on the agenda were a number of  
24 amendments. These are option year -- exercising option years.  
25 Basically, renewing contracts. And we took a look at this and

1 looked again at the current policy on option renewals. And  
2 those are going to actually be agendized as a separate action  
3 item at the next Board meeting and there would be information  
4 provided related to the assessment of those renewals. Just so  
5 everyone understands -- on the Consent Calendar. Anybody have  
6 anything they want to pull?

7 MS. RICHARDS: I have. I don't really need to pull  
8 it, but just a quick explanation on 9A the -- under Standard  
9 Agreements -- SA24519SP. That's the first one listed.

10 You'll notice the dates on that are before the Fair.  
11 I just want to let the Board know that during a routine review  
12 by our Contracts Department, it was noted that this contract --  
13 which is our sponsorship contract -- is a revenue-generating  
14 contract for the fair -- was not put on the Consent Calendar for  
15 the June Board meeting prior to the fair. So we're bringing it  
16 back on Consent.

17 We try to be as perfect as possible but sometimes we  
18 miss a thing or two. And when we do, we're going to bring it  
19 back and make it right.

20 VICE CHAIR MEYER: Thank you for being transparent  
21 about that. I actually think that's a sign of a working system  
22 because there's never going to be zero mistakes. So that's  
23 fantastic. Thank you.

24 MS. RICHARDS: I do want to also explain very briefly  
25 on Consent Calendar F, the correspondence that you received from

1 CDFA regarding the circular letter. The DMV Employee Pull  
2 Notice Program. That's a program that's in existence that  
3 allows us to pull DMV records for any employees that drives on  
4 OC Fair business or drives an OC Fair & Event Center vehicle.

5 There's just been some updates to that program,  
6 including provision that every four years -- anyone who drives  
7 for business for us or one of the State vehicles -- has to  
8 receive driver training. So we're working with our HR  
9 Department to implement that.

10 DIRECTOR AITKEN: And as part of that course of  
11 updating, do we update our insurance premiums, make sure we have  
12 the coverage that we need?

13 MS. RICHARDS: Absolutely.

14 DIRECTOR AITKEN: On an annual basis?

15 MS. RICHARDS: On an annual basis.

16 DIRECTOR AITKEN: Thank you.

17 VICE CHAIR MEYER: Very good. If there are no other  
18 comments, I'll entertain a motion.

19 DIRECTOR LA BELLE: So moved.

20 DIRECTOR RUIZ: Second.

21 VICE CHAIR MEYER: Roll call vote, please.

22 MADAM SECRETARY: Chair Cervantes?

23 CHAIR CERVANTES: Yes.

24 MADAM SECRETARY: Vice Chair Meyer?

25 VICE CHAIR MEYER: Yes.

1 MADAM SECRETARY: Director Ruiz?  
2 DIRECTOR RUIZ: Yes.  
3 MADAM SECRETARY: Director Aitken?  
4 DIRECTOR AITKEN: Yes.  
5 MADAM SECRETARY: Director La Belle?  
6 DIRECTOR LA BELLE: Yes.  
7 VICE CHAIR MEYER: Next up is Agenda Item 7, the  
8 minutes from the October 24th Board meeting.  
9 DIRECTOR LA BELLE: So moved.  
10 DIRECTOR AITKEN: Second.  
11 VICE CHAIR MEYER: Any comments?  
12 (No response)  
13 I don't have a comment card on this one, so we can  
14 roll call the vote.  
15 MADAM SECRETARY: Chair Cervantes?  
16 CHAIR CERVANTES: Yes.  
17 MADAM SECRETARY: Vice Chair Meyer?  
18 VICE CHAIR MEYER: Yes.  
19 MADAM SECRETARY: Director Ruiz?  
20 DIRECTOR RUIZ: Abstain.  
21 MADAM SECRETARY: Director Aitken?  
22 DIRECTOR AITKEN: Yes.  
23 MADAM SECRETARY: And Director La Belle?  
24 DIRECTOR LA BELLE: Yes.  
25 VICE CHAIR MEYER: Okay. And we are now to Matters of

1 Public Comment. This is Item 8. We have two comment cards and  
2 I need to read the -- let's see.

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

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

15 We have two comment cards. First, Reggie Mundekis and  
16 then Jay Humphrey.

17 MS. MUNDEKIS: I'm going to withdraw my comment card.

18 VICE CHAIR MEYER: Okay. Thank you. Mr. Humphrey?

19 MR. HUMPHREY: Good morning, Board. And  
20 congratulations, Ms. Richards. Good to have you on board with  
21 us.

22 MS. RICHARDS: Thank you.

23 MR. HUMPHREY: I just want to say that I'm very, very  
24 pleased at the moves you've made of late to do things like night  
25 meetings.

1           The -- getting the public more involved is absolutely  
2   a paramount process, as far as I'm concerned, with any  
3   government agency. And I think you're doing the rights thing in  
4   that direction. Time will tell how well that all happens but  
5   what you're doing now has proved positive that you think and  
6   you're moving that way and that culture change and I look  
7   forward to that; continue to grow and continuing to be a process  
8   of requirement.

9           The reality is just your budget process right now,  
10   it's so much better that it has been in the past that it gives  
11   the public more capacity to (A) help you with what you're doing  
12   and to make sure that you're aware of their needs as well.

13           So all those things are very important, and I thank  
14   you very much for the steps you've been taken to make those  
15   things happen. I appreciate the fact that you look at certain  
16   items. And talk about just the berm for a second because it's  
17   important to note that these are not projects that are done in a  
18   moment. The sound wall -- if you don't have the data in front  
19   to be able to decide the best way to do that, so you need to  
20   look at those things and I think you made a wise decision on  
21   that.

22           I would have some money for certain activities but  
23   that's just Jay. That's not -- that has nothing to do with  
24   anything else, so I look at those things and I'm very pleased  
25   for it.

1           And the -- the thing that's probably the best thing --  
2     the night meetings. I would like you to keep in mind that it's  
3     a new thing. So you're not going to get immediate -- the whole  
4     place is going to fill up with people. Just like we're not full  
5     up right now, but keep in mind -- night meetings -- as people  
6     understand, they can come and make their comments and do  
7     activities with the Board, they will in fact do that.

8           Thank you very much. I appreciate it. I will  
9     continue to watch and enjoy what you guys are doing. Have a  
10    good day. Oh, and by the way, have a very Merry Christmas  
11    season and Happy New Year and enjoy life with your families.

12           VICE CHAIR MEYER: Thank you.

13           DIRECTOR LA BELLE: Thanks, Jay.

14           CHAIR CERVANTES: Thank you.

15           VICE CHAIR MEYER: All right. That takes care of  
16    Matters of Public Comment. We are now at the CEO's Operational  
17    Announcements and Updates. Reggie, I see you have a card. Do  
18    you want to speak before or after?

19           MS. MUNDEKIS: I'm going to withdraw.

20           VICE CHAIR MEYER: Oh, thank you. Then I turn it to  
21    Michele.

22           MS. RICHARDS: All right. Well, a lot of people say  
23    it's beginning to look a lot like Christmas, but it's also  
24    beginning to look a lot like fair.

25           Believe it or not, we are in production for the 2020

1 Fair television commercials, so stay tuned about that. And we  
2 kicked off our 2020 Super Pass sales on December 4th. They're  
3 off to a great start.

4 In just the first eight day of sales, we are outpacing  
5 2019 sales. Over 800 Super Passes have been sold just in the  
6 first eight days compared to a thousand for the entire month of  
7 December of last year. So if that's any indication about how  
8 our guests feel about the fair and their enthusiasm about the  
9 2020 Fair, then I think it really will be all for fun; right?

10 Also, this month, we launched our first concert and  
11 attraction sales for the 2020 Fair which will feature return of  
12 the "Happy Together Tour" a -- and the "El Viva Mariachi" in the  
13 Pacific Amphitheater, monster trucks are coming back, and  
14 Elton John tribute is coming back again in The Hangar.

15 We also learned this week that our agriculture  
16 education program at Centennial Farm was awarded a \$9,758 grant.  
17 I don't know why the numbers are that way, but I believe it's a  
18 grant that's divided by several recipients. Nevertheless,  
19 Centennial Farm will receive \$9,758 from the California  
20 Department of Food & Agriculture. And that will help offset the  
21 cost of our education materials and exhibits for the Junior  
22 Farmer Tour program.

23 Very proud to say that each year, our full-time civil  
24 services employees are eligible to receive the Superior  
25 Accomplishment Award of up to \$500 for their active



1 participation in community service projects.

2 This year, 38 of our employees gave over 713 hours of  
3 community service and we thank them for their continued  
4 contributions to the non-profits and other community groups.

5 Quick overview of our financials with 11 months ending  
6 November 30th. You can see that revenue is down. We've been  
7 reporting this for the last seven months. Due to those two  
8 shows in the Pacific Amphitheater that were budget for for 2019  
9 but were not booked. And so that revenue was never realized.

10 Also, on the events side, you remember the Apollo 11  
11 show that played in L.A. and it was scheduled to be here in  
12 Orange County. The producers pulled the show back. They're  
13 retooling it and we're hoping to get that back some time in 2020  
14 or early 2021. So that certainly affected our revenue. But  
15 that was offset in large part to expenses that are favorable to  
16 budget by \$1.2 million leaving a net proceeds deficit of  
17 \$207,000.

18 At this point in time, we do believe that that gap may  
19 be adjusted a bit as we realize additional revenue from several  
20 large shows, including Winter Fest. That is -- it's debuting  
21 here again in -- next week.

22 So our total cash and cash equivalence at the end of  
23 number was 56.4 million or an 11 percent increase  
24 year-over-year. So you can see that we're still in a very, very  
25 healthy cash position, too.

1           And, lastly, I just wanted to thank everybody for your  
2       support. It certainly has been an extraordinary couple of  
3       months. I enjoyed so much working with staff through the budget  
4       process. I think you can tell that we've done things  
5       differently and resonating with the Board and the public and  
6       that's a very good thing. That will prove to be a good template  
7       moving forward as well.

8           I'm thankful for the staff. They certainly rallied to  
9       not only keep things moving forward, but moving forward  
10      smoothly. And I think they're the best in the business.

11           I thank all of you for your sound advice, your  
12      guidance, and your support. I could not have asked for a  
13      better, more dedicated group of partners. And getting to do  
14      what we do is truly a pleasure and a privilege.

15           And I want to thank the public, too, who definitely  
16      keep us up on our toes and provide very good feedback for us.  
17      Every time I'm in this room, I'm looking at our mission and I  
18      want to specifically focus on the first word of our mission  
19      which is "celebration."

20           And I hope that as we move forward together, we're  
21      able to lift up that word a lot more. Not just in this room and  
22      what we do and celebrate the things we do, but out there in the  
23      community. Because what we do is really important and really  
24      special. So I thank you all for your support and wish everybody  
25      very happy holidays.

1 I'll now turn it over to Ken for his Operational  
2 Update and then Doug for a Business Development Update.

3 MR. KARNS: Thank you, Michele. Just a couple of  
4 quick items on this month.

5 A little bit more news on our A-4M Skyhawk project.  
6 The planter benches have arrived, so we can go sit out there and  
7 relax. They've been assembled, put in place, and the team will  
8 shortly be working on the plantings. The permanent grass  
9 plaques are scheduled to arrive and be installed earlier in the  
10 new year.

11 And a note from Cal Fire: A representative from Cal  
12 Fire, Deputy Jose Dunes and a camera crew visited OC Fair &  
13 Event Center in November because during the 2019 OC Fair, Cal  
14 Fire Chief and a few deputies came out and inspected and toured  
15 our grounds.

16 While here, the chef -- the chief shared that the OC  
17 Fair was the best facility he has walked, not only from a safety  
18 and compliance perspective, but the staff was very attentive and  
19 pleasant to work with. And since, Cal Fire has been working on  
20 their professional standards.

21 Part of their training efforts was to develop a video  
22 and on what to look for and how to perform an all-grounds  
23 facility inspection. Being that the OC Fair & Event Center is  
24 so diverse in what we offer, not only in events but as a  
25 facility with an amphitheater, office space, Equestrian Center,

1 farm, museum, trade shows, buildings, on it goes -- the chief  
2 felt that the OC Fair would be the best place to film their  
3 training video.

4 So that's done. And the Cal Fire employees will be  
5 the ones viewing this video and it will be part of their core  
6 training throughout the State.

7 MR. LOFSTROM: Good morning. Just a couple comments  
8 about the upcoming events. The ones that are listed there, I  
9 covered at the last meeting. But since this meeting is a little  
10 earlier, we want to lift them up again.

11 Winter Fest opens next week. And, hopefully, you and  
12 your families can come and enjoy a special event at a special  
13 place. And you have one more opportunity to take one of the  
14 Centennial Farm classes. Hopefully, you'll take a look at that.  
15 Next slide.

16 One of the things that I've been doing in my role is  
17 to learn more of some things that maybe I didn't know when I was  
18 here in the past. And so I'm spending a little more time with  
19 the events team learning a little bit more about the events that  
20 come here.

21 And if you recall, I shared with you at the last  
22 meeting, I'm a big proponent of getting to know how these events  
23 operate, not just from what the customer sees but from where it  
24 operates.

25 And, of course, the Gun Show is a very complicated

1 event. There are multiple agencies that Nick and his team work  
2 with. So if ever you want to know how that particular event  
3 operates, please let Michele know and we will set up a  
4 behind-the-scenes tour to show you how it functions.

5 The Southern California World Guitar Show. It's kind  
6 of a special show. It does play in other locations throughout  
7 the United States. And if you're into guitars and amplifiers,  
8 it's a special show.

9 And something that they do, they have special guests  
10 that show up during the show. They don't announce who those  
11 guests are. So you could be at the show and maybe Eric Clapton  
12 might come in into the show. But they have had well-known  
13 musicians attend that show. And as I said, it's something that  
14 is not announced.

15 The Tet Festival. They were here and started with us  
16 in 2014. And what's special about that event, it's the Union of  
17 Vietnamese Students Association, Southern California. But all  
18 of the people that produce that event are students. They're  
19 volunteers from colleges in the Southern California area.

20 And I know our team has had a very good working  
21 relationship with the students and it's another special event  
22 here at the property. Next slide.

23 And, of course, you're all familiar with the -- some  
24 of the programs that are part of our core. I am looking forward  
25 to representing Michele at the Heroes Hall Foundation meetings.

1 And for me, it's kind of interesting to see where that project  
2 has gone. Because the last time I was here, we were moving the  
3 building. And to see it today, and to see the plane there, and  
4 to get to work with some of the Board members I worked with in  
5 the past, I'm looking forward to that opportunity.

6 Just a couple comments about some department  
7 initiatives and business development area. We had a kick-off  
8 meeting for Imaginology this week. We want to make sure that  
9 all of us stay focused on all of the programs that we had. And  
10 Imaginology is equally important as the fair is and some of the  
11 other things that we do. We had a good meeting. We're going to  
12 continue looking at the event for new initiatives. And as we  
13 have more, we will get information to you.

14 As you know, the theme work was approved. And so --  
15 or not approved -- Michele shared the theme work with you and  
16 creative services team is now building all the the collateral  
17 pieces for communications, marketing, and education and  
18 exhibits. So that's on going.

19 Michele mentioned to you that we're on sale with the  
20 Super Pass. For the past about 45 days, there's been a real  
21 robust effort on the part of our team to add value to that  
22 product. One of the things that came about was we recognized  
23 that the Super Pass customers almost are super fans. And we  
24 wanted to make sure that the offering was robust enough so that  
25 it isn't just about buying the pass, it's about what you get.

1 It's what we deliver on. So there will be more information.

2 I know Dan and his team, as well as the other  
3 departments, are all chiming in on how we can grow that product  
4 because it's been a very interesting project to be part of. I  
5 remember when we started that in 2009 and to see where it is  
6 today, we all believe that it can grow even more and it will  
7 help our super fans. That's it.

8 MS. RICHARDS: Very good. That concludes our reports.

9 VICE CHAIR MEYER: Thank you.

10 DIRECTOR AITKEN: I have a quick question: Do we have  
11 any information from the Department of Agriculture about whether  
12 we are going to be having poultry presence at the fair next  
13 year?

14 MS. RICHARDS: You're referring to the Newcastle --  
15 the outbreak of the Newcastle Disease. We have not received any  
16 information that that has been fully quarantined and that  
17 poultry will be allowed again. So until we get that clearance,  
18 no.

19 DIRECTOR AITKEN: Okay. And my second question: Is  
20 that Cal Fire training video publicly available, either on their  
21 website or something that -- I would be interested in watching  
22 it.

23 MR. KARNS: I don't know the answer to that. But I  
24 will find out.

25 VICE CHAIR MEYER: Very good. Then we move next to

1 Item 10A, the Committee Reports. We'll go through the committee  
2 reports first and then Reggie will take care of the comment. So  
3 let's start with -- I don't believe the Community Engagement  
4 Committee has met yet. I think that's starting in the new year.

5 DIRECTOR RUIZ: Yes. That's correct.

6 VICE CHAIR MEYER: Okay. Director La Belle or Chair  
7 Cervantes, anything new from the Heroes Hall Foundation Board?

8 DIRECTOR LA BELLE: Just at our next meeting is  
9 January 23rd after the holidays. So that would be the next  
10 Foundation meeting. Nothing else to report.

11 VICE CHAIR MEYER: Centennial Farm Foundation?

12 CHAIR CERVANTES: Nothing to report at this time.

13 VICE CHAIR MEYER: We don't have Financial Monitoring  
14 since that was all addressed today. Director Aitken, anything  
15 on Legislative Monitoring?

16 DIRECTOR AITKEN: No. They're still on recess.

17 VICE CHAIR MEYER: Governance Committee. All I have  
18 to report on that is that we are preparing for the public  
19 workshop which is going to be on January 9th. And I am  
20 committed to having the materials posted no later than two weeks  
21 prior to that so that there's time to review that, hopefully, a  
22 day or two before that. I'm looking forward to that workshop  
23 and the robust conversation.

24 Safety and Security Committees, Facilities Committees.  
25 Director Aitken anything on what was discussed earlier?



1                   DIRECTOR AITKEN: No. We are having a Facility  
2                   Community meeting on Monday to assess where we are. We did have  
3                   an infrastructure audit team kick-off meeting on November 26th  
4                   so that we're all on the same page as we go through the process.  
5                   As mentioned earlier, we're hoping to have that done in Q1 of  
6                   next year.

7                   VICE CHAIR MEYER: Okay. Audit and Compliance.  
8                   Director La Belle, you want to share?

9                   DIRECTOR LA BELLE: Nothing further.

10                  VICE CHAIR MEYER: The Branding Committee. I know we  
11                  will be bringing some options at the January Board meeting.

12                  MS. RICHARDS: That's right. Correct. Yeah. So  
13                  we'll review the results of the focused groups that we're held  
14                  and bring a decision to the Board on some property naming  
15                  options.

16                  VICE CHAIR MEYER: Great. And we'll take that -- our  
17                  first look at that and if everyone's ready to move forward,  
18                  that's great. And if we need to have a second look at it,  
19                  that's fair too. And finally, the Storage, Parking, and Traffic  
20                  Committee. Director La Belle?

21                  DIRECTOR LA BELLE: Brief comment.

22                  Ken and Michele have been working with our Sacramento  
23                  lobbyist, Gonsalves. There will be some meetings held in early  
24                  January to determine -- kind of, deal with issues of what might  
25                  be available at the State level that we can buy, lease, look

1 into, whatever the case may be.

2 So I think we'll have a report back at the -- not the  
3 January meeting -- certainly the February meeting. It obviously  
4 is a very, very high priority in terms of addressing that issue  
5 per a lot of reasons related to the fair.

6 VICE CHAIR MEYER: Well, thank you for all that. I  
7 know we didn't have a ton of time between the last Board meeting  
8 and this Board meeting. There was a holiday between there, so a  
9 little bit for us to report. Next, the comment card, Reggie  
10 Mundekis.

11 MS. MUNDEKIS: Good morning. I'm Reggie Mundekis.  
12 I'm speaking to Item 10A, the Committee Reports.

13 Thank you very much for all the work that you're  
14 doing. We're moving in a much better direction where it's much  
15 easier to come to an agreement or even a consensus on many  
16 items. And that's such an improvement.

17 I do have a couple of questions. With regard to the  
18 Audit and Compliance Committee, we're looking forward to the  
19 2018 Audit coming back in early 2020 so we can get that cleared  
20 up and finalize prior to the 2019 Audit being conducted.

21 Usually, the auditors have been coming in around March  
22 or April. So that's an early year activity. So looking forward  
23 to getting that done.

24 Then on the Storage, Parking, and Traffic Ad Hoc  
25 Committee. The neighbors are concerned about just the

1     overwhelming crush of traffic issues during the fair. And I'd  
2     just like to caution, you know, caution on the statement that,  
3     "Well, we don't get any complaints so there's no problem."  
4     That's not true.

5             What's happened over the years is that a bad dynamic  
6     has developed where the press of the fair has impacted the  
7     neighborhood. And when they try to talk to people, they've  
8     gotten no resolution. You let's just not assume that because  
9     you don't have people running up to you complaining about  
10    traffic problems and OCTA buses in the neighborhood that there's  
11    no problems.

12            So I'm looking forward to getting more solutions to  
13    the never-ending traffic problems for five weeks of the fair and  
14    fighting off-site places for parking with shuttle service for  
15    use in the future. So these are fixable and we're moving in the  
16    direction and looking forward to 2020 on this. So thank you.

17            VICE CHAIR MEYER: Thank you very much. That wraps up  
18    Item 10A which takes us then to Item 11, our second Closed  
19    Session item.

20            Before we move to that, I do want to remind everybody  
21    that we're going to have a little holiday gathering here in the  
22    Board room following the adjournment of the meeting. Members of  
23    the public are invited to stay. Employees are going to come in.  
24    Just a time to enjoy some hot chocolate and socialize a little  
25    into the holidays.

1                   And with that, we move into our Closed Session.

2                   (Closed Session)

3                   VICE CHAIR MEYER: We're going to reconvene. We have  
4 nothing to report from the Closed Session. We will now go to  
5 Board of Directors Matters of Public Information.  
6 Director La Belle?

7                   DIRECTOR LA BELLE: Yes, Andreas. Thank you.

8                   First of all, again, congratulations to Michele.  
9 Looking forward to a very successful tenure and I'm very  
10 excited. I know you are and I know the entire Board is.

11                   I want to also congratulate staff on really an  
12 outstanding job in terms of the whole budget process. I want to  
13 wish everybody a happy -- Merry Christmas, Happy New Year. And  
14 I'm not really disappointed anymore over the farmers and donuts  
15 thing.

16                   (Public laughing)

17                   MS. RICHARDS: At least until next year.

18                   DIRECTOR LA BELLE: We accepted that as fact. With  
19 that, again, Happy Holidays to everybody. That concludes it.

20                   DIRECTOR AITKEN: I just want to echo that.  
21 Congratulations, Michele, and to the team. And want to wish  
22 everybody a Happy Holidays and Merry Christmas.

23                   VICE CHAIR MEYER: Director Ruiz?

24                   DIRECTOR RUIZ: Yeah. Same thing. Michele,  
25 congratulations.

1 MS. RICHARDS: Thank you.

2 DIRECTOR RUIZ: Well deserved. And I just want to  
3 wish everyone the same thing: Happy -- Merry Christmas, Happy  
4 Hanukkah, Kwanzaa. If I missed anything, I apologize.

5 And I am looking forward to the next year. It's going  
6 to be exciting. Michele, God bless you and your staff. Thank  
7 you.

8 MS. RICHARDS: Thank you.

9 DIRECTOR RUIZ: Thank you.

10 VICE CHAIR MEYER: I'll let Chair Cervantes have the  
11 last word.

12 So I'll just say thank you. All of you very much.  
13 Thank you to the team who's really stuck in there during a  
14 period of transition and be recognized that there are challenges  
15 that come with that. And we thank you for your hard work.

16 I want to thank the members of the public who are so  
17 committed to the property and to the time to study the  
18 materials, attend, and make comments because those comments are  
19 important.

20 And I really want to thank my colleagues on the Board  
21 because it's really been a wonderful year. This is the  
22 completion of my first full year on the Board and it's been a  
23 delight. And a huge part of that is because of the colleagues.  
24 So I thank all of you for the opportunity to serve with you.  
25 And Happy Holidays.

1 CHAIR CERVANTES: I also want to say thank you. Thank  
2 you, Michele for all you do. And I'd like to thank the public  
3 because without you, we really wouldn't have a lot of the  
4 information that we do need to address. So thank you so much.  
5 And I'm really excited and looking forward to next year.

6 I want to remind everybody that next Board meeting  
7 will be at 5:30 in the evening, and that's January 16th. So we  
8 hope that you can make it.

9 And then, also, stay -- stay a little bit and mingle  
10 if you're able to and Merry Christmas. Congratulations to  
11 everybody here and Happy New Year's since we're not going to see  
12 you. Bye-bye.

13 VICE CHAIR MEYER: Very good. And we'll have a motion  
14 to adjourn.

15 DIRECTOR RUIZ: So moved.

16 DIRECTOR LA BELLE: Second.

17 VICE CHAIR MEYER: Very good.

18 (Meeting adjourned at 11:17 a.m.)  
19  
20  
21  
22  
23  
24  
25

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: December 24, 2019

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

LUIS R. HERNANDEZ

[& - address]

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[communications - december]

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[employees - fire]

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