

MINUTES OF OCFEC BOARD OF DIRECTORS MEETING HELD MARCH 26, 2020

The following Minutes are a summary of Board action and proceedings. For a full transcript please click on the link below or visit the [ocfair.com](https://s3-us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2020/03/02100842/20_03_March_Transcript.pdf) website.

https://s3-us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2020/03/02100842/20_03_March_Transcript.pdf

1. CALL TO ORDER:

Chair Cervantes called the meeting to order at 9:02 A.M.

2. MISSION STATEMENT

3. PLEDGE OF ALLEGIANCE:

The Pledge of Allegiance was recited by Director Rubalcava-Garcia. Roll call was taken by Summer Angus.

4. DIRECTORS PRESENT (in person):

Director Rubalcava-Garcia.

DIRECTORS PRESENT (via teleconference):

Chair Cervantes, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle and Director Pham.

DIRECTORS ABSENT/EXCUSED: None.

OTHERS PRESENT:

(in person): Michele Richards, OCFEC CEO; Ken Karns, OCFEC Chief Operating Officer; Jason Jacobsen, OCFEC Director of Planning & Presentation; Nick Buffa, OCFEC Director Security & Traffic; Luis Hernandez, Stenographer

(via teleconference): Doug Lofstrom, OCFEC Chief Business Development Officer; Terry Moore, OCFEC Director of Communications; Summer Angus, OCFEC Executive Assistant; Josh Caplan, Office of the Attorney General; Reggie Mundekis; Vincent Pollmeier; Gibran Stout; Jeanine Robbins; Mike Robbins; Theresa Sears

10. CLOSED SESSION:

The meeting adjourned to closed session at 9:06 a.m. and reconvened at 9:45 a.m.

Matters to report out of closed session: None.

5. CEO'S OPERATIONAL UPDATE

Michele Richards, OCFEC CEO, reported the following:

- The OCFEC property is now closed to the public due to Governor's executive order (related to the COVID-19)
 - 24 scheduled events cancelled, resulting in revenue loss
 - Many events have rescheduled for the fall
 - Most OCFEC employees are working from home remotely
 - OCFEC is continuing to remain operational with a skeleton crew

Richards presented the February 2020 financial statement. She stated

March numbers will be very different due to cancelled events.

6. MINUTES:

A. Board meeting held February 27, 2020

Action Item

ACTION: Director La Belle motioned and Director Aitken seconded to approve the minutes from the Board meeting held February 27, 2020.

MOTION CARRIED. AYES: Chair Cervantes, Director Bagneris, Director Aitken and Director Rubalcava-Garcia. NAYES: None. ABSTENTIONS: Director Ruiz and Director Pham

7. MATTERS OF PUBLIC COMMENT

Gibran Stout gave an update on the Equestrian Center (EQC):

- Signs have been made for the gates
- EQC members are following protocols set forth by the State and Local authorities
- Closure of the EQC to the public, only essential staff on site
- No lessons are taking place

Vincent Pollmeier thanked the Board and staff for their hard work in allowing the public to participate in this meeting via teleconference. He urged the Board to consider continuing the use of the teleconference line to broadening public access to the monthly Board meetings.

Reggie Mundekis thanked the Board and staff for the teleconference and other electronic tools to allow the public to participate in the meeting. She commented on the prior month's agenda Item 9G that was pulled from the agenda (9G. Discussion Regarding "Music Makes Us One" COR (Christ Our Redeemer Church) Performance From the 2019 OC Fair and Vote on Whether or Not to Direct Staff to Work with Board Representative to Review Process - Action Item):

- She asserted State funds are not supposed to be used to support religious activities
- She requested a date the item will return to the agenda for Board discussion
- She requested information be provided on the actions being taken to prevent reoccurrence and to have the State funds given to COR (or the non-profit associated with COR) promptly returned

8. CONSENT CALENDAR: (Policy 4.3.4)

A. Standard Agreements (New): SA-021-20GE; SA-057-20GE; SA-058-20GE; SA-059-20PA; SA-060-20PA; SA-061-20GE; SA-064-20HB; SA-065-20GE; SA-066-20GE; SA-067-20GE; SA-068-20HB; SA-069-20HB; SA-072-20GE; SA-073-20HB; SA-074-20GE; SA-075-20GE; SA-076-20PA; SA-077-20SP; SA-078-20AS; SA-079-20AS; SA-080-

20AS; SA-081-20AS; SA-082-20GE; SA-083-20BB; SA-084-20BB; SA-085-20CF; SA-086-20CF; SA-087-20CF; SA-088-20CF; SA-089-20CF; SA-090-20CF; SA-091-20GE; SA-092-20WR; SA-093-20BB; SA-094-20BB; SA-095-20BB; SA-096-20HB; SA-101-20CF; SA-102-20CF; SA-103-20CF; SA-104-20CF; SA-105-20CF; SA-106-20CF; SA-107-20CF; SA-108-20CF; SA-110-20YR

i. Standard Agreement Amendments: SA-075-17FT (Amend. #5)

B. Rental Agreements: R-023-20; R-024-20; R-025-20; R-030-20 (Amendment); ~~R-033-20~~; R-068-20; R-076-20; R-079-20; R-080-20; R-081-20; ~~R-083-20~~; R-084-20

C. Active Joint Powers Authority Agreements (New): 03220010; 03220011; 03220015

D. Concession Rental Agreements: 20502; 20503; 20504; 20505; 20506; 20507; 20508; 20510; 20511; 20512; 20513; 20514; 20515; 20516; 20517; 20518; 20519; 20520; 20521; 20522; 20523; 20524; 20525; 20526; 20527; 20528; 20529; 20530; 20531; 20532; 20533; 20534; 20535; 20536; 20537; 20538; 20539; 20540; 20541; 20542; 20543; 20544; 20545; 20546; 20547; 20548; 20549; 20550; 20551; 20552; 20553; 20554; 20555; 20556; 20557; 20558; 20559; 20560; 20561; 20562; 20563; 20564; 20565; 20566; 20569; 20570; 20571; 20572; 20573; 20574; 20576; 20577; 20578; 20579; 20580; 20581; 20582; 20588; 20589; 20590; 20596

E. Judging Agreements: CA-001-20; CA-002-20; CA-003-20; CA-004-20; CA-005-20; CA-006-20; CA-007-20; CA-008-20; CA-010-20; CA-011-20; CA-012-20; CA-013-20; CA-014-20; CA-015-20; CA-016-20; CA-017-20; CA-018-20; CA-019-20; CA-020-20; CA-021-20; CA-022-20; CA-023-20; CA-024-20; CA-025-20; CA-026-20; CA-027-20; CA-028-20; CA-029-20; CA-030-20; CA-031-20; CA-032-20; CA-033-20; CA-034-20; CA-035-20; CA-036-20; CA-037-20; CA-038-20; CA-039-20; CA-040-20; CA-041-20; CA-042-20; CA-043-20; CA-044-20; CA-045-20; CA-046-20; LS-001-20; LS-002-20; LS-003-20; LS-005-20; LS-006-20; LS-007-20; LS-008-20; LS-009-20; LS-012-20; LS-013-20; LS-015-20; LS-016-20; LS-017-20; LS-018-20; LS-019-20; LS-020-20; LS-022-20; LS-024-20; LS-026-20

F. Platinum Amusement Agreements: 20700; 20701; 20702; 20705; 20707; 20709; 20710; 20712; 20713; 20715; 20732

G. Correspondence:

Communications to the Board from members of public related to OCFEC business are identified below and included with the Board materials (available on the OCFEC website). Note that this agenda item includes only those communication(s) that were sent to the entire Board and CEO before the publication of this month's agenda. *The*

deadline for correspondence to be included on the April agenda is April 10, 2020.

- i. Reggie Mundekis: Regarding Agenda Item 9D Black History Month Matters at February 27, 2020 32nd DAA Board Meeting
- ii. Reggie Mundekis: Regarding Information for 3 Projects: New RV Campground, Proposed Gate Signage & New Interior Signage
- iii. WAVE (Women for American Values and Ethics): March 21st Invitation to Tour OC Fair Gun Show

H. CDFA Correspondence:

Communications to the Board from the California Department of Food & Agriculture Division of Fairs & Expositions regarding relevant topics at Fairs and Expositions.

- i. F2020-01: New Sexual Harassment Prevention and Abusive Conduct Prevention Training Requirements – Applicability to District Agricultural Associations and Their Respective Boards of Directors. Notice to Provide General Guidance to, County, and Citrus Fruit Fairs
- ii. D2020-01: Recreational Vehicle Park Guidance
- iii. F2019-05: Poultry Health Inspections (PHI) – FY 2020/21 Fair Season
- iv. F2020-06: Coronavirus Disease 2019 (COVID-19) Awareness and Prevention

-End of Consent Calendar-

Richard explained the majority of the consent calendar items are fair related and to keep the process going for fair planning, staff is asking the Board's consent now, to avoid a potential large amount of consent calendar items down the line. She assured that none of the contracts will be fully executed nor implemented until staff is sure that they are moving ahead with this year's fair.

Vincent Pollmeier spoke in support of Richards' comments above. He alleged the contracts do not have a force majeure (act of God) clause in them; stating it is critical to watch the 30 day cancelation calendar closely and not enter into these contracts until it is certain the annual fair will occur. He criticized the low number of Orange County vendors versus the number of out of state vendors in the concession rental agreements. He asserted the OC Fair should be reflective of Orange County and would like to see more Orange County vendors represented in the OC Fair.

Reggie Mundekis pulled/discussed contract R-023-20 (County of Orange, County Executive Office/Real Estate for Bioterrorism Emergency) and R-024-20 (County of Orange Sheriff - Coroner Department for Mass Reception, Care and Shelter Site - As Required During Major Emergencies):

- She asserted the above contracts cover the needs of people during

an emergency but does not address the needs of sheltering animals during an emergency

- She asserted the 32nd DAA does not currently have a signed agreement with the County for sheltering animals
- She requested the Board direct staff to immediately sign any and all agreements needed for the sheltering of animals during an emergency and to take any and all actions needed to prepare for the sheltering of animals during an emergency

Richards asserted the 32nd DAA has fully executed agreements with the County and the Sheriff's Department for emergency use of the property (mass sheltering and bioterrorism). She asserted the previous LOU (dated 2015) with the County for large animal evacuation, is in the process of being updated. She asserted while the District continues to work with the County on a new agreement, the LOU remains in place and the District has and will continue to honor the LOU as it did during the 2017 Canyon Fires, where OCFEC became an evacuation site for large animals.

Director La Belle motioned to approve the Consent Calendar with the provision that none of the fair agreements be fully executed in anyway until it has been determined, by the Board or other individuals, that the 2020 OC Fair will take place.

Director La Belle suggested, between now and the 2021, to have staff look at opportunities to expand the Orange County vendor presence at the OC Fair.

ACTION: Director La Belle motioned and Director Rubalcava-Garcia seconded to review and approve the Consent Calendar with the provision that none of the fair agreements be fully executed in anyway until it has been determined, by the Board or other individuals, that the 2020 OC Fair will take place.. **MOTION CARRIED. AYES: Chair Cervantes, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle, Director Pham and Director Rubalcava-Garcia. NAYES: None. ABSTENTIONS: None.**

9. GOVERNANCE PROCESS:

A. Committee / Ad Hoc Committee / Liaison Reports Information Item

To assure compliance with the Bagley-Keene Act, Committee reports are only for the purpose of the Committee chair, Ad Hoc Committee members or Liaison to provide a verbal update. Should the Board want to discuss any Committee work item not already on the agenda; those would need to be agendaized for a future Board meeting.

- i. Community Engagement Committee (Director Rubalcava-Garcia, Committee Chair; Director Ruiz)

- ii. Heroes Hall Veterans Foundation Board (Director La Belle, Chair Cervantes)
- iii. Centennial Farm Foundation (Chair Cervantes)
- iv. Financial Monitoring Committee (Director Pham, Committee Chair; Director La Belle)
- v. Legislative Monitoring Committee (Director Aitken, Committee Chair; Director Ruiz)
- vi. Governance Committee (Director Bagneris)
- vii. Safety & Security Committee (Chair Cervantes, Committee Chair)
- viii. Facilities Committee (Director Aitken, Committee Chair; Director Rubalcava-Garcia)
- ix. Audit and Compliance Committee (Director Rubalcava-Garcia, Committee Chair; Director La Belle)
- x. Branding Project Ad Hoc Committee (Director Aitken)
- xi. Storage, Parking and Traffic Ad Hoc Committee (Director La Belle, Committee Chair; Director Bagneris)

Director Pham, on behalf of the Financial Monitoring Committee, reported:

- The Committee reviewed the February Financial statements with staff last week; items discussed (due to COVID-19 and event cancellations):
 - Revenue losses thru February
 - Cash reserves could carry organization for a while
 - Staff is preparing several models using various scenarios to give a better picture of the budget for the remainder of the year
 - March financials anticipated to look worse with more cancellations

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

- The Committee does not have any pending legislation at the moment
- OCFEC being a State owned property with pending potential activity on grounds due to the COVID-19
 - Property must remain in emergency readiness mode - could be called into action at any time at State and local level

Director Aitken reassured that it is the Committee's/Board's commitment to inform the public if they hear anything from Governor's office that would impact the property or the surrounding community and will help the community get through this crisis.

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

- The Committee met last week, items discussed:
 - The Carnival/Independent Amusement Ride Safety Inspection Services RFP was reviewed by the committee and approved for release

- The annual pre-fair public agency meeting with law enforcement, Board committee and staff is scheduled for June 24, 2020 at noon
- Staff is developing basic safety standards and procedures for the use of bounce houses and climbing walls
- Staff will bring a contract for approval to the full Board should third party security services be needed for the 2020 OC Fair

Director Rubalcava-Garcia, on behalf of the Facilities Committee, reported:

- The RFP for Hangar Building Sound & Equipment and the IFB for Heritage Stage/ASA Sound Equipment were discussed and approved for release
- The five full Board oversight projects were discussed as follows:
 - Storm Water Management: Staff provided an update, the City of Costa Mesa is reviewing drawings for approval/permit, and staff will continue moving the project planning and bid process forward with CCA
 - Desilting Basin at the Equestrian Center: Staff is continuing as above on the Storm Water Management project
 - Plaza Pacifica South Lawn Landscape & Turf: Staff recommended the concept of creating this area as a serenity garden and are working on a simple rendering and plan for the committee's review
 - Pacific Amphitheatre Berm Landscaping: Staff is continuing planning on this project
 - Infrastructure Audit: Additional drafts for more areas of the property have been received and staff is in the process of reviewing. When completed, the drafts will be shared with the committee
- Cap X Projects: All projects previously discussed with the committee are progressing
- Carnival RFP: Due to the complexity of this initiative, there was discussion about holding a separate meeting for this project which staff will schedule
- Other Business: Staff is working on the requested letter for construction management firms as requested by Director La Belle

Director Rubalcava-Garcia, on behalf of the Audit and Compliance Committee, reported:

- The 2018 audit has not yet been released to the 32nd DAA by CDFA
 - The Committee has been in contact with the CDFA Auditor
 - The Committee received word from CDFA that due to other priorities, the 32nd DAA as well as other DAAs will need to contract with an independent audit firm for the 2019 audit

- Staff is currently working on identifying an audit firm and collecting information for the scope of work from CDFA

In regard to the Governance Committee:

- Reggie Mundekis inquired, as Director Andreas Meyer who was the driving force behind the rewriting of the Board Policy Manual has resigned, who will be taking the lead on this effort. She asserted the public expects the same level of effort and quality of work product produced by Director Meyer to continue. She requested a list of the next group of Board Policies to be drafted and enacted and a timetable for said actions prior to the next Board meeting.

In regard to the Facilities Committee:

- Reggie Mundekis criticized that documents acquired by public records requests and by the emailing of questions to staff, regarding capital projects, are not supported by presentations made by staff during the Board meetings. She requested a meeting with CEO Richards, Chair Cervantes, and the Facilities Committee to discuss how to improve management of capital projects, prior to the next Board meeting.

In regard to the Facilities Committee:

- Vincent Pollmeier criticized the oversight of the millions of dollars spent on facilities capital improvement projects. He shared his concerns with damage Cirque du Soleil made to a newly repaved lot and returning it to its original condition, per the contract. He criticized fulfillment of public records request made by Friends and Neighbors of the Orange County Fairgrounds with regard to capital improvement projects and alleged documents are being hidden or statements made in meetings to not be true. He asserted the need for the Facilities Committee meetings to be public meetings.

Richards requested members of the public channel specific questions, regarding any project or activity, through her office or the public records request process and not to go directly to staff.

B. Nomination of Candidate(s) for the Position of Board Vice Chair and Vote to Approve

Action item

Director La Belle nominated Director Rubalcava-Garcia as Vice Chair.

Vincent Pollmeier commented the Board will be lacking with the absence of Vice Chair Meyer. He shared his hopes that the new Vice Chair will recognize the importance of openness, public responsiveness and recognizing that as a State agency, is responsible to the public.

ACTION: Director La Belle motioned and Director Ruiz seconded to nominate and approve Director Rubalcava-Garcia to serve as the Vice

Chair of the Board of Directors for the remaining 2020 term. **MOTION CARRIED. AYES: Chair Cervantes, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle, Director Pham and Director Rubalcava-Garcia. NAYES: None. ABSTENTIONS: None.**

E. Consideration of and Vote to Adjust Security Personnel at OC Market Place From Five to Three
Action Item

Richards presented the agenda report.

Jeanine Robbins, OC Market Place vendor, spoke in support of the agenda item. She asked the Board to consider allowing the OC Market Place to coexist with the OC Marathon, that has been rescheduled for November.

Mike Robbins, OC Market Place vendor (regarding the closure of the OC Market Place due to COVID-19) requested the Board consider a resolution giving free rent for the Market Place to Spectra until January 1st. He continued, this will allow Spectra to give free rent to the merchants until the end of the year and free admission to the people of Orange County.

ACTION: Director La Belle motioned and Director Bagneris seconded to approve the request to adjust security personnel at OC Market Place from five to three. **MOTION CARRIED. AYES: Chair Cervantes, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle, Director Pham and Director Rubalcava-Garcia. NAYES: None. ABSTENTIONS: None.**

I. Consideration of and Vote to Allow CEO to Consider All Approved Pay Options for Employees Impacted by COVID-19 and Event Cancellations
Action Item

Richards presented the agenda report.

Vincent Pollmeier spoke in support of the agenda item and encouraged the Board and CEO to use whatever leeway given by the State for the employees.

ACTION: Director Ruiz motioned and Director Aitken seconded to allow the CEO to consider all approved pay options for employees impacted by COVID-19 and event cancellations. **MOTION CARRIED. AYES: Chair Cervantes, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle, Director Pham and Director Rubalcava-Garcia. NAYES: None. ABSTENTIONS: None.**

12. BOARD OF DIRECTORS MATTERS OF INFORMATION

Director Ruiz wished everyone to stay safe.

Director Bagneris echoed for everyone to stay safe and stay home to flatten the curve. She thanked CEO Richards for looking out for staff. She expressed her hopes that the fair will be able to occur.

Director Aitken thanked team and public for participation in the teleconferenced meeting. She commented, in regard to the Robbins' comments, that the Facilities Committee has a meeting scheduled with Spectra to explore options related to the OC Market Place and its vendors.

Director La Belle commended CEO Richards for being open and keeping the Board informed and echoed continued support for his fellow Directors and staff.

Director Pham wished everyone and their families good health and to stay safe.

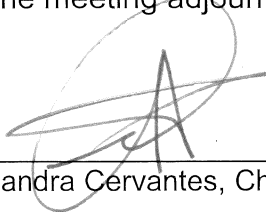
Director Rubalcava-Garcia thanked CEO Richards and staff for supporting local food banks by donating Centennial Farm crops to the OC Food Bank. She thanked her fellow Board members for the opportunity to serve as the Vice Chair and commented on the Board's continued commitment to transparency.

Chair Cervantes congratulated Vice Chair Rubalcava-Garcia for her new role. She thanked CEO Richards and team for their passion and commitment and wished everyone good health.

13. NEXT BOARD MEETING: APRIL 23, 2020

14. ADJOURNMENT MOTION TO ADJOURN

The meeting adjourned at 10:50 a.m.

A stylized signature of Sandra Cervantes, consisting of a large, loopy 'S' and 'C'.

Sandra Cervantes, Chair

A cursive signature of Michele Richards, written in dark ink.

Michele Richards, Chief Executive Officer