

MINUTES OF OCFEC BOARD OF DIRECTORS MEETING HELD May 28, 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/2020/05/12121517/20_05_May_Board_Transcript.pdf) website.

https://s3-us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2020/05/12121517/20_05_May_Board_Transcript.pdf

1. CALL TO ORDER:

Chair Cervantes called the meeting to order at 9:10 a.m.

2. MISSION STATEMENT

3. PLEDGE OF ALLEGIANCE:

The Pledge of Allegiance was recited by Michele Richards. Roll call was taken by Summer Angus.

4. DIRECTORS PRESENT (via Zoom):

Chair Cervantes, Vice Chair Rubalcava-Garcia, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle, Director Pham and Director Kovacevich.

DIRECTORS ABSENT/EXCUSED: None.

OTHERS PRESENT:

(Via Zoom): Michele Richards, OCFEC CEO; Ken Karns, OCFEC Chief Operating Officer; Joan Hamill, OCFEC Chief Business Development Officer; Jason Jacobsen, OCFEC Director of Planning & Presentation; Nick Buffa, Director of Safety & Traffic; Terry Moore, OCFEC Director of Communications; Summer Angus, OCFEC Executive Assistant; Evelyn Hernandez, OCFEC; Josh Caplan, Office of the Attorney General; Luis Hernandez, transcriptionist; Doug Lofstrom; Annie Kastle; Reggie Mundekis; Vincent Pollmeier; Gibran Stout; Jeanine Robbins; Mike Robbins; Theresa Sears; Leigh-Ann Kazolas; Lisa Sabo

5. CLOSED SESSION:

The meeting adjourned to closed session at 9:12 a.m. and reconvened at 10:09 a.m.

Matters to report out of closed session: None.

6. CEO'S OPERATIONAL UPDATE

Michele Richards, OCFEC CEO, reported the following:

- Welcomed new Board Member Nick Kovacevich
- Introduced Joan Hamill as the new OCFEC Chief Business Development Officer
- Thanked Doug Lofstrom for his interim leadership of the OCFEC Business Development Department
- OCFEC future preparations – Four Key Initiatives:
 - Essential Business Operations
 - Keeping guests connected with the OC Fair – Virtual Fair
 - Closing the revenue gap: working with promoters for vehicle

- based events and spectator free events
 - Developing critical back to work procedures/protocols
- Rescheduled cancelled events to fall and added new events
 - Cancelled concerts rescheduled for 2021
- Cutting expenses and 2020 budget reforecasting
- Status of the OCFEC and OC Animal Care agreement
- Received notice of Spectra's intent to cancel the current contract for operation of OC Market Place

Richards explained for Director La Belle detailed COVID-19 procedures/protocols for event promoters when events can resume and for OCFEC employees returning to work.

Vice Chair Rubalcava-Garcia asked for the Spectra contract of the OC Market Place be agendaized for the next meeting.

Richards presented the April 2020 financial statement.

7. MINUTES:

A. Board meeting held April 23, 2020

Action Item

B. Board meeting held April 27, 2020

Action Item

ACTION: Director Aitken motioned and Director La Belle seconded to approve the minutes from the Board meetings held April 23, 2020 and April 27, 2020. **MOTION CARRIED. AYES: Chair Cervantes, Vice Chair Rubalcava-Garcia, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle, Director Pham and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

8. MATTERS OF PUBLIC COMMENT

Lisa Sabo, President of the Orange County Fairgrounds Preservation Society, gave a history of the society. She shared she is also a horse trainer at the Equestrian Center (EQC) and a Graduate A Pony Clubber. She explained her involvement in the Pony Club. She spoke about incorporating COVID training related to horses and people in her training.

Leigh-Ann Kazolas, shared she is working with her fellow equestrians and CEO Richards to develop the Safe Return of Lessons Plan for trainers and members of the public at the EQC. She continued that she and the equestrians are delighted to hear that they have the greenlight to develop and submit a plan through CEO Richards to the Orange County Healthcare Agency, to allow the safe return of horseback riding lessons to members of the public. She discussed how horsemanship lessons have been happening online and she discussed new procedures/protocols that the EQC will implement for lessons once allowed.

Gibran Stout reiterated comments of the previous speaker. She praised OC FEC staff for being very communicative related to the EQC. She added there are lots of programs at the EQC that can be done safely. She welcomed the Board member.

Jeanine Robbins stated last year was the fortieth anniversary of their business at the OC Market Place (OCMP). She stated that swap meets have been cleared to reopen by the State. She urged the Board to work on contract renegotiations with Spectra (with the regard to the OCMP) as soon as possible for the livelihoods of the marketplace vendors and employees. She asserted an early July opening should be on the agenda and a special meeting called to allow vendors to restart the livelihoods. She asserted a June Board meeting is too late. She discussed relief programs for small businesses and discussed other swap meets that will now reopen. She stated it is imperative to reopen as soon as possible and the restructuring of the contract with Spectra will determine what they will be able to offer vendors.

Vice Chair Rubalcava-Garcia confirmed with CEO Richards that the contract with Spectra is still valid and Spectra, as the OC Market Place operator, has the ability to reopen the marketplace immediately with State mandated safety protocols in place.

Mike Robbins stated he has been a OCMP vendor since 1979 and asked the Board to support the marketplace vendors. He requested the Board offer Spectra six months free rent which will allow Spectra to offer the vendors free rent through the end of the year, to recover from being closed due to COVID-19. He discussed vendors being in debt with merchandise purchased that they have not been able to sell due to closure of the marketplace. He asked the Board to support the marketplace vendors. He requested the Board work and agendize a stimulus package for the vendors of the OCMP.

Reggie Mundekis shared she was one of the community members that helped stop the sale of the fairgrounds under Governor Schwarzenegger and has been to nearly every Board meeting since that time. She thanked staff for all the work they are doing during this interesting and ever changing time. She shared her hopes that staff and the Board will embrace new opportunities, changes and business models. She thanked CEO Richards for being responsive and engaging with the public and stakeholders. She congratulated Joan Hamill on her new position as the Chief Business Development Officer. She added she looks forward to working with everyone moving forward.

Vincent Pollmeier, Director of Friends and Neighbor of the Orange County Fairgrounds, shared his organization is dedicated to making sure the fairgrounds remains responsive to the needs of the public and community focused. He thanked staff for making sure that things remain safe and

reasonably done and thanked CEO Richards for keeping on top of the coordination of the OC Animal Care issue. He discussed the OC Market Place (OCMP) business model, criticizing it for not changing much in fifty years, stating that the OCMP is dying. He encouraged the Board to try to work out a transition and consider possibly letting Spectra out of the OCMP contract, returning the parking and buildings back to the control of the District. He added possibly working with Tandem to figure out an appropriate business model for the use of that area of the property to carry OC FEC into the future.

Theresa Sears, Orange County Fairgrounds Preservation Society, welcomed new Board Director Kovacevich, thanked staff and congratulated Joan Hamill on her new position. She commended the Board for the virtual meeting, allowing the public to participate. She stated she will continue to work with the equestrians and thanked CEO Richards for her engagement and being involved.

9. CONSENT CALENDAR: (Policy 4.3.4)

A. Standard Agreements (New): SA-132-20YR; SA-133-20YR; SA-003-21SP

- i. Standard Agreement Amendments: SA-163-18YR (Amend. #2); SA-270-15SP (Amend. #4); SA-116-19YR (Amend. #1)

B. Rental Agreements: R-003-21; R-062-20 (Amended); R-063-20; R-096-20 (Amended); R-100-20; R-101-20

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

D. Correspondence:

Communications to the Board from members of public related to OC FEC business are identified below and included with the Board materials (available on the OC FEC 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 June agenda is June 12, 2020.*

- i. 05/01/2020: Friends and Neighbors of the Orange County Fairgrounds - Lack of Public Disclosure of Activities of Fair Board Committees
- ii. 05/06/2020: Friends and Neighbors of the Orange County Fairgrounds - Inadequate Response to California Public Records Request

E. 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. F2020-09 Fair Livestock Market Guidance Final Draft 4.17.20
ADA

-End of Consent Calendar-

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

10. GOVERNANCE PROCESS:

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

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

- i. Community Engagement Committee (Vice Chair 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 (Vice Chair Rubalcava-Garcia, Committee Chair; Director Bagneris)
- vii. Safety & Security Committee (Chair Cervantes, Committee Chair; Director Ruiz)
- viii. Facilities Committee (Director Aitken, Committee Chair; Director Pham)
- ix. Audit and Compliance Committee (Vice Chair 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 La Belle, on behalf of the Heroes Hall Veterans Foundation Board, reported:

- Foundation met on May 14th at a regular meeting
 - Foundation took action to retain consultant for non-profit fundraising
 - Foundation authorized the development of a grant program

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

- The Committee and staff reviewed the April financial statements
 - Reviewed cost control measures taken by staff
- Staff reviewed with the Committee best and worst case scenarios (related to COVID-19 cancelations and forecasts)
 - OC FEC expected to see a net loss of \$15 -18 million (includes \$3 million of non-cash expense)
 - Staff exploring ancillary revenue streams to mitigate loss

Director Pham commented as things start to open up and alleviating there is hope to find additional revenue resources.

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

- Legislature back in session but mostly focused on COVID-19 related legislation at this time
- Committee will continue to monitor and update on anything effecting the fairgrounds

Director Aitken, on behalf of the Facilities Committee, reported:

- Committee is working with staff on RFP/IFBs
 - Discussed the current RFPs that are out for bid for the Hangar building and Heritage Stage
 - Committee reviewed and approved the Hangar and grounds video RFP and will be going out for bid soon
- Progress on the Infrastructure Audit
 - Staff has been asked to add summaries to the different zone inspections making the information easier for the Board to digest the voluminous information
 - Committee hopes to provide the reports to the full Board for review in June to review and have a public session
- Capital projects moving forward
- Storm Water Management Project update
 - Working with the Equestrian Center and keeping them informed
- CalFire Authority inspection completed; waiting for final report back
- Committee and staff working with the Equestrian Center on plans for reopening

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

- The State Auditor has recommended the District to use an outside firm for the 2019 audit
 - The RFQ was reviewed by the Committee and released on May 20th to CPA firms in Orange County
 - Bids due June 12th and awarded by June 17th

Vice Chair Rubalcava-Garcia, on behalf of the Community Engagement Committee, reported:

- Due to COVID-19 and the uncertainty in revenues, the Committee has not met to review any requests; the allocation of the Community Engagement funds are uncertain

Reggie Mundekis, regarding to the Facilities Committee, criticized that the public is not getting enough information to feel comfortable with what is being built and changed on the fairgrounds. She criticized that it is difficult to get project drawings from staff and gave examples of issues:

- Gate signage project: she alleged staff is moving forward with the project without making changes requested by the City of Costa Mesa and has not met with the City Bikeways and Walkability Committee as directed by the City Planning Commission.
- Desilting basin: she criticized the plans were not shared with equestrians or the public

She stated the need to improving the management of capital projects on the property and to allow the public to understand what is going on a timely manner.

Vincent Pollmeier commented in regards to the Financial Monitoring Committee comments that safety and health have to be the ultimate rubric; that just because something can be done, doesn't mean it should be done. He criticized the Audit and Compliance Committee for allowing the 2019 audit RFP to go out to bid before and without any public involvement, oversight or visibility. He also criticized the Facilities Committee for operating out of the sight of the public. He urged the Board to immediately release the infrastructure audit draft reports.

B. Presentation of 2020 Virtual OC Fair Activities and Consideration of and Vote on Whether or Not to Approve Related Expenses

Action Item

Joan Hamill, OC FEC Chief Business Development Officer, gave a presentation of 2020 OC Fair Virtual Fair activities.

Richards spoke about promotion, potential cost and next steps of the virtual fair.

Board and staff discussion ensued regarding the following:

- Sponsorships to offset costs
- Outreach to social media, radio partners and Super Pass holders to possibly share content
- Sponsorship outreach to local business (Tandem handling outreach and may have some Platinum Partners as potential sponsors)
- The June meeting to have a more detailed presentation that will include content and what sponsors that will be supporting the virtual fair

- Fair food opportunities; staff working with concessionaires to potentially have fair food takeout
- Judging of virtual entries, by the Board and/or community leaders with commemorative ribbons awarded
- Suggestion to open opportunities to local restaurants to participate alongside concessionaires

Reggie Mundekis spoke in support of finding ways to do the fair virtually, adding it may venture into a new long-term market. She suggested outreach to active military and VA hospitals giving them the opportunity to participate in the family entertainment virtually, which may not be available to them where they are located. She suggested the virtual fair become part of the annual fair. She thanked staff for working on the virtual concept.

Vincent Pollmeier stated he is pleased to see the out-of-the-box thinking to keep the fair spirit alive. He also discussed and cautioned the broadcasting of music that could be copyright or intellectual property that may result in the potential for litigation. He requested the Board add funding to cover legal support for copyright counsel to the approval of funds for the virtual fair.

Director La Belle agreed with the previous speaker's comments regarding legal counsel and potential copyright/intellectual property issues.

ACTION: Director La Belle motioned and Director Ruiz seconded to approve the virtual fair concept and funding as presented by staff and with the comments provided by the Board, adding the provision to seek necessary legal counsel to address any questions that may occur relative to the types of activities that will take place during the virtual fair. **MOTION CARRIED. AYES: Chair Cervantes, Vice Chair Rubalcava-Garcia, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle, Director Pham and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

C. Presentation of 2020 Budget Reforecast

Information Item

Richards presented a best and worst case scenarios for the remaining budget of 2020 – the 2020 budget with and without fall events

Director La Belle stated the item will come back at the June meeting as a Board action item, adding he would also like to see the status on capital projects moving forward or deferred. He added health and safety is the number one priority of the Board.

D. Consideration of and Vote on Whether or Not to Approve Line of Credit Agreement with the 22nd District Agricultural Association (San Diego County Fairgrounds)

Action Item

The following staff and Board of Directors from the 22nd DAA/San Diego Fairgrounds made a presentation to the OCFEC Board of Directors requesting the consideration and development a five-million dollar loan agreement from OCFEC to the San Diego County Fair:

Tim Fennell, CEO; Colleen Moore, Deputy General Manager; Richard Valdez, Board President; Pierre Sleiman, Board Member and Financial Committee Chair.

Director Pham disclosed he found out this morning that the 22nd DAA is a customer of his employer.

Attorney Caplan recommend Director Pham abstain from discussion and vote on the item due to a potential conflict of interest.

Jeanine Robbins shared her surprised that the San Diego County Fair (SDCF) item was on the agenda when last year the Board denied Spectra a \$500,000 loan to restructure the OC Market Place on OCFEC property. She criticized SDCF for restrictive alcohol policies that limit their revenues. She asked the Board to remember their onsite partner who is asking for help to support the small business owners/vendors of the OC Market Place (OCMP).

Mike Robbins, forty year OCMP vendor, stated he was surprised to see the SDCF item on the agenda and not the OCMP. He criticized SDCF for restrictive policies that impact their alcohol sales. He asserted the OCFEC Board should help their on-grounds partners first before helping out a neighboring fair. He urged the Board to give a zero rent contract for six months to the OCMP and show support for the OCMP vendors.

Reggie Mundekis spoke in support of SDCF's policies limiting alcohol to certain areas of their fair. She discussed issues she has with the request from SDCF for a loan, asking how the sixth highest fair attendance in the nation be financially insolvent after being closed two months due to COVID-19. She stated she did some research and criticized SDCF for some of their financial practices: maintaining low cash reserves compared to their annual revenue and undertaking a number of projects to improve horse racing (which she asserts is a dying industry). She spoke in opposition to the proposed loan and criticized further that the SDCF did not provide financial statements as part of the proposal.

Vincent Pollmeier criticized SDCF for being yoked to the thoroughbred racing industry for years, stating the industry has been on a steady

decline in California for a decade. He called SDCF a troubled organization that spends money on new facilities (many of them horse racing), has low revenue and alleged they are using COVID-19 used as an excuse for long term financial problems.

Carleen Moore, SDCF Deputy Manager, answered a series of questions for Director La Belle regarding the \$20 million gap of funds they are looking for from outside sources, which include: the SDCF non-profit, Junior Livestock Auction funds, security revenue streams, horse boarding, rent and lease payments, rent for horse racing season, CDFA/State relief funds. She discussed details of their debt service/bond payment structure and obligations, stating that they are covered for the next two years.

Director Aitken shared she likes the emphasis on connectivity, that the two fairs are part of a large fair family and has enjoyed working with the SDCF to promote and help smaller California fairs. She asked and discussed the following:

- What the terms and interest payment plan are
- Recommends the proposal be run through the OCFEC Financial Monitoring Committee or other committee
- Involve the Legislative Committee, to work together to get funding from the State
- Concerns over the shared legal counsel and if there are costs associated with acquiring outside counsel, who assumes those costs
- Impacts to OCFEC if loan does not get paid back
- Sharing of financial information

Director Bagneris spoke in agreement with Director Aitken's comments and in favor of the Financial Monitoring Committee review of the proposal and SDCF financials. She added she is not in favor of the loan until or unless the Board looks at how to support OCFEC's OCMP vendors/Spectra, stating the need to consider taking care of home as well if considering helping someone else.

Vice Chair Rubalcava-Garcia recommend to postpone the item to a future meeting until the Board can explore all the issues. She also cautioned her fellow Board members that the SCDF item and the Spectra/OCMP item are separate issues to explore independently, that the Spectra/OCMP issue is not on today's agenda.

Director Ruiz spoke in support of moving the item to another meeting for time for more information and Board committee review. He also spoke in support taking care of OCFEC partner/vendor issues first before helping the neighboring fair.

ACTION: Director La Belle motioned and Director Rubalcava-Garcia seconded to approve to move the item to the June meeting and in the

interim continue to explore all options relative to making any kind of loan to the 22nd DAA, any costs associated with that, be borne by the 22nd DAA and at the discretion of the Chair to appoint a committee to review and bring back recommendations to the full Board. **MOTION CARRIED. AYES: Chair Cervantes, Vice Chair Rubalcava-Garcia, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle and Director Kovacevich. NAYES: None. ABSTENTIONS: Director Pham.**

E. Consideration of and Vote on Whether or Not to Hold Board of Directors Meetings in July and August, 2020 and Vote on Whether or Not to Hold the June 25, 2020 Board of Directors Meeting in the Evening

Action Item

Richards presented the agenda report.

Vincent Pollmeier spoke in support of having a July and August meeting given the ever changing environment and evolving rules regarding the reopening of California due to COVID-19. He discussed the importance of having meetings in the evening, stating that people are working and/or working from home and still would have to take time off to attend a virtual meeting. He urged not to use the rationale that people are working from home, not to have evening meetings.

Reggie Mundekis spoke in support of having either the June, July or August meeting in the evening, adding people are still working during the day and one of the three meetings should be an evening meeting. She also asserted the need to have a July and August meeting.

Jeanine Robbins spoke in support of having an evening meeting, adding people are starting to go back to work. She asserted it is important to have a July and August meeting especially with the uncertainty of the OC Market Place contract.

Director Aitken spoke in favor of having a June, July and August meeting, adding they may need to call additional meetings depending on issues that arise. She spoke in support of having all three meetings at the regular morning time.

ACTION: Director Aitken motioned and Director Ruiz seconded to approve scheduling a July and August 2020 meeting at the regular time of 9:00 a.m. **MOTION CARRIED. AYES: Chair Cervantes, Vice Chair Rubalcava-Garcia, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle, Director Pham and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

ACTION: Director La Belle motioned and Director Bagneris seconded to approve scheduling June 25, 2020 meeting at the regular time of

9:00 a.m. **MOTION CARRIED. AYES: Chair Cervantes, Vice Chair Rubalcava-Garcia, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle, Director Pham and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

Director La Belle requested to schedule an additional meeting the week of June 8, 2020 to discuss the Spectra/OCMP matter.

Director Pham left the meeting at 1:00 p.m.

F. Consideration of and Vote on Whether or Not to Approve Letter to Area Project Management Firms Specifying Process for Applying for State Approval

Action Item

Richards presented the agenda report.

Director La Belle spoke in support of the drafted letter.

Reggie Mundekis spoke in support of the agenda item.

Vincent Pollmeier shared his disappointment in the Board for not scheduling an evening meeting. He spoke in support of the agenda item.

ACTION: Director La Belle motioned and Director Ruiz seconded to review and approve the letter to area project management firms specifying process for applying for State approval as drafted. **MOTION CARRIED. AYES: Chair Cervantes, Vice Chair Rubalcava-Garcia, Director Ruiz, Director Bagneris, Director Aitken, Director La Belle and Director Kovacevich. NAYES: None. ABSTENTIONS: None.**

G. Consideration of and Vote on Whether or Not to Change the Current Board Committee Format

Action Item

Director La Belle outlined the current two-member Board committee structure.

Reggie Mundekis gave a history of how the two-person committee became the practice at the fairgrounds. She stated it began when the fairgrounds was for sale and a management consultant told the Board to go move to two-person committees to avoid having to share information with the public in a public meeting. She spoke in support of either having three-person committees with required noticing or no committees and have as part of the monthly Board meeting. She criticized it is a battle to get information and/or questions answered with the public works projects.

Vincent Pollmeier read a preamble of the Bagely-Keene Act and quoted the California Constitution stating the public has a right to access information. He criticized the committee summaries, alleging they have not been made available to the public. He criticized the Facilities Committee for effectively having delegated authority to move forward on things without any public insight. He urged the need for three-person committees or to get rid of the committees altogether and bring all items back to the full Board in the monthly public meetings.

Board and Counsel discussion ensued regarding the different options for the committee structure:

- The current two-person committee structure (Board members work in collaboration with the staff to keep things moving forward between meetings and report out at the monthly meeting)
- A three-person committee structure requiring compliance with Bagley-Keene (10 day notice of meeting, agenda and minutes)
- Eliminating committees altogether and agendizing items in the full monthly Board meeting
- A hybrid two-person committee option (informal meeting where the public is told of the meeting and can participate)

Board and Counsel discussion continued regarding delegated authority committees, standing committees and as hoc committees.

Director La Belle, Director Ruiz, Vice Chair Rubalcava-Garcia all spoke in favor of keeping the current two-person committee structure.

No action taken.

12. BOARD OF DIRECTORS MATTERS OF INFORMATION

Director Ruiz welcomed new Director Kovacevich and stated he is available for any questions he may have.

Director Bagneris welcomed new Board member Kovacevich. She wished everyone to stay safe.

Director Aitken shared her hope that everyone is safe and well and welcome to new Director Kovacevich.

Director La Belle welcomed Director Kovacevich and offered his assistance.

Board discussion ensued regarding Director Pham's potential conflict of interest with regard to the 22nd DAA loan proposal review with him being on the Financial Monitoring Committee.

Chair Cervantes appointed Director La Belle and Director Kovacevich to serve on a San Diego County Fair Loan Proposal Ad Hoc Committee.

Vice Chair Rubalcava-Garcia welcomed Joan Hamill in new role as Chief Business Development Officer and welcomed new Director Kovacevich. She thanked staff for their work.

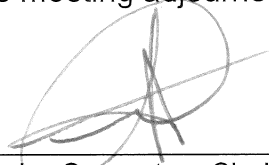
Director Kovacevich thanked everyone for the warm welcome. He commented how he met with fair executive team to get acquainted with everything. He stated he believes the Board is there to serve the public and it was great to hear their comments at the day's meeting. He thanked Chair Cervantes for appointing him to the ad hoc committee and shared he is excited to get involved.

Chair Cervantes congratulated Director Kovacevich on his Board appointment. She thanked staff for their hard work and thanked the public. She wished everyone to stay safe, healthy and optimistic.

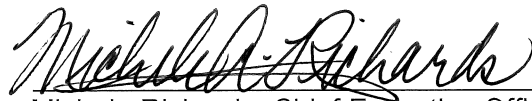
13. NEXT BOARD MEETING: JUNE 25, 2020

14. ADJOURNMENT MOTION TO ADJOURN

The meeting adjourned at 1:35 p.m.



Sandra Cervantes, Chair



Michele Richards, Chief Executive Officer