

**MINUTES OF OCFEC BOARD OF DIRECTORS MEETING
HELD DECEMBER 18, 2025**

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 website.

https://s3.us-west-1.amazonaws.com/ocfair.com/wp-content/uploads/2025/12/22164420/25_12_December_Board_Transcript.pdf

1. CALL TO ORDER:

Director Kovacevich, called the meeting to order at 9:35 a.m.

2. MISSION STATEMENT

3. PLEDGE OF ALLEGIANCE: The Pledge of Allegiance was recited by all. Roll call was taken by meeting secretary, Summer Angus.

4. DIRECTORS PRESENT:

Chair Bagneris (via Zoom), Vice Chair Ruiz (via Zoom), Director Kovacevich, Director La Belle, Director Rubalcava-Garcia, Director Bilezikjian (via Zoom) and Director Jackson.

DIRECTORS ABSENT/EXCUSED: Director Pham.

OTHERS PRESENT:

James Canfield, OCFEC Chief Executive Officer; Michele Capps, OCFEC Chief Business Development Officer; Jason Jacobsen, OCFEC Production & Planning Director; Arnold Duong, OCFEC IT Technician; Summer Angus, OCFEC Executive Assistant; Evelyn Nunez, OCFEC Communications Associate; Josh Caplan, Office of the Attorney General; Reginald Joseph, transcriptionist; Reggie Mundekis

5. MINUTES:

A. Board meeting held November 20, 2025

Action Item

No action taken; quorum not met.

6. MATTERS OF PUBLIC COMMENT

Reggie Mundekis encouraged the Board to consider longer-term financial planning as part of the budgeting process. She suggested developing 10-year cash flow projections to evaluate how current and proposed facilities fit into future financial capacity, including construction costs, potential debt service, and ongoing impacts to the budget. She also noted that some underutilized existing facilities may not be financially practical to maintain and encouraged beginning a broader discussion about long-term facility planning.

7. CONSENT CALENDAR

A. Standard Agreements: SA-236-25YR; SA-002-26MB; SA-003-26IO; SA-004-26IO; SA-005-26IO; SA-006-26IO; SA-007-26IO; SA-008-26IO

- i. **Standard Agreement Amendments (Exercise Option):** SA-084-22FT (Amend. #3)

B. Rental Agreements: R-083-25; R-084-25; R-102-25; R-133-25; R-135-25; R-136-25; R-138-25; R-139-25; R-023-26; R-044-26; R-045-26; R-046-26; RA-EQC020-25

- i. **Rental Agreement Amendments:** R-080-25 REVISED; R-106-25 (Amend. #1); R-133-25 REVISED; R-045-26 REVISED

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

D. Correspondence:

Communications to the Board from members of the 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 December 2025 agenda is December 5, 2025.

- i. None.

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. None.

No action taken; quorum not met.

8. CLOSED SESSION (Closed to the Public)

The Board adjured to closed session at 9:40 a.m. and resumed the meeting at 10:44 a.m.

Items to report out of closed session: None.

Director Rubalcava-Garcia left the meeting after closed session.

9. CEO'S OPERATIONAL ANNOUNCEMENTS AND UPDATES

CEO Canfield reported the following:

- Three concerts currently on sale; season being expanded beyond the Fair at Board direction with the new Entertainment Task Force
- Brew Hee Haw returning opening weekend of the Fair
- Staff attended the IAFE convention
 - OCFEC received 13 IAFE Awards
- COO search update
 - 5 new qualified candidates with interviews forthcoming
- CEO attended CAA Board meeting and CDFA Collaborative in Sacramento

- Staff move into new Admin building continues
 - Dedication planned for January
- Employee engagement survey planned

Michele Capps, Chief Business Development Officer gave an update on The Ranch Community Center (TRCC).

Director La Belle suggested a public open house for the new Admin building to include our building partners. He also suggested to resurrect the Bill Kelly document.

Director Kovacevich commented on the progress of TRCC. He suggested efforts to have the media update some of their reporting from the past.

CEO Canfield reported plans to incorporate TRCC and equestrian activities as part of the Fair programming.

10. GOVERNANCE PROCESS

A. Presentation of 2026 Budget Submittal Letter

Information Item

CEO Canfield presented the staff report.

Director La Belle stated the letter is an excellent summary of the budget process and praised staff.

B. Review of Existing Master Site Plan

Information Item

A presentation of the current Master Site Plan (MSP) was provided as a reminder of the projects and priorities within the plan

Reggie Mundekis shared her thoughts related to the MSP; items included:

- Provided recommendations related to the Master Site Plan and long-term revenue opportunities
- Suggested upgrades to the Pacific Amphitheatre to improve revenue and marketability
- Recommended evaluating future facility needs for The Ranch, Centennial Farm, equestrian uses, and education programs
- Encouraged review of the Action Sports Arena's utilization and revenue potential
- Proposed continued use of temporary structures for livestock shows due to changing requirements
- Suggested operational improvements along Arlington Drive and development of a parking garage/storage facility

- Raised questions about the Agriplex's long-term use and requested a detailed presentation on bond financing and its impacts

Board and staff discussion ensued; Items discussed:

- Continued emphasis on updating and accelerating the Master Site Plan to align with current costs, priorities, and organizational vision
- Strong consensus to prioritize revenue-generating opportunities, particularly through the Pacific Amphitheatre and other underutilized assets
- Discussion of long-term ground leasing and development models (e.g., public-private partnerships) as potential revenue sources that could support the mission without altering core programs
- Recognition of innovative funding opportunities, including grants tied to emergency response, evacuation, and community resilience, informed by examples from other fairgrounds
- Interest in identifying dual-use facility designs that support both emergency functions and everyday operations
- Discussion of emerging and innovative entertainment concepts, including temporary or flexible venue configurations
- Desire for a consolidated overview of funding tools, grant opportunities, revenue strategies, and industry best practices to support informed decision-making
- Agreement that the facilities plan should clearly connect vision, initiatives, and capital investments on the grounds
- Support for expediting next steps, including bringing the topic to the full Board (and/or Committee) for further direction
- Request for all Board members are fully briefed, including follow-up discussions with absent members, to maintain momentum and avoid revisiting foundational discussions.

C. Presentation of 2026 OC Fair Theme and Artwork

Information Item

Michele Capps, Chief Business Development Officer presented the 2026 OC Fair theme "Your Adventure Awaits" along with the theme artwork. She stated that OC FEC has started partnership with America's 250 celebration.

D. Committee / Ad Hoc Committee / Liaison Report

Information Item

To assure compliance with the Bagley-Keene Open Meeting 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. **Leadership Committee** (Chair Bagneris, Committee Chair; Vice Chair Ruiz)
- ii. **Financial Monitoring and Audit Committee** (Director Pham, Committee Chair; Director Bilezikjian)
- iii. **Facilities Committee** (Director Bilezikjian, Committee Chair; Director Kovacevich)
- iv. **Community Affairs Committee** (Director Rubalcava-Garcia, Committee Chair; Director Jackson)
- v. **Governance Committee** (Chair Bagneris; Director Kovacevich)
- vi. **Entertainment Task Force** (Director La Belle, Committee Chair; Director Jackson)

Director Kovacevich, for the Leadership Committee, reported:

- Committee met on 12/5/25 to plan the December agenda
- Next meeting is scheduled for January 14, 2026

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

- Committee met on 12/5/25 and reviewed and discussed the following:
 - CapX projects - 9 are now active; 39 are complete
 - Master Site Plan (MSP)
 - Phase One (Admin Building): received conditional occupancy
 - Postponing building reveal to January when everyone is moved in
 - Phase Two (Midway restroom project):
 - Committee review bid package; bid is opening today
 - Next meeting is tentatively set for 1/7/26

Director Kovacevich, on behalf of the Governance Committee, reported:

- Committee met on 12/12/25 and discussed doing the annual review of the Board governance policy manual
- Focus on getting Board training up to date

Directors La Belle and Jackson, on behalf of the Entertainment Task Force reported:

- Committee discussed the possibility of sponsorship of gates
- Discussion naming rights and allowability by the State
- Use of the Hangar for other purposes

Director Ruiz left the meeting at 12:03 p.m.

11. **UPCOMING EVENTS PREVIEW**

CBDO Capps gave an update on upcoming events at OC FEC.

12. **BOARD OF DIRECTORS MATTERS OF INFORMATION**

Board members made concluding comments:

- Board members expressed holiday greetings and well wishes to staff, fellow Board members, and their families
- Appreciation was shared for staff's hard work, dedication, and behind-the-scenes efforts throughout the year

- Several members noted the productive discussion and progress made on the Master Site Plan and committee work
- Gratitude was expressed for committee leadership and collaboration, including the Entertainment Task Force
- Personal congratulations and acknowledgments were shared for milestones and celebrations, including birthdays and anniversaries
- Members emphasized the importance of rest, renewal, and returning energized for the work ahead
- Optimism and enthusiasm were expressed for 2026, including advancing organizational priorities, facilities planning, revenue generation, and community resilience efforts
- The meeting concluded with appreciation for teamwork and confidence in the organization's direction moving forward

13. NEXT BOARD MEETING: JANUARY 29, 2026

14. ADJOURNMENT

The meeting adjourned at 12:21 p.m.

Barbara Bagneris, Board Chair

James Canfield, Chief Executive Officer