



## **MINUTES**

### **BOARD OF DIRECTORS ORANGE COUNTY GREAT PARK CORPORATION REGULAR MEETING**

**May 17, 2012  
City of Irvine  
City Council Chamber  
One Civic Center Plaza  
Irvine, California**

#### **CALL TO ORDER**

A regular meeting of the Orange County Great Park Corporation Board of Directors was called to order on May 17, 2012 at 9:10 a.m., in the City Council Chamber, Irvine Civic Center, One Civic Center Plaza, Irvine, California, by Chair Krom, presiding officer.

#### **ROLL CALL – Orange County Great Park Board of Directors**

PRESENT:	8	DIRECTOR:	LARRY AGRAN
		DIRECTOR:	STEVEN CHOI
		DIRECTOR	SUKHEE KANG
		DIRECTOR	WILLIAM KOGERMAN
		DIRECTOR	JEFFREY LALLOWAY
		DIRECTOR	MIGUEL PULIDO*
		VICE CHAIR	WALKIE RAY
		CHAIR:	BETH KROM
ABSENT	1	DIRECTOR	MICHAEL PINTO

\*Director Pulido arrived at 9:20 a.m.

Also present were Mike Ellzey, Chief Executive Officer; Phil Kohn, General Counsel; Cliff Wallace, Deputy Chief Executive Officer; Marie Dickens, Clerk of the Board; and Lindsey Bachman, Administrative Secretary.

### **PLEDGE OF ALLEGIANCE**

Chair Krom led the Pledge of Allegiance.

### **ADDITIONS AND DELETIONS**

There were none.

### **CEO REPORT**

Mike Ellzey, Chief Executive Officer, provided an update on the Artisan Food & Arts Festival; Balloon Repairs; Hot Wheels at the Park; Relay for Life; Orange County Crop Report; Jewel of Orange County; Food for Thought Film Series; Reporting Live Grant; Tours; and a World Orchestra You Can Build. Mr. Ellzey then introduced Henry Korn, Manager of Arts, Culture & Heritage, who provided a preview of the line-up for the Flights & Sounds Summer Festival. Mr. Korn further introduced Sandy Robertson, Consultant, Irvine Barclay Theatre, a festival organizer and a key partner in the Flights & Sounds Festival. Ms. Robertson spoke of the artists who are scheduled for the upcoming Flights & Sounds Festival.

### **CONSENT CALENDAR**

The Consent Calendar consisted of Item Nos. 1 through 3.

**Action: Moved by Vice Chair Ray, seconded by Director Kogerman, and unanimously carried (8-0, Director Pulido was absent) to approve Consent Calendar Item Nos. 1 through 3.**

#### **1. APPROVAL OF MINUTES**

**ACTION:**

Approved the minutes of a regular meeting of the Orange County Great Park Corporation Board of Directors on April 19, 2012.

#### **2. FISCAL YEAR 2011-12 MARCH BUDGET UPDATE**

**ACTION:**

Received and filed the Budget Update for the month ending March 31, 2012.

**3. APPROVAL TO ENTER INTO MUTUAL INDEMNIFICATION AGREEMENTS WITH THE REGENTS OF THE UNIVERSITY OF CALIFORNIA AND ONE OC, FOR A HEALTH PROGRAM AT THE GREAT PARK FARMERS MARKET**

**ACTION:**

- 1) Authorized and recommended that the City Council authorize the Chief Executive Officer to approve a standard mutual indemnification agreement with the Regents of the University of California, on behalf of the UCI Nursing Science Program for the Clinic in the Park program, in substantial conformity with the attached form.
- 2) Authorized and recommended that the City Council authorize the Chief Executive Officer to approve a standard mutual indemnification agreement with OneOC for the Clinic in the Park program, in substantial conformity with the attached form.

**END CONSENT CALENDAR**

**BUSINESS**

**4. APPROVAL OF AGREEMENT WITH THE UNITED STATES DEPARTMENT OF ENERGY TO HOST THE SOLAR DECATHLON 2013**

Mike Ellzey, Chief Executive Officer, introduced Tim Shaw, Manager of External Affairs, who presented the item.

Discussion included: comments regarding the outstanding opportunity that the Solar Decathlon represents including the opportunity to build innovation around the supporting events; reasons for the sole source agreement; acceptance of sponsorships; and compliments to staff for an excellent presentation and for all their hard work on this project.

**ACTION: Moved by Director Kogerman, seconded by Director Choi, and carried (7-1, Director Lalloway voted no) to approve Recommended Action 5, as revised, to authorize the Great Park to receive any amount of potential sponsorships over the life of the project, and to adopt staff recommendations 1 through 4 and 6 as presented:**

**ACTION:**

- 1) Accepted a grant award from the U.S. Department of Energy in the amount of \$375,000 for Phase 1 planning to host the Solar Decathlon 2013 and XPO.
- 2) Authorized the CEO to enter into an agreement to transfer the grant award of \$375,000 from the Orange County Great Park Corporation to the City of Irvine for use in accordance with the grant agreement.

- 3) Recommended that the City Council accept the transfer of the grant award in the amount of \$375,000 for use in accordance with the grant agreement.
- 4) Recommended that the City Council approve a sole source Agreement with Fred Smoller, Ph.D. as liaison with the higher education community and community meeting facilitator.
- 5) Approved and recommended that the City Council approve the acceptance and budget adjustments of sponsorships for the Solar Decathlon 2013 and the XPO as pledged and received over the life of the project.
- 6) Recommended that the City Council approve a budget adjustment for FY 2011-2012, increasing revenues by \$92,000 and expenditures by \$50,000; and for FY 2012-2013, increasing revenues by \$62,000.

## **5. COMMITTEES OF THE BOARD**

This item was agendized at the request of Chair Krom for discussion by the Board.

Discussion included: a recommendation by the Chair and Vice Chair for a committee established by the Board to facilitate productive engagement between the Board and staff to allow for effective decision-making, to allow for the Board to work directly with staff, and a further recommendation of three committees: finance, design and construction, and programming and public/private partnerships. Discussion additionally included fundamental support of a committee structure; the history of committees at the formation stage of the Corporation; discontinuance of the committees; questions to be answered before committees are formed such as reasons for going back to the committee structure, the amount of staff work and the cost to prepare for open meetings; possible amendment of the Bylaws of the Corporation; maintaining a flexible committee structure; consideration of ad hoc committees; and continuing the discussion to the June meeting.

**MOTION:** Moved by Chair Krom, seconded by Director Pulido to continue the matter to the June meeting with a recommended committee structure prepared for possible vote.

**MOTION:** Moved by Director Kogerman to amend the main motion to add that discussion of the committees be taken up in the context of revising the Bylaws. The maker and seconder of the main motion approved the amendment and agreed to incorporate it into the main motion without the need for a vote. The motion failed 4-4 (Directors Choi, Kang, Kogerman, and Lalloway voted no).

**MOTION:** Director Kang, seconded by Director Lalloway, made a substitute motion to continue the discussion to the June meeting without a recommended committee structure prepared for possible vote. The motion failed 4-4 (Chair Krom, Vice Chair Ray, Director Agron, and Director Pulido voted no).

MOTION: Director Choi made a substitute motion to table the matter indefinitely. The motion failed for lack of a second.

**PUBLIC COMMENTS**


Don Croucher, California Fire Museum, Safety Learning Center, provided an update regarding the fire museum and safety learning center; and expressed excitement over the new affiliate agreement with the Great Park.

**DIRECTOR COMMENTS**

There were none.

**ADJOURNMENT**

Moved by Director Kang, seconded by Vice Chair Ray and unanimously carried by those members present to adjourn the meeting at 11:43 a.m., to an ORANGE COUNTY GREAT PARK CORPORATION REGULAR meeting, June 21, 2012, 9:00 a.m., City of Irvine, City Council Chamber, One Civic Center Plaza, Irvine, California.

  
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CHAIR

  
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CLERK OF THE BOARD

June 21, 2012  
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DATE APPROVED