



## Friends and Neighbors of the Orange County Fairgrounds

*Working for a Fairgrounds that is Focused on the Community*

PMB 5014  
600 W Santa Ana Blvd, Ste 114A  
Santa Ana, CA 92701  
[vpollmeier@me.com](mailto:vpollmeier@me.com)

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27 July 2019

VIA E-MAIL

Robert Ruiz, Chair, and  
Board of Directors, 32nd District Agricultural Association  
88 Fair Drive  
Costa Mesa, CA 92626  
E-Mail: [r Ruiz@ocfair.com](mailto:r Ruiz@ocfair.com)

RE: *Clarification of Terms of Contract with MossAdams*

Dear Chair Ruiz:

At the special meeting today of the Board of the 32<sup>nd</sup> DAA, the Board approved entry into a contract with MossAdams to provide Board of Directors Governance Consulting Services.

However, as I attempted raise as a point of order, for which the Chair denied me recognition, the terms of the contract for which you voted to direct entry are ambiguous. It is not clear if you were directing staff of the OCFEC to enter into a contract with the work plan and deliverables described in the MossAdams RFP response, or a contract with the work plan and deliverables described by Director Meyer.

During the meeting, Director Meyer described a process involving the contractor that was multi-phased, involved direct and heavy involvement of the public/owners of the Fairground and which will deal with portions of the Governance Policy in a step-by-step or piece-meal fashion. Director Meyer even stated something to the effect, "This (the policies) is not something we are asking them (the contractor) to draft and just throw over.

I wish to be clear, here, I am not being critical of Director Meyer's approach, but rather to point out that it is inconsistent with the Work Plan contained in the MossAdams' bid. The MossAdams bid involves five phases with particular deliverables. The descriptions and element identifications spelled out at the end of this letter, are taken from the MossAdams Bid Proposal.

To illustrate my point, there are a couple of striking inconsistencies between the process, as described by Director Meyer, and the proposal from MossAdams:

- In the MossAdams proposal, the fact finding phase (Phase 2) does not include the extensive public/owner centered approach that Director Meyer described. In fact, the only public meetings mentioned in the work plan are in the context of Phase

5: Implementation Training, not Phase 2: Fact Finding. Further, the intensive public involvement that Director Meyer is describing would quickly consume the limited number of professional hours included in the MossAdams bid, and cause costs to rise beyond the bid amount, as MossAdams has budgeted less than a person-month of professional services for this entire task.

- Phase 3 of the MossAdams proposal makes no mention of developing the revised governing policies in stages and simply identifies a single Draft Revised Governing Policies document as a deliverable. Further the MossAdams' Work Plan includes no provision for the iteration of the Governance Policy or integration of its parts. In short, the MossAdams' Work Plan describes a single pass through development of a Draft Revised Governing Policies document and the delivery of that to the Board without revision. While this single-pass approach is consistent with the MossAdams estimate that all five phases of this task will consume less than 1 person-month of professional service time, it does not appear consistent with the description of the process from Director Meyer.

I strongly encourage each Board member to compare the MossAdams' bid or the Work Plan summary that I have included at the end of this letter, which was generated from that bid, with the plan described by Director Meyer. I am very concerned that the level of work and involvement that Director Meyer described is inconsistent with the level of professional effort that can reasonably be expected from MossAdams, given their very low bid.

If this discrepancy is not addressed, it is likely that the staff of the OCFEC will (very reasonably) prepare a contract with MossAdams' that reflects the work-plan and deliverables found in MossAdam's RFP response and not that from Director Meyer's vision for this project. The result will either be grave disappointment by those who were supportive of Director Meyer's vision, or a need to renegotiate the contract with MossAdams, at considerable additional cost and delay, in order for it to comport with the far more ambitious process described by Director Meyer.

I think it is imperative that this be addressed immediately lest it result in misunderstandings and/or contract disputes with MossAdams or disappointment by the Board and the public with the work product provided by MossAdams.

Thank you for your time and attention this matter.

Sincerely,



Vincent M. Pollmeier  
Director, Friends and Neighbors of  
the Orange County Fairgrounds

CC: Board of Directors - 32nd District Agricultural Ass'n

Robert Ruiz, Chair	<a href="mailto:r Ruiz@ocfairboard.com">rruiz@ocfairboard.com</a>
Sandra Cervantes, Vice Chair	<a href="mailto:scervantes@ocfairboard.com">scervantes@ocfairboard.com</a>
Ashleigh Aitken	<a href="mailto:aaiken@ocfairboard.com">aaiken@ocfairboard.com</a>
Barbara Bagneris	<a href="mailto:bbagneris@ocfairboard.com">bbagneris@ocfairboard.com</a>
Douglas La Belle	<a href="mailto:dlabelle@ocfairboard.com">dlabelle@ocfairboard.com</a>
Gerardo Mouet	<a href="mailto:gmouet@ocfairboard.com">gmouet@ocfairboard.com</a>
Newton Pham	<a href="mailto:npham@ocfairboard.com">npham@ocfairboard.com</a>
Natalie Rubalcava-Garcia	<a href="mailto:nrubalcava-garcia@ocfairboard.com">nrubalcava-garcia@ocfairboard.com</a>
Andreas Meyer	<a href="mailto:ameyer@ocfairboard.com">ameyer@ocfairboard.com</a>
Josh Caplan, Deputy Attorney General	
Kathy Kramer, OCFEC CEO	

## **MossAdams' Bid Work Plan/Approach Methodology**

### **Phase 1: Start-Up and Management (pp. 16-17 of MossAdams' Bid)**

Project initiation consists of collaborative project planning with the District's Board Governance Review Committee (Committee) and project management, including determining who will be interviewed, what documents will be reviewed, what on-site observations and walk-throughs will be performed, when and how results will be shared, how stakeholder outreach strategies will be used, and how we'll report on project status.

Elements:

- 1.1 Initiate Project
- 1.2 Perform Project Management
- 1.3 Provide Quality Assurance

**Deliverables: Final Work Plan; Interview List; Progress Reports**

### **Phase 2: Fact Finding (p. 17 of MossAdams Bid)**

In the second phase, we'll conduct our fieldwork, including documentation review, walk-throughs, observations, and Interviews. We'll obtain the most current information available and powerful insights from District personnel and selected external stakeholders. We'll help the Committee to obtain relevant Input from the California Department of Food and Agriculture (CDFA) and the California Department of Justice. Based on the initial project plan agreed to in Phase 1, we'll also assist the Committee in soliciting public and key stakeholder Input at this point in the process.

Elements:

- 2.1 Review Documentation
- 2.2 Perform Interviews
- 2.3 External Outreach
- 2.4 Prepare Preliminary Observations
- 2.5 Present Preliminary Observations

**Deliverables: Document request list; Preliminary Findings**

### **Phase 3: Analysis and Policy Development (p. 18 of MossAdams Bid)**

Based on firsthand input gained during our fieldwork in the previous phase, we'll provide a draft of the revised governing policies for review by the Committee. We'll also develop a report with recommendations related to the organization's institutional culture, core values, and any other governance issues that may not be reflected in the drafted policies.

Elements:

- 3.1 Assess Governance Environment
- 3.2 Compare to Best Practices
- 3.3 Draft Revised Governing Policies
- 3.4 (Omitted)
- 3.5 Prepare Draft Observations and Recommendations
- 3.6 Present Revised Governing Policies and Draft Observations and Recommendations

**Deliverables: Draft Recommendations; Draft Revised Governing Policies**

**Phase 4: Reporting (p. 19 of MossAdams Bid)**

In this phase, we'll communicate observations and recommendations through reports and presentations. We'll deliver both draft and final reports and policy documentation.

Elements:

- 4.1 Submit Draft Report
- 4.2 Submit Final Report
- 4.3 Present Final Report

**Deliverables: Draft and Final Reports; Final Report Presentation**

**Phase 5: Implementation Training p. 19 of MossAdams Bid)**

In this final phase, we'll provide implementation training to support the adoption and understanding of the revised governing policies. Specific training opportunities could include at least two workshops over the course of two to three months, along with individual coaching sessions, if requested. We can also provide ongoing facilitation services at the District's request.

Elements:

- 5.1 Provide Implementation Training
- 5.2 Provide Ongoing Facilitation Services

**Deliverables: At least two in-person workshops; Individual coaching sessions, if requested; and Ongoing Facilitation Services, if required**

MossAdams did not provide dollar values or time estimates for any of the Phases or deliverables, but simply estimated the total cost at \$45,000. This amounts to 150 hours, or slightly less than 1 person-month, of professional services at the rate of \$300/hour, which was identified on p. 24 of the MossAdams proposal as the hourly rate for consulting services.