



October 15, 2009

The Honorable Allan Mansoor
Mayor, City of Costa Mesa
77 Fair Drive
Costa Mesa, CA 92626

Dear Mayor Mansoor,

On behalf of the newly formed Orange County Fair & Event Center Foundation, I would like to extend an invitation to the City of Costa Mesa to appoint two non-elected individuals to the Foundation board of directors.

We have adopted by-laws that establish a non-profit public benefit corporation for the purpose of acquiring and operating the Orange County fairgrounds from the State of California. The articles of incorporation require the Foundation to operate the property as it is operated today, if we are successful in acquiring the property from the state. I will provide a copy of the by-laws under separate cover.

The Board of Directors will consist of forty individuals dedicated to the perpetuation of the fair, events, and agricultural heritage of Orange County. Of these forty members, eleven "directors" will be designated. The directors are designated as follows:

- Kristina Dodge, Chairwoman
- Gary Hayakawa, President
- Dale Dykema, Chief Financial Officer
- Mary Young, Secretary
- Joyce Tucker
- David Ellis
- 2 appointees by the Orange County Board of Supervisors
- 2 appointees by the City of Costa Mesa
- 1 public member selected by the aforementioned ten directors

In the interest of time I wanted to initiate the request and give you general requirements for the prospective appointees.

- Must live or work in Orange County.
- May not be an elected official.
- Serve no longer than eight years, two terms.
- Serve as a volunteer with no compensation.

Mayor Allan Mansoor
Page Two

- Sign and abide by a code of conduct, conflict of interest policy, non disclosure and non competition policy, and internal control policy.

The decision by the legislature and Governor to sell the Fairgrounds presents a once in a lifetime opportunity for local control of the property. We are committed to perpetuating the Fair and the current operations at the fairgrounds. The bid we propose to the state will be the "community's" offer to protect the property from future state budget deficits or political whims.

We have enjoyed and appreciate the significant input offered by you and your staff in the preparation of this corporation. We look forward to working with you on these important appointments as Costa Mesa's involvement is essential to the long-term success of the venue. Thank you for your interest in the Foundation and future of the Orange County Fair & Event Center. If you have any questions, please do not hesitate to contact me.

Sincerely,



Kristina Dodge
Chairwoman

Cc: Allan Roeder, City Manager
Jon Beeson, Jones Day