



22nd DISTRICT AGRICULTURAL ASSOCIATION

Board of Directors Meeting

Del Mar Fairgrounds
2260 Jimmy Durante Boulevard
Del Mar, CA 92014
January 14, 2025

MINUTES

The following minutes are a summary of the Board action and proceedings. For a full transcript please click on the link below or visit the [delmarfairgrounds.com](https://www.delmarfairgrounds.com) website:

<https://www.delmarfairgrounds.com/p/public-information1>

OFFICERS PRESENT

Frederick Schenk, President
Michael Gelfand, 1st Vice President (*via Zoom*)
G. Joyce Rowland, 2nd Vice President

DIRECTORS PRESENT

Mark Arabo
Lisa Barkett
Phil Blair
Kathlyn Mead
Don Mosier
Sam Nejabat

OTHERS PRESENT

Joshua Caplan, Deputy Attorney General
Stephen Sunseri, Deputy Attorney General
Carlene Moore, Chief Executive Officer
Katie Mueller, Chief Operations Officer
Tristan Hallman, Chief Communications Officer
Donna O'Leary, Office Manager

CALL TO ORDER

President Schenk called the meeting to order at 1:35 p.m. with a quorum present.

ROLL CALL

President Schenk, Vice Presidents Gelfand and Rowland, Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all present.

CONSENT CALENDAR

PUBLIC COMMENT ON CONSENT CALENDAR (see page 6 of transcript)

None

Director Blair moved to approve the Consent Calendar. Director Mosier seconded the motion. President Schenk, Vice Presidents Gelfand and Rowland, Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 9-0.

PUBLIC COMMENT ON NON-AGENDA ITEMS (see pages 8-10 of transcript)

Allison Prater, Martha Sullivan

GENERAL BUSINESS

President Schenk announced a change in the order of the agenda items under General Business, beginning with Item 5A, followed by 5D, 5C, and 5B.

Item 5-A: Audit & Governance Committee Report

President Schenk and Director Nejabat introduced Adam Odom of LSL CPAs to present the 2023 Audit Report.

Item 5-A-1: Presentation and vote to accept the 2023 Audit Report

PUBLIC COMMENT ON ITEM 5-A-1 (see page 15 of transcript)

None

Director Rowland moved to approve the 2023 Audit Report. Director Barkett seconded the motion. President Schenk, Vice Presidents Gelfand and Rowland, Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 9-0.

Item 5-D: Discussion of existing District Bylaws and Board Member responsibilities under District Bylaws

Deputy Attorney General Caplan reviewed the District's current bylaws and proposed amendments.

PUBLIC COMMENT ON ITEM 5-D (see pages 43-44 of transcript)

None

Item 5-C: Consideration and vote to approve the meeting minutes of October 2, 2024

President Schenk referred to the report beginning on page 94 of the meeting packet.

PUBLIC COMMENT ON ITEM 5-C (see page 44 of transcript)

None

Director Mosier moved to approve the meeting minutes of October 2, 2024. Director Blair seconded the motion. President Schenk, Vice Presidents Gelfand and Rowland, Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 9-0.

Item 5-B: Finance Committee Report

President Schenk referred to the report beginning on page 61 of the meeting packet and requested feedback on draft policies 4.04 Financial Stewardship and 4.05 Financial Reserves.

PUBLIC COMMENT ON ITEM 5-B (see page 52 of transcript)

None

Item 5-B-1: Consideration and vote on Nilforushan Equisport Events LLC request to suspend Installment Payment Agreement indefinitely

President Schenk referred to the report beginning on page 78 of the meeting packet.

PUBLIC COMMENT ON ITEM 5-B-1 (see pages 62-80 and 95-98 of transcript)

Carla Hayes, Chris Wilson, Ashlyn Dorsey, Matt Besson, Brenley Blalock, Paul Haunert, Michael Hawthorne, Ali Nilforushan

Vice President Gelfand moved to deny Nilforushan Equisport Events LLC's request to suspend payments and to authorize CEO Moore to pursue all legal rights and remedies to collect all unpaid payments due and owing from Nilforushan Equisport Events LLC under the Installment Payment Agreement and to keep the Finance Committee apprised of efforts being made to do so. There was no second to the motion so it failed to advance. President Schenk directed CEO Moore and the Finance Committee to report back at the next Board meeting.

EXECUTIVE REPORT

- New Horse Protection Act regulations, outlined on pages 132-133 of the meeting packet, will affect horse shows at the fairgrounds and Horsepark.
- The California State Veterinarian has implemented an immediate ban on all poultry and dairy cattle exhibitions at fairs and shows until further notice to minimize the risk of exposing people and animals to H5N1 avian influenza, also known as bird flu. The 2025 San Diego County Fair will not feature any poultry or dairy cattle as long as the ban remains in place. Updates will be provided to the Board as they become available.
- CEO Moore advised the Board to contact the California Deputy Appointments Secretary, who oversees District Agricultural Association Board appointments, to convey their interest in continuing to serve.
- The District sent a letter to SANDAG members urging them to continue planning and construction of the San Dieguito rail bridge replacement and special events platform at the fairgrounds, after the City of Del Mar asked SANDAG to delay the fully funded project.
- The LOSSAN rail realignment value analysis study is being finalized and will be available publicly in early 2025.
- President Schenk and CEO Moore met with Senator Catherine Blakespear, who expressed her support for the bridge replacement and special events platform project moving forward.
- COO Mueller shared the 24 awards the District received from the International Association of Fairs and Expositions, including eleven first-place awards and one special recognition.
- CCO Hallman gave a presentation on the Fair For All program, which donates San Diego County Fair tickets to non-profit groups and service organizations throughout the community.
- CEO Moore reviewed a breakdown of bank fees, service fees, and credit card fees paid by the District before requesting feedback on policies 6.02 and 6.03.

PUBLIC COMMENT ON EXECUTIVE REPORT (see page 153 of transcript)

None

MATTERS OF INFORMATION

Correspondence can be found on pages 137-154 of the meeting packet. Contract information can be found on pages 155-207 of the meeting packet.

RECESS TO CLOSED EXECUTIVE SESSION

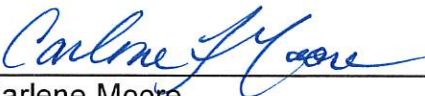
The Board recessed to Closed Executive Session at 4:45 p.m.

RECONVENE TO OPEN SESSION

The Board reconvened to Open Session at 5:11 p.m. President Schenk stated that the District Board of Directors considered the advice of Counsel on the items listed on the Closed Session portion of the agenda and there is nothing to report.

ADJOURNMENT

There being no further business to discuss, President Schenk adjourned the meeting at 5:12 p.m.



Carlene Moore
Chief Executive Officer