



22nd DISTRICT AGRICULTURAL ASSOCIATION

Board of Directors Meeting

Del Mar Fairgrounds
2260 Jimmy Durante Boulevard
Del Mar, CA 92014
February 11, 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

DIRECTORS PRESENT

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

OTHERS PRESENT

Joshua Caplan, Deputy Attorney General
Carlene Moore, Chief Executive Officer
Katie Mueller, Chief Operations Officer
Tristan Hallman, Chief Communications Officer
Doug Lofstrom, Interim Chief Administrative Officer
Donna O'Leary, Office Manager

OFFICERS ABSENT

G. Joyce Rowland, 2nd Vice President

CALL TO ORDER

President Schenk called the meeting to order at 1:30 p.m. with a quorum present.

ROLL CALL

President Schenk, Vice President Gelfand, and Directors Barkett, Blair, Mosier, and Nejabat were present. Directors Arabo and Mead arrived shortly after the meeting began. Vice President Rowland had an excused absence.

CONSENT CALENDAR

President Schenk announced that standard agreement 25-002 would be pulled from consideration because of a protest filed the previous week.

PUBLIC COMMENT ON CONSENT CALENDAR (see pages 7-8 of transcript)

Lori Saldaña, Bonnie Croker

Vice President Gelfand moved to approve the Consent Calendar with the removal of standard agreement 25-002. Director Blair seconded the motion. President Schenk, Vice President Gelfand, and Directors Arabo, Barkett, Blair, Mosier, and Nejabat were all in favor. Director Mead was not present for the vote. The motion carried 7-0.

PUBLIC COMMENT ON NON-AGENDA ITEMS (see pages 11-21 of transcript)
Carla Hayes, Allison Prater, Martha Sullivan, Chaun Reynolds, Patty Shenker, Lynn Freudenberg, Bonnie Croker, Lori Saldaña

RECESS TO CLOSED EXECUTIVE SESSION
The Board recessed to Closed Executive Session at 1:52 p.m.

RECONVENE TO OPEN SESSION
The Board reconvened to Open Session at 2:26 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.

GENERAL BUSINESS
Item 7-A: Presentation by San Diego Association of Governments (SANDAG) of the LOSSAN Rail Realignment Value Analysis Study
The LOSSAN rail realignment project team from SANDAG presented the results of its Value Analysis Study and introduced new alternatives for rerouting the train tracks away from the Del Mar bluffs. The options will be presented on February 28 to SANDAG's Board of Directors to provide further direction to SANDAG staff.

PUBLIC COMMENT ON ITEM 7-A (see pages 47-57 of transcript)
Drew Cady, Camilla Rang, John Stahl, Shirli Weiss, Kristi Becker, Jewel Edson, Martha Sullivan, Lori Saldaña

Item 7-B: Update on SANDAG's Bridge Replacement and Special Events Platform Project
District Supervising Environmental Planner Dustin Fuller reviewed the project timeline and next steps for construction of a new special events platform at the Fairgrounds as part of the replacement of the San Dieguito rail bridge.

PUBLIC COMMENT ON ITEM 7-A (see pages 62-66 of transcript)
Jewel Edson, Camilla Rang, Carla Hayes, Martha Sullivan, Lori Saldaña

Item 7-C: Discuss and vote on whether the District CEO should continue or discontinue affordable housing discussions with the City of Del Mar under the Exclusive Negotiating Rights Agreement entered into between the District and the City of Del Mar
President Schenk referred to the report beginning on page 18 of the meeting packet.

CEO Moore explained that:

- The City of Del Mar recently requested that SANDAG delay construction of the fully-funded bridge replacement and special events platform until a plan was finalized to re-route the railroad tracks along the LOSSAN corridor in Del Mar.

- The only reasons to advocate for such a delay would be to support Alternatives 10 and 14 as all other proposed alternatives from SANDAG would incorporate the project, while 10 and 14 would necessitate the project's destruction should it proceed.
- The City's request is in conflict with its own guiding principles, adopted in December of 2023, which called for SANDAG to identify options for rail realignment that would not negatively impact operations at the Fairgrounds, and to consider the City's interest to build affordable housing units at the Fairgrounds.

CEO Moore requested guidance from the Board on whether the District should continue or pause affordable housing negotiations with the City of Del Mar.

PUBLIC COMMENT ON ITEM 7-C (see pages 74-90 of transcript)

Terry Gaasterland, Camilla Rang, Shirli Weiss, Tracy Martinez, Mark Rittenbaum, Carla Hayes, Ashley Jones, Amy Cheshire, Jewel Edson, Martha Sullivan, Lori Saldaña

Vice President Gelfand moved to temporarily discontinue discussions with the City of Del Mar under the Exclusive Negotiating Rights Agreement regarding its request to host affordable housing on the 22nd DAA's property until the Board can consider the item again at its next meeting in March 2025. Director Arabo seconded the motion. President Schenk, Vice President Gelfand, and Directors Arabo, Barkett, and Nejabat were in favor. Directors Blair, Mead, and Mosier were not in favor. The motion carried 5-3.

The meeting recessed for a short break at 4:15 p.m. and resumed at 4:25 p.m.

Item 7-D: Finance Committee Report

President Schenk referred to the report beginning on page 27 of the meeting packet. CEO Moore introduced the District's Sales and Rentals Director, Paul Blaney, who reported that Nilforushan Equisport Events LLC is now up to date on payments under the Installment Payment Agreement and the parties are in discussions for potential future events at the Fairgrounds.

PUBLIC COMMENT ON NILFORUSHAN EQUISPORT EVENTS LLC

INSTALLMENT PAYMENT AGREEMENT (see pages 117-119 of transcript)

Lori Saldaña, Bonnie Croker

Item 7-D-1: Discuss and vote on whether to restructure or refinance the Del Mar Race Track Authority Revenue Bonds, Series 2015

President Schenk referred to the report beginning on page 40 of the meeting packet.

PUBLIC COMMENT ON ITEM 7-D-1 (see pages 121-126 of transcript)

Allison Prater, Martha Sullivan, Chaun Reynolds, Lynn Freudenberg, Lori Saldaña

Vice President Gelfand moved to not refinance the Del Mar Race Track Authority Revenue Bonds, Series 2015. Director Nejabat seconded the motion. President Schenk, Vice

President Gelfand, and Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 8-0.

Item 7-D-2: Consideration and vote to approve policies as recommended: 4.04 Financial Stewardship, 4.05 Financial Reserves, 6.02 Event Ticket Purchase, and 6.03 Cashless Fair Operations

PUBLIC COMMENT ON ITEM 7-D-2 (see page 128 of transcript)
None

Vice President Gelfand moved to approve Policies 4.04, 4.05, 6.02, and 6.03, and to establish the District's Reserve Fund starting balance at \$11.25 million with a goal to fully fund the reserve within ten years. Director Mosier seconded the motion. President Schenk, Vice President Gelfand, and Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 8-0.

Item 7-E: Master Site Plan Public Engagement Committee Report

Director Blair reported that the committee met with consulting firm Southwest Strategies to discuss methods to collect public feedback and input on the future master site plan of the Fairgrounds, including the possibility of a guest survey for ticket buyers. Southwest Strategies will present a progress report at the March Board meeting.

PUBLIC COMMENT ON ITEM 7-E (see pages 144-146 of transcript)
Martha Sullivan, Lori Saldaña

Item 7-F: Fair Operations Committee Report

President Schenk reported that the 2025 San Diego County Fair Grandstand, Paddock, and The Sound entertainment lineups would be announced at the March Board meeting.

PUBLIC COMMENT ON ITEM 7-F (see pages 147-148 of transcript)
Lori Saldaña

Item 7-G: DMTC Liaison Committee Report

President Schenk referred to the reports beginning on page 64 of the meeting packet.

Item 7-G-1: Consideration and vote to approve the 2025 Operating Budget of the Del Mar Thoroughbred Club

Director Arabo introduced Del Mar Thoroughbred Club President and COO Josh Rubinstein, who recapped the 2024 racing season and reviewed the proposed budget and projected revenues for 2025.

PUBLIC COMMENT ON ITEM 7-G-1 (see pages 154-162 of transcript)
Allison Prater, Martha Sullivan, Chaun Reynolds, Lynn Freudenber, Lori Saldaña

Director Arabo moved to approve the 2025 Operating Budget of the Del Mar Thoroughbred Club. Director Mosier seconded the motion. President Schenk, Vice President Gelfand, and Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 8-0.

Item 7-G-2: Consideration and vote on whether to hold a grandstand concert on the final Sunday (July 6) of the 2025 San Diego County Fair

President Schenk announced that Item 7-G-2 would be withdrawn from consideration by request of the Del Mar Thoroughbred Club.

Item 7-H-1: Audit & Governance Committee Report – Consideration and vote to amend the Bylaws as previously presented

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

PUBLIC COMMENT ON ITEM 7-H-1 (see page 167 of transcript)
Lori Saldaña

Director Nejabat moved to approve the amendments to the Bylaws as previously presented. Director Mead seconded the motion. President Schenk, Vice President Gelfand, and Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 8-0.

EXECUTIVE REPORT

- Senior Vice President of ASM Global/Premier Food Services Shaun Beard introduced Jamie Houtman, Premier's new General Manager of Food and Beverage.
- CEO Moore and CCO Hallman presented the 40 awards the District received from the Western Fairs Association, including 20 first place awards and a featured award for best use of artificial intelligence.
- CEO Moore reported that the total spend in 2024 was \$818,298 on standard agreement 23-021 for on-call environmental services.
- District Facilities Director Brad Mason gave an update on the Facilities Condition Assessment Report, which is expected to be completed in 90 days.
- The Coast to Crest Trail update report was postponed until the March Board meeting.
- The District is following guidance from CDFA and monitoring new developments regarding H5N1 avian influenza, or bird flu.

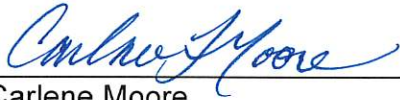
PUBLIC COMMENT ON EXECUTIVE REPORT (see pages 180-181 of transcript)
Martha Sullivan, Lori Saldaña

MATTERS OF INFORMATION

Correspondence can be found on pages 116-120 of the meeting packet. Contract information can be found on pages 121-196 of the meeting packet.

ADJOURNMENT

There being no further business to discuss, President Schenk adjourned the meeting at 5:59 p.m.



Carlene Moore
Chief Executive Officer