



**22<sup>nd</sup> DISTRICT AGRICULTURAL ASSOCIATION**

**Board of Directors Meeting**

Del Mar Fairgrounds

2260 Jimmy Durante Boulevard

Del Mar, CA 92014

**May 13, 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](http://delmarfairgrounds.com) website:*

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

**OFFICERS PRESENT**

Frederick Schenk, President

Michael Gelfand, 1<sup>st</sup> Vice President

G. Joyce Rowland, 2<sup>nd</sup> 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 (CEO)

Katie Mueller, Chief Operations Officer (COO)

Tristan Hallman, Chief Communications Officer (CCO)

Doug Lofstrom, Interim Chief Administrative Officer (CAO)

Donna O'Leary, Office Manager

**CALL TO ORDER**

President Schenk called the meeting to order at 11:05 a.m. with a quorum present.

**ROLL CALL**

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

**RECESS TO CLOSED EXECUTIVE SESSION**

The Board recessed to Closed Executive Session at 11:07 a.m.

**RECONVENE TO OPEN SESSION**

The Board reconvened to Open Session at 2:42 p.m. President Schenk stated that the 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.

## **CONSENT CALENDAR**

President Schenk reported that standard agreement 25-005 for law enforcement and traffic control was removed from the Consent Calendar because contract negotiations are still in progress.

### **PUBLIC COMMENT ON CONSENT CALENDAR (see pages 6-7 of transcript)**

Martha Sullivan

Standard Agreement 22-905 AM1 for electrical services was removed from the Consent Calendar for further discussion.

Vice President Gelfand moved to approve the Consent Calendar with the removal of Standard Agreement 22-905 AM1. Vice President Rowland seconded the motion. President Schenk, Vice Presidents Gelfand and Rowland, and Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 9-0.

### **Standard Agreement 22-905 AM1**

CEO Moore explained that Standard Agreement 22-905 with Edlen Electrical Exhibition Services of California is a revenue-generating contract, because the District receives a commission on services provided by Edlen to the promoters of trade shows and other events held at the Fairgrounds. The proposed amendment exercises a one-year option to extend the contract term through September of 2026.

### **PUBLIC COMMENT ON CONSENT CALENDAR (see page 10 of transcript)**

Martha Sullivan

Vice President Gelfand moved to approve Standard Agreement 22-905 AM1. Director Mead seconded the motion. President Schenk, Vice Presidents Gelfand and Rowland, and 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 12-18 of transcript)

Martha Sullivan, Allison Prater, Amit Dhuleshia, Jane Cartmill, Chaun Reynolds

## **GENERAL BUSINESS**

### **Item 7-A: Fair Operations Committee Report**

COO Mueller previewed the upcoming 2025 San Diego County Fair, highlighting discounts and promotions, entertainment and attractions, new food offerings, rides and games, agricultural exhibits, and more. CCO Hallman reviewed the marketing and community outreach efforts.

CEO Moore reported that 73 area non-profit organizations are receiving Fair tickets through the Fair For All ticket donation program, with a total of 13,852 tickets distributed.

### **PUBLIC COMMENT ON ITEM 7-A (see page 52 of transcript)**

None

Item 7-B: Consideration and vote to delegate authority to President Schenk to approve contracts that exceed the CEO's Delegation of Authority, beginning May 14, 2025 through the next regularly scheduled and noticed District board meeting

President Schenk referred to the report on page 16 of the meeting packet.

PUBLIC COMMENT ON ITEM 7-B (see page 53 of transcript)

None

Director Blair moved to delegated authority to President Schenk to approve contracts that exceed the CEO's Delegation of Authority, beginning May 14, 2025 through the next regularly scheduled and noticed District board meeting. Vice President Gelfand seconded the motion. President Schenk, Vice Presidents Gelfand and Rowland, and Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 9-0.

Item 7-C: Audit & Governance Committee Report

President Schenk referred to the report beginning on page 17 of the meeting packet.

PUBLIC COMMENT ON ITEM 7-C-1 (see page 57 of transcript)

None

Item 7-C-1: Consideration and vote to amend Policy 6.01 Event Ticket

Director Nejabat moved to approve the amended Policy 6.01 Event Ticket. Director Barkett seconded the motion. President Schenk, Vice Presidents Gelfand and Rowland, and Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 9-0.

Item 7-D: Finance Committee Report

President Schenk referred to the financial reports found beginning on page 35 of the meeting packet.

Item 7-D-1: Consideration and vote on whether to exercise the second of three three-year options for Agreement # 22-018 Managing Promoter of The Sound

At the Finance Committee's request, Item 7-D-1 was tabled and the Board will meet in July to take action on the contract before the July 31 deadline. No action was taken.

PUBLIC COMMENT ON ITEM 7-D-1 (see page 60 of transcript)

None

Item 7-E: Report on District insurance policies procured for 2025-26

President Schenk referred to the report beginning on page 45 of the meeting packet.

PUBLIC COMMENT ON ITEM 7-E (see page 61 of transcript)

None

Item 7-F: Update on Senate Bill 493, which would amend Section 4058 of the Food & Agriculture Code to revise and recast the determination of the compensation for managers of District Agricultural Associations

Vice President Rowland reported that the District sent a letter to California State Senator Stephen Padilla, who sits on the Senate Committee on Agriculture (Ag Committee), stating its position on SB 493, which would change the method for determining pay for the CEOs of District Agricultural Associations. The Ag Committee voted to advance the bill as presented to the Appropriations Committee. The District will look for opportunities to potentially amend the legislation.

PUBLIC COMMENT ON ITEM 7-F (see page 63 of transcript)

None

Item 7-G: 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 51 of the meeting packet.

PUBLIC COMMENT ON ITEM 7-G (see pages 63-65 of transcript)

Abigail Hawthorne

Vice President Gelfand moved to continue affordable housing discussions with the City of Del Mar until the board revisits the topic at its next meeting. Director Mosier seconded the motion. President Schenk, Vice Presidents Gelfand and Rowland, and Directors Arabo, Barkett, Blair, Mead, Mosier, and Nejabat were all in favor. The motion carried 9-0.

Item 7-H: Discussion of the City of Del Mar's request to site affordable housing on District property and the potential impact of that use on District's operations

In the interest of time, President Schenk announced that Item 7-H would be tabled to a future board meeting.

Item 7-I: DMTC Liaison Committee Report

Director Arabo and Director Barkett recounted their recent trip to the Keeneland Race Course in Lexington, Kentucky. Director Arabo introduced Del Mar Thoroughbred Club board member Bill Strauss, who spoke about the Keeneland facility and the horse racing industry. DMTC VP of Marketing Erin Bailey reviewed marketing and outreach efforts ahead of the 2025 summer race meet.

PUBLIC COMMENT ON ITEM 7-I (see pages 94-100 of transcript)

Martha Sullivan, Allison Prater, Amit Dhuleshia, Jane Cartmill, Chaun Reynolds, Jim Coleman

Item 7-J: Race Track Authority

President Schenk announced that Item 7-J would be tabled to a future board meeting.

## **EXECUTIVE REPORT**

- The District has met with Surf Cup and is coordinating with their team on parking and traffic access for a June soccer event taking place across from Horsepark during the San Diego County Fair.
- CEO Moore and CCO Hallman will visit Sacramento for the California Fairs Alliance Day at the state capitol on Wednesday, May 14.
- CEO Moore encouraged board members to attend Summer Social networking events planned during the Fair.
- CCO Hallman presented the District's 2024 Annual Report, which includes a breakdown of event attendance, a recap of the 2024 Fair, a summary of the District's community programs and initiatives, and economic impact figures.
- The Facilities Condition Assessment draft report is expected later in May, with a supplemental report still to come. The information will be presented at the August or September board meeting.

## **PUBLIC COMMENT ON EXECUTIVE REPORT (see pages 108-109 of transcript)**

None

## **MATTERS OF INFORMATION**

Correspondence can be found on pages 55-57 of the meeting packet. Contract information can be found on pages 58-176 of the meeting packet.

## **RECESS TO CLOSED EXECUTIVE SESSION**

The Board recessed to Closed Executive Session at 4:59 p.m.

## **RECONVENE TO OPEN SESSION**

The Board reconvened to Open Session at 6:23 p.m. President Schenk stated that the 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 6:24 p.m.

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Carlene Moore  
Chief Executive Officer