



22nd DISTRICT AGRICULTURAL ASSOCIATION

Board of Directors Meeting

Del Mar Fairgrounds

2260 Jimmy Durante Boulevard

Del Mar, CA 92014

September 9, 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 website:

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

OFFICERS PRESENT

Frederick Schenk, Chair

Michael Gelfand, 1st Vice Chair

Joyce Rowland, 2nd Vice Chair (via Zoom)

DIRECTORS PRESENT

Mark Arabo

Lisa Barkett

Phil Blair

Donna DeBerry

Kathlyn Mead

Sam Nejabat

OTHERS PRESENT

Joshua Caplan, Deputy Attorney General

Carlene Moore, Chief Executive Officer (CEO)

Tristan Hallman, Chief Communications Officer (CCO)

Katie Mueller, Chief Operations Officer (COO)

Mike Seyle, Chief Administrative Officer (CAO)

Donna O'Leary, Office Manager

CALL TO ORDER

Chair Schenk called the meeting to order at 9:35 a.m. with a quorum present.

ROLL CALL

Chair Schenk, Vice Chairs Gelfand and Rowland, and Directors Arabo, Barkett, Blair, DeBerry, Mead, and Nejabat were all present.

RECESS TO CLOSED EXECUTIVE SESSION

The Board recessed to Closed Executive Session at 9:37 a.m.

RECONVENE TO OPEN SESSION

The Board reconvened to Open Session at 10:38 a.m. Chair 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. The Board of Directors also evaluated the performance of the District CEO and has nothing to report.

CONSENT CALENDAR

PUBLIC COMMENT ON CONSENT CALENDAR (see page 8 of transcript)

None

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

PUBLIC COMMENT ON NON-AGENDA ITEMS (see pages 11-13 of transcript)

Martha Sullivan, Chaun Reynolds

GENERAL BUSINESS

Item 7-A: Audit & Governance Committee Report

Director Nejabat referred to the committee report on pages 13-14 of the meeting packet and the supplemental 2024 audit report, and introduced LSL CPA Adam Odom to present the findings.

PUBLIC COMMENT ON ITEM 7-A (see page 34 of transcript)

Martha Sullivan

Item 7-A-1: Vote to accept the 2024 Audit Report

Director Nejabat moved to accept the 2024 independent auditor's report as presented in the meeting packet supplement. Director Blair seconded the motion. Chair Schenk, Vice Chairs Gelfand and Rowland, and Directors Arabo, Barkett, Blair, DeBerry, Mead, and Nejabat were all in favor. The motion carried 9-0.

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

Chair Schenk referred to the report on pages 15-18 of the meeting packet. Director Blair introduced Zachary MacQuarrie from Southwest Strategies to provide an update on the Fairgrounds 2050 outreach campaign, in support of the District's master site planning process. Drew Lieberman from Lieberman Data and Insights presented results from the county-wide opinion poll about the fairgrounds. CCO Hallman previewed an upcoming series of open houses and other efforts to collect ideas and input from across the county.

PUBLIC COMMENT ON ITEM 7-B (see pages 91-95 of transcript)

Martha Sullivan, Jewel Edson, Laura DeMarco

The Board recessed for a break at 12:17 p.m. and reconvened at 12:39 p.m.

Item 7-C: 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 and future master site planning considerations

CEO Moore introduced Del Mar City Manager Ashley Jones and Principal Planner Amanada Lee to explain the city's affordable housing requirements and goals. District Supervising Environmental Planner Dustin Fuller recapped prior discussions and actions between the District and Del Mar related to affordable housing.

PUBLIC COMMENT ON ITEM 7-C (see pages 132-144 of transcript)

Diana Kutlow, Salma Ismail, Jewel Edson, Darren Pudgil, Rose Ann Sharp, Brooke Miller, Carol Lazier, Joseph Smith

Item 7-D: Authorize District CEO to continue affordable housing discussions with the City of Del Mar under the Exclusive Negotiating Rights Agreement entered int between the District and the City of Del Mar

Director Arabo moved to authorize the District CEO to continue affordable housing discussions with the City of Del Mar on the condition that Del Mar city officials return to the October Board meeting to continue the conversation with the Board. Vice Chair Gelfand seconded the motion. Director Mead suggested amending the motion to direct District staff to provide a monthly update on discussions with the City of Del Mar, and the amendment was accepted by Director Arabo and Vice Chair Gelfand.

PUBLIC COMMENT ON ITEM 7-D (see page 185 of transcript)

None

Chair Schenk, Vice Chairs Gelfand and Rowland, and Directors Arabo, Barkett, Blair, DeBerry, Mead, and Nejabat were all in favor. The motion carried 9-0.

The Board recessed for a break at 2:16 p.m. and reconvened at 2:24 p.m.

Chair Schenk announced that Item 7-I would be moved up on the agenda to take place before Item 7-E.

Item 7-I: Consideration and vote to approve the slate of officers

Chair Schenk reported that the election of officers would be treated as a non-committee matter since the Nominating Committee did not recommend a slate of officers and invited the Board to nominate a chair and a vice chair.

Vice Chair Rowland nominated Vice Chair Michael Gelfand for Board Chair. Director Blair seconded the motion.

Director Barkett nominated Director Sam Nejabat for Board Chair. Director Arabo seconded the motion.

PUBLIC COMMENT ON ITEM 7-I (see page 200 of transcript)

Martha Sullivan

Chair Schenk, Vice Chairs Gelfand and Rowland, and Director Blair voted for Michael Gelfand as Board chair. Directors Arabo, Barkett, DeBerry, Mead, and Nejabat voted for Sam Nejabat as Board Chair. Sam Nejabat was elected Board chair in a 5-4 vote.

Director Arabo nominated Director Lisa Barkett for Board Vice Chair. Director Nejabat seconded the motion.

Director Rowland nominated Director Phil Blair for Board Vice Chair. Director Gelfand seconded the motion.

Chair Schenk and Directors Arabo, Barkett, Mead, and Nejabat voted for Lisa Barkett as Board Vice Chair. Vice Chairs Gelfand and Rowland and Directors Blair and DeBerry voted for Phil Blair for Board Vice Chair. Lisa Barkett was elected Board Vice Chair in a 5-4 vote.

Director Nejabat left the meeting following the votes on Item 7-I.

Item 7-E: DMTC Liaison Committee Report

Director Arabo introduced DMTC Chair and COO Josh Rubinstein to present highlights of the 2025 summer race meet and preview the upcoming Breeders' Cup and fall race meet.

PUBLIC COMMENT ON ITEM 7-E (see pages 226-230 of transcript)
Martha Sullivan, Chaun Reynolds, Jim Coleman

Director DeBerry left the meeting following Item 7-E.

Item 7-F: Report of the State Race Track Leasing Commission and Del Mar Race Track Authority Meetings

Director Arabo recapped the meetings of the State Race Track Leasing Commission and Del Mar Race Track Authority held on September 5, 2025, in which the SRTLC adopted an event ticket policy, and the RTA created a committee to guide efforts to create a plaque honoring all past and present members of the Authority.

PUBLIC COMMENT ON ITEM 7-F (see pages 232-234 of transcript)
Martha Sullivan, Chaun Reynolds

Item 7-G: Fair Operations Committee Report

Chair Schenk announced that the Fair Operations Committee Report and 2025 Fair wrap-up presentation would be tabled until the next Board meeting due to time constraints.

Item 7-H: Finance Committee Report

Vice Chair Gelfand referred to the financial reports on pages 40-47 of the meeting packet.

PUBLIC COMMENT ON ITEM 7-H (see pages 235-237 of transcript)
Martha Sullivan, Chaun Reynolds

EXECUTIVE REPORT

Former Board member Russ Penniman presented an overview of past wildfires where the fairgrounds served as a shelter for evacuated people and horses, and offered recommendations on how to prepare for similar emergencies.

CCO Hallman outlined the District's emergency management initiatives, which include updating the crisis communication plan, establishing a command center during the Fair, providing regular training opportunities for staff, and engaging with local agencies such as the County of San Diego Office of Emergency Services and the Department of Animal Services.

Vice Chair Rowland left the meeting during the Executive Report.

PUBLIC COMMENT ON EXECUTIVE REPORT (see page 101 of transcript)
None

MATTERS OF INFORMATION

Correspondence can be found on pages 58-67 of the meeting packet. Contract information can be found on page 68 of the meeting packet.

ADJOURNMENT

There being no further business to discuss, Chair Schenk adjourned the meeting at 4:29 p.m.

Carlene Moore
Chief Executive Officer