



## **NOTICE OF MEETING**

22<sup>nd</sup> District Agricultural Association Board of Directors  
November 18, 2025 at 9:30 a.m.

### **Boardroom**

Del Mar Fairgrounds  
2260 Jimmy Durante Boulevard  
Del Mar, California 92014

*While the 22nd District Agricultural Association Board of Director's meeting will be conducted in person, per Government Code section 11133, the 22nd DAA will also provide for remote participation by Board members and members of the public. If you prefer to participate remotely, please check the 22nd DAA's website ([Public Information](#)) for the Zoom link and/or Zoom dial-in instructions on how to participate and/or view this meeting.*

## **OUR PURPOSE**

We are a timeless community treasure where all can flourish, connect, and interact through year-round exceptional experiences.

## **OUR MISSION**

We connect our community through shared interests, diverse experiences, and service to one another in an inclusive, accessible, and safe place with an emphasis on **entertainment, recreation, agriculture, and education.**

## **22nd DAA BOARD OF DIRECTORS**

Sam Nejabat, Chair  
Lisa Barkett, Vice Chair  
Mark Arabo, Director  
Phil Blair, Director  
Donna DeBerry, Director  
Michael Gelfand, Director  
Kathlyn Mead, Director  
Joyce Rowland, Director  
Frederick Schenk, Director

### **Secretary-Manager**

Carlene Moore  
Chief Executive Officer

### **22nd DAA Counsel**

Joshua Caplan  
Office of the California Attorney General

## **OUR GOALS**

### **THE LENS**

Treat the campuses of the fairgrounds as one ecosystem where all activities are complementary and aligned with the purpose, mission, vision and values of the 22nd DAA and the Del Mar Fairgrounds.

### **BUSINESS PLAN**

Acknowledging the short-term need to plan for fiscal recovery and stabilization, create a 5-to-10-year business plan that rebuilds a strong financial base, contemplates new business activities and partnerships, provides program accessibility, and leads to a thriving Del Mar Fairgrounds.

### **MASTER PLAN**

Create an environmentally and fiscally responsible land use plan for the Del Mar Fairgrounds, aligning with purpose, mission, vision, and values of the organization.

### **COMMUNITY ENGAGEMENT**

Incorporate community engagement within the Business Plan and Master Plan processes to enhance understanding and expand opportunities.

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Persons wishing to attend the meeting and who may require special accommodations pursuant to the provisions of the Americans with Disabilities Act are requested to contact the office of the Chief Executive Officer, (858) 755-1161, at least five working days prior to the meeting to ensure proper arrangements can be made.

Items listed on this Agenda may be considered in any order, at the discretion of the chairperson. This Agenda, and all notices required by the California Bagley-Keene Open Meeting Act, are available at [www.delmarfairgrounds.com/](http://www.delmarfairgrounds.com/). Public comments on agenda items will be accepted during the meeting as items are addressed.



## **22<sup>nd</sup> District Agricultural Association Board of Directors Meeting**

### **AGENDA**

**November 18, 2025 at 9:30 a.m.**

1. **CALL TO ORDER** – CHAIR SAM NEJABAT

All matters noticed on this agenda, in any category, **may be considered for action as listed**. Any items not so noticed may not be considered. Items listed on this agenda may be considered in any order, at the discretion of the Board Chair.

2. **ROLL CALL**

3. **CLOSED EXECUTIVE SESSION (NOT OPEN TO THE PUBLIC)**

Pursuant to the authority of Government Code section 11126(a), (b), and (e) the Board of Directors will meet in closed executive sessions. The purpose of these executive sessions is:

- A. To confer with and receive advice from legal counsel regarding potential litigation involving the 22nd DAA. Based on existing facts and circumstances, there is significant exposure to litigation against the 22nd DAA. (Govt. Code, § 11126, subd. (e).)
- B. To confer with and receive advice from legal counsel, regarding potential litigation involving the 22nd DAA. Based on existing facts and circumstances, the Board will decide whether to initiate litigation. (Govt. Code, § 11126, subd. (e).)
- C. To confer with counsel, discuss, and consider the following pending litigation to which the 22nd DAA is a party. Melinda Carmichael v. 22nd District Agricultural Association, et. al., San Diego County Superior Court, Case No. 25-CU-047040C.
- D. Personnel: The Board will meet in closed session to consider those items authorized under Section 11126 of the Government Code, including but not limited to the evaluation of performance of the CEO. (Gov. Code, § 11126, subd. (a).)

4. **RECONVENE TO OPEN SESSION** [Anticipated by 11:00 a.m.]

Report on actions, if any, taken by the Board in closed executive session.

5. **CONSENT CALENDAR** [Action Item]

All matters listed under the Consent Calendar are operational matters about which the Board has governing policies, implementation of which is delegated to the CEO. They will be enacted in one motion. There will be no discussion of these items prior to the time the Board of Directors votes on the motion, unless members of the board, staff, or public request specific items to be discussed separately and/or removed from this section. Any member of the public who wishes to discuss Consent Calendar items should notify the Chair of the Board at the time requested and be recognized by invitation of the Chair to address the Board.

- **Minutes, Regular Meeting – October 14, 2025**

- **Contract Awards & Approvals**

- **Standard Agreements Exercising Option Years**

- 23-024 AM2 Grandstand Stage and Roof Services; 24-005 AM1 Media Buy; 23-014 AM2 Ticketing Services

- **Standard Agreements Exempt from Competitive Solicitation**

- 22-003 AM3 Electrical Services and Rentals; 22-904 AM3 Tennis Center Operator Rental Agreement

- **Sponsorship Agreements**

- SPO-26-014 Craft Beer Partner

6. **PUBLIC COMMENT ON MATTERS NOT ON THE AGENDA**

This item is for public comment on issues **NOT** on the current agenda. No debate by the Board shall be permitted on such public comments, and no action will be taken on such public comment items at this time, as law requires formal public notice prior to any action on a docket item. Speaker's time is limited to **two** minutes and may be modified based on the number of public speakers. No speaker may cede their time to another speaker.

7. **EXECUTIVE REPORT** – CEO Carlene Moore [Information Item]

- Quarterly progress report on Master Site Plan public outreach and engagement
- Executive summary of monthly financial reports
- Board annual work plan strategy session
  - **Industry News & Updates**
    - Visit to the State Fair of Texas
    - CDFA Fairgrounds and Events Center Symposium
    - California Fairs Alliance Leadership Conference
    - Annual update on California Construction Authority (CCA) Joint Powers Authority (JPA)

8. **GENERAL BUSINESS**

- A. **Consideration and vote on whether to approve the 2026 Operating Budget, including rates and out-of-state travel for employees and Board members** [Action Item]
- B. **Consideration and vote on whether to approve the 2026 Capital Expenditures Budget** [Action Item]
  - Presentation of Facilities Condition Assessment Report
- C. **Consideration and vote on 2026 Delegation of Authority** [Action Item]
  - Contract Authority
  - Check Signing Authority
  - Credit Card Use Authority
  - Local Agency Investment Fund Authority
- D. **Discuss and vote on whether to authorize the District to charge customers for all credit card surcharge fees in accordance with California law, and to deposit into the District's Rainy Day Fund all revenue generated through the imposition of credit card surcharge fees** [Action Item]
- E. **DMTC Liaison Committee Report** – Mark Arabo, Chair
  - 1. Consideration and vote on whether to authorize the District to reimburse the Del Mar Thoroughbred Club (DMTC) up to \$3,000,000 payable over five (5) years, with no more than \$600,000 per year, for the replacement and modernization of three (3) existing video display boards located in the Grandstand, the Paddock and at 5 Points. [Action Item]
  - 2. Discussion and vote on whether to recommend that the State Race Track Leasing Commission explore legal options available to extend the term of the Del Mar Race Track Operating Agreement so that the Agreement remains in effect until the Del Mar Race Track Authority's Series 2015 Bonds have been fully paid off [Action Item]
    - Horse Racing Industry News & Information [Information Item]
- F. **Discuss and vote on whether to revise Policy 3.02** [Action Item]
- G. **Discuss and vote on whether the District CEO should 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 until a future District Board meeting during which the Board can consider proposed amendments to the Exclusive Negotiating Rights Agreement** [Action Item]

- H. **Discuss and vote on whether to direct District staff to meet with the City of San Diego to discuss the possible development of affordable housing on those portions of the District's property that are within the boundaries of the City of San Diego [Action Item]**
- I. **Discuss and vote on whether to direct District staff to design and install a public "Living Memorial" honoring all past and present District Board members and California Governors [Action Item]**
- J. **Discuss and vote on whether to direct District staff to solicit proposals through a competitive bidding process for the installation of electric vehicle charging stations and solar panels in an effort to advance the District's sustainability and energy independence goals [Action Item]**

9. **MATTERS OF INFORMATION**

- **Updated Committee Assignments**
- **Correspondence**
- **Review of Contracts Executed per CEO Delegation of Authority**
  - Standard Agreements  
25-045 Wine Competition Coordinator; 25-043 Chiller Starter Refresh; 25-044 Cloud Based Energy Monitoring Systems; 25-046 Arc Flash Study
  - Event Agreements  
26-1309 Jiu Jitsu Tournament; 26-1310 Jiu Jitsu Tournament; 26-1311 Great American Train Show

10. **ADJOURNMENT**