



22nd DISTRICT AGRICULTURAL ASSOCIATION

Board of Directors Meeting

Del Mar Fairgrounds

2260 Jimmy Durante Boulevard

Del Mar, CA 92014

November 18, 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

Sam Nejabat, Chair

Lisa Barkett, Vice Chair

DIRECTORS PRESENT

Mark Arabo

Phil Blair

Donna DeBerry

Michael Gelfand

Kathlyn Mead

Joyce Rowland

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)

DIRECTORS ABSENT

Frederick Schenk – Excused

CALL TO ORDER

Chair Nejabat called the meeting to order at 9:31 a.m.

ROLL CALL

Chair Nejabat, Vice Chair Barkett, Directors Arabo, Blair, DeBerry, Gelfand, Mead, and Rowland were all present. Director Schenk had an excused absence.

RECESS TO CLOSED EXECUTIVE SESSION

Chair Nejabat recommended that Items 8-A, 8-B, 8-C, and 8-E-1, be deferred to a later date. The Board concurred to hold a December Board meeting. CEO Moore will reach out for availability.

The Board recessed to Closed Executive Session at 9:41 a.m.

RECONVENE TO OPEN SESSION

The Board reconvened to Open Session at 11:49 a.m. Public comment was moved to the beginning of the Consent Calendar in consideration of time.

PUBLIC COMMENT ON NON-AGENDA ITEMS (see pages 15-33 of transcript)

Shane Harris, Abdur-Rahim Hameed, Vic Ross, Janiece Hameed, Ismar Rodriguez, Carla Echols-Hayes, Amy Cheshire, Angelina Neglia, Martha Sullivan, Jane Cartmill

CONSENT CALENDAR

Director Arabo requested to pull agreements 24-005 AM1, 23-014 AM2, and 22-003 AM3 for further discussion.

Vice Chair Barkett moved to approve the Consent Calendar with the removal of agreements 24-005 AM1, 23-014 AM2, and 22-003 AM3. Director Blair seconded the motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, Blair, DeBerry, Gelfand, Mead, and Rowland all voted in favor. The motion was passed 8-0.

PUBLIC COMMENT ON CONSENT CALENDAR (see page 33 of transcript)

None

EXECUTIVE REPORT

- The District will run a Black Friday pass promotion for San Diego County Fair season passes, as well as a family pack discount for the new year.
- The District has established a Hispanic Community Advisory Council to provide insight and suggestions on Spanish-language based programming and outreach.
- Zachary MacQuarrie of Southwest Strategies and CCO Hallman presented the quarterly progress report on Master Site Plan public outreach and engagement efforts.
- CEO Moore presented the executive summary of monthly financial reports.
- The Board will meet in December for its annual work plan strategy session.
- CEO Moore recapped District staff's recent visit to the State Fair of Texas, the CDFA Fairgrounds and Events Center Symposium, and California Fairs Alliance Leadership Conference. CEO Moore referenced the report on pages 46-47 of the meeting packet on the California Construction Authority and noted that CCA welcomed its new executive officer earlier in November.

PUBLIC COMMENT ON EXECUTIVE REPORT (see page 83 of transcript)

None

GENERAL BUSINESS

Director Rowland moved to approve Standard Agreements 24-005 AM1, 23-014 AM2, and 22-003 AM3. Director Arabo seconded the motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, Blair, DeBerry, Gelfand, Mead, and Rowland all voted in favor. The motion was passed 8-0.

PUBLIC COMMENT ON AGREEMENTS 24-005 AM1, 23-014 AM2, AND 22-003 AM3 (see page 84 of transcript)

None

Item 8-A: 2026 Operating Budget

Postponed to a later date

Item 8-B: 2026 Capital Expenditures Budget

Postponed to a later date

Item 8-C: 2026 Delegation of Authority

Postponed to a later date

Item 8-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

PUBLIC COMMENT ON ITEM 8-D (see page 105 of transcript)

None

Director Arabo made a motion to direct staff to work with counsel to incorporate the District's credit card processing costs into the Fair's all-inclusive pricing and return with an updated price schedule. Director DeBerry seconded the motion. Director Arabo amended the motion to direct staff to provide a study of all-inclusive pricing to the Finance Committee prior to presenting it to the Board. Director Gelfand seconded the amended motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, Blair, DeBerry, Gelfand, Mead, and Rowland all voted in favor. The motion passed 8-0.

Item 8-E: DMTC Liaison Committee Report

The committee report can be found on pages 87-99 of the meeting packet.

Item 8-E-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

Director Arabo introduced Del Mar Thoroughbred Club President and COO Josh Rubinstein to outline DMTC's request to update three video boards with reimbursement from the District. Director Arabo made a motion to authorize the video display board and replacement and reimbursement, and Director DeBerry seconded the motion. After Board discussion, Director Arabo withdrew the motion and the Board agreed not to vote on the matter until the District's 2026 budget is approved.

PUBLIC COMMENT ON ITEM 8-E-1 (see pages 122-125 of transcript)

Jane Cartmill, Martha Sullivan

Item 8-E-2: 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 Leasing 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

CEO Moore explained that the Del Mar Race Track Authority Revenue Bonds Series 2015 are financed through net horse racing and concessions revenue. The current Del Mar Race Track Leasing Operating Agreement cannot be extended beyond 2030, but the bonds will not mature until 2038.

PUBLIC COMMENT ON ITEM 8 E-2 (see pages 177- 179 of transcript)
Martha Sullivan

Director Gelfand moved 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 could remain in effect until the Del Mar Race Track Authority Revenue Bonds Series 2015 have been fully paid off. Director Rowland seconded the motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, Blair, DeBerry, Gelfand, Mead, and Rowland all voted in favor. The motion passed 8-0.

Item 8-F: Discuss and vote on whether to revise Policy 3.02
Chair Nejabat referred to the report on pages 100-101 of the meeting packet.

PUBLIC COMMENT ON ITEM 8-F (see page 181 of transcript)
None

Director Gelfand suggested tabling item 8-F until the Board can learn more and review potential changes to the policy. No action was taken by the Board.

Item 8-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

Chair Nejabat referred to the report on pages 102-107 of the meeting packet.

PUBLIC COMMENT ON ITEM 8-G (see pages 184-190 of transcript)
Terry Gaasterland, Carol Lazier, Amanda Lee

CEO Moore reported that, as directed by the Board at an earlier meeting, District staff and the Legal Committee are working together with City of Del Mar officials to develop potential changes to the ENRA for the Board to vote on at a future meeting. Multiple studies are under way regarding the feasibility of siting affordable housing on Fairgrounds property, and the results will be presented to the Board when they are available. No action was taken by the Board.

Item 8-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

CEO Moore reported that District staff has met with the San Diego Mayor's Office about affordable housing, and that there is no formal request by the City of San Diego to build affordable housing on the Fairgrounds.

PUBLIC COMMENT ON ITEM 8-H (see pages 212-215 of transcript)

Terry Gaasterland, Darren Pudgil

Director Arabo made a motion to direct District staff to meet with the City of San Diego to discuss a study of possible development of affordable housing on those portions of the District's property that are within the boundaries of the City of San Diego, and to report back to the Board with an update in writing. Director Deberry seconded the motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo and DeBerry voted in favor of the motion. Directors Blair, Gelfand, Mead, and Rowland voted against the motion. The motion failed 4-4.

Item 8-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

PUBLIC COMMENT ON ITEM 8-I (see page 227 of transcript)

None

Director Arabo made a motion directing staff to design a public living memorial to honor all past and present District Board members, and all California governors. Director Barkett seconded the motion. After discussion, Director Arabo amended the motion to direct District staff to design and install a living memorial honoring the current California Governor. Director Rowland seconded the amended motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, Blair, DeBerry, Gelfand, Mead, and Rowland all voted in favor. The motion passed 8-0.

Item 8-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

PUBLIC COMMENT ON ITEM 8-I (see pages 237-238 of transcript)

Sam Jammal

CEO Moore asked the Board to table Item 8-I until the District can provide more information on whether consideration of electric vehicle charging stations would be a project under CEQA. After discussion, the Board requested that staff study the feasibility of installing electric vehicle charging stations and solar panels and present the results to the Board within 240 days. No action was taken by the Board.

MATTERS OF INFORMATION

New Committee Assignments can be found on pages 112-118 of the meeting packet.

ADJOURNMENT

There being no further business to discuss; Chair Nejabat adjourned the meeting at 4:16 p.m.

Carlene Moore
Chief Executive Officer