



NOTICE OF MEETING

22nd District Agricultural Association Board of Directors
December 16, 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.

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/. Public comments on agenda items will be accepted during the meeting as items are addressed.



22nd District Agricultural Association Board of Directors Meeting
AGENDA
December 16, 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 10:00 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 – November 18, 2025**
 - **Contract Awards & Approvals**
 - Standard Agreements Exempt from Competitive Solicitation
26-001 Stage Labor
 - Revenue Agreement
L-2988 AM1 Telecommunications Lease Project # 15091
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]
 - Presentation by Don Diego Scholarship Foundation
 - Executive summary of monthly financial reports
 - Schedule the Board Annual Work Plan Strategy Session in January
 - **Industry News & Updates**
 - IAFE Convention
8. **GENERAL BUSINESS**
 - A. **Finance Committee Report** – Mark Arabo, Committee Chair
 1. Consideration and vote on whether to approve the 2026 Operating Budget (or a modified 2026 Operating Budget based on Board discussion and public comment), including rates and out-of-state travel for employees and Board members [Action Item]
 2. Consideration and vote on whether to approve the 2026 Capital Expenditures Budget (or a modified 2026 Capital Expenditures Budget based on Board discussion and public comment) [Action Item]
 - Presentation of Facilities Condition Assessment Report Summary
 3. Consideration and vote on 2026 Delegation of Authority or Temporary Delegation of Authority [Action Item]
 - Contract Authority
 - Check Signing Authority
 - Credit Card Use Authority
 4. Consideration and vote on whether to authorize the District to replace and modernize three (3) existing video display boards located in the Grandstand, the Paddock and at 5 Points, all in accordance with District Policies, California law and the Race Track Operating Agreement. [Action Item]
 - B. **Legal Committee Report** – Frederick Schenk, Committee Chair
 - Update on discussions with the City of Del Mar regarding amendments to the Exclusive Negotiating Rights Agreement (ENRA) and the studies completed so far under the ENRA [Information Item]
 - C. **Discuss and vote on whether to adopt a District resolution confirming that the simulcast wagering conducted on the District's property best serves the interests of the District** [Action Item]
 - D. **Board of Directors' one-way requests for placement of information or action items on an agenda for a future meeting of the District's Board of Directors** [Information Item]
9. **MATTERS OF INFORMATION**
 - **Correspondence**
 - **Review of Contracts Executed per CEO Delegation of Authority**
 - Standard Agreements up to \$50,000
25-040 AM1 Executive Communications Training; 25-047 Chiller Leak Test; 25-048 AirTable Implementation; 26-006 Community Banner Photography
 - Rental Agreements – Revenue
26-902 Swim School Operator
10. **ADJOURNMENT**