



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

### **Board of Directors Meeting**

Del Mar Fairgrounds  
2260 Jimmy Durante Boulevard  
Del Mar, CA 92014  
**December 16, 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](https://www.delmarfairgrounds.com) website:*

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

### **OFFICERS PRESENT**

Sam Nejabat, Chair  
Lisa Barkett, Vice Chair (via Zoom)

### **DIRECTORS PRESENT**

Mark Arabo  
Phil Blair  
Donna DeBerry  
Michael Gelfand  
Kathlyn Mead  
Joyce Rowland  
Frederick Schenk

### **OTHERS PRESENT**

Joshua Caplan, Deputy Attorney General (Counsel)  
Carlene Moore, Chief Executive Officer (CEO)  
Tristan Hallman, Chief Communications Officer (CCO)  
Katie Mueller, Chief Operations Officer (COO)  
Mike Seyle, Chief Administrative Officer (CAO)

### **CALL TO ORDER**

Chair Nejabat called the meeting to order at 9:37 a.m.

### **ROLL CALL**

Chair Nejabat, Vice Chair Barkett, and Directors Arabo, DeBerry, Gelfand, Mead, Rowland, and Schenk were all present. Director Blair arrived at 11:57 a.m.

### **RECESS TO CLOSED EXECUTIVE SESSION**

The Board recessed to Closed Executive Session at 9:38 a.m.

### **RECONVENE TO OPEN SESSION**

The Board reconvened to Open Session at 11:33 a.m. Chair Nejabat stated that the District Board of Directors considered the advice of Counsel on the items listed on the Closed Session portion of the agenda and has nothing to report. The Board also met in Closed Session to evaluate the performance of the CEO consistent with government code and has nothing to report.

### **CONSENT CALENDAR**

Chair Nejabat announced that revenue agreement L-2988 AM1 would be removed from the Consent Calendar at the request of District staff, and would be taken up under General Business.

PUBLIC COMMENT ON CONSENT CALENDAR (see pages 6-7 of transcript)  
Martha Sullivan

Director Gelfand moved to approve the Consent Calendar with the removal of agreement L-2988 AM1. Director Arabo seconded the motion. Chair Nejabat and Directors Arabo, DeBerry, Gelfand, Mead, Rowland, and Schenk all voted in favor. Vice Chair Barkett was not present for the vote due to a technical issue. The motion passed 7-0.

PUBLIC COMMENT ON NON-AGENDA ITEMS (see pages 8-11 of transcript)  
Allison Prater, Martha Sullivan

### **EXECUTIVE REPORT**

CEO Moore reported that the Don Diego Scholarship Foundation presentation would be rescheduled to the January Board meeting.

- Directors' availability for January 2026 was discussed to assist with scheduling a work plan strategy session.
- District staff is working to schedule several additional open house events across San Diego County to gather community input and ideas as part of the Fairgrounds 2050 initiative.
- CEO Moore attended the first meeting of the California Construction Authority since its new executive officer was appointed.
- December's CDFA Collaborative Exchange included a presentation from the Office of the State Fire Marshal, which is working to develop regulations on battery energy storage systems.
- The District received 26 awards at the 2025 International Association of Fairs and Expositions Convention, and was honored with a Circle of Excellence recognition following an audit by the Outdoor Amusement Business Association.

PUBLIC COMMENT ON EXECUTIVE REPORT (see page 23 of transcript)  
Martha Sullivan

### **GENERAL BUSINESS**

Director Blair joined the meeting as the Finance Committee report began.

Chair Nejabat announced that the Finance Committee items would be taken out of order, beginning with Item 8-A-3, followed by Item 8-A-2, then Item 8-A-4, and finally Item 8-A-1.

Item 8-A-3: Consideration and vote on the 2026 Delegation of Authority or Temporary Delegation of Authority (Contract Authority, Check Signing Authority, and Credit Card Use Authority)

Chair Nejabat referred to the report on pages 56-60 of the meeting packet.

PUBLIC COMMENT ON ITEM 8-A-3 (see page 24 of transcript)

None

Director Arabo distributed a handout he had produced for the Board's consideration and moved to approve the 2026 Delegation of Authority but lower the threshold for entertainment contracts from \$500,000 to \$200,000. Director DeBerry seconded the motion. Following the Board's discussion, the motion was withdrawn.

Director Rowland moved to approve the 2026 Delegation of Authority as presented in the meeting packet. Director Arabo seconded the motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, Blair, DeBerry, Gelfand, Mead, Rowland, and Schenk all voted in favor. The motion passed 9-0.

Item 8-A-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)

PUBLIC COMMENT ON ITEM 8-A-2 (see pages 46-47 of transcript)

Martha Sullivan

Director Arabo referred to the report on pages 45-55 of the meeting packet and distributed a handout he had produced for the Board's consideration.

Director Schenk moved to add a capital expenditure to replace two elevators, including the Turf Club elevator, using funds from existing reserves, with a goal of beginning the process in 2026. Director Mead seconded the motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, DeBerry, Mead, Rowland, and Schenk voted in favor. Directors Blair and Gelfand were not in favor. The motion passed 7-2.

Directors Rowland and Schenk left the meeting following the vote.

District Facilities Director Brad Mason presented an overview of the Facilities Condition Assessment, identifying immediate deficiencies and long-term needs of the District.

Item 8-A-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

Chair Nejabat referred to the report on pages 61-73 of the meeting packet. CAO Seyle presented an update on staff discussions with DMTC and the current supplier regarding the potential replacement of the video screens.

PUBLIC COMMENT ON ITEM 8-A-4 (see pages 117-118 of transcript)  
Martha Sullivan

Director Arabo referenced a handout he had produced for the discussion.

Director Arabo moved to authorize modernization and replacement of the three video screens in their existing locations with larger format displays; approve a funding framework whereby DMTC leads the project delivery and the District pays an amount not to exceed \$3 million over five years at \$600,000 per year; and direct staff to support implementation consistent with applicable procurement, CEQA, and permitting requirements. Director DeBerry seconded the motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, Blair, DeBerry, Gelfand, and Mead all voted in favor. The motion passed 7-0.

Director Blair left the meeting following the vote.

Item 8-A-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

Chair Nejabat referred to the report on pages 28-44 of the meeting packet. CAO Seyle presented an overview of the proposed 2026 Operating Budget and the 2026 Capital Expenditures Budget.

Director Arabo distributed a handout he had produced for the Board's consideration.

PUBLIC COMMENT ON ITEM 8-A-1 (see pages 171-172 of transcript)  
Martha Sullivan

Director Mead moved to accept the 2026 Operating Budget and 2026 Capital Expenditure Budget as presented by staff in the meeting packet. Chair Nejabat seconded the motion. Director Gelfand moved to amend the motion to add an expense of up to \$100,000 for a price sensitivity study by an outside consultant. Director Arabo seconded the amended motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, DeBerry, and Gelfand voted in favor. Director Mead was not in favor. The motion passed 5-1.

Revenue Agreement L-2988 AM1

A vote on Verizon lease agreement L-2988 AM1 was postponed to a future Board meeting pending more information. No action was taken by the Board.

Item 8-B: Legal Committee Report

The Legal Committee report can be found on pages 74-88 of the meeting packet.

Director Arabo stated that a news article included in the Board packet misstated his stance on affordable housing. Director Barkett requested that news articles be sent to directors when they are published rather than including them in the Board packet. Director Arabo requested that staff correct the public record when Board positions are inaccurately represented.

PUBLIC COMMENT ON ITEM 8-B (see page 193 of transcript)  
None

Item 8-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

Chair Nejabat referred to the report on pages 89-90 of the meeting packet.

PUBLIC COMMENT ON ITEM 8-C (see page 197 of transcript)  
None

Director Barkett moved to adopt the resolution confirming that the simulcast wagering conducted on the District's property best serves the interests of the District. Director Gelfand seconded the motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, DeBerry, Gelfand, and Mead voted in favor. The motion passed 6-0.

Item 8-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

Director Arabo requested the ENRA be on the agenda and an action item on whether to continue discussions with the City of Del Mar. Director Gelfand requested a staff report at the January Board meeting on the status of affordable housing discussions with the City of Del Mar regarding potential housing sites, and a vote on whether to continue discussions with the City.

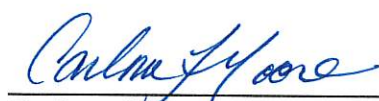
### **MATTERS OF INFORMATION**

Director Arabo called attention to a recent Los Angeles Times article regarding oversight and procurement practices across California fairs.

Contracts executed per the CEO's delegated authority can be found on pages 91-106 of the meeting packet.

### **ADJOURNMENT**

There being no further business to discuss, Chair Nejabat adjourned the meeting at 3:46 p.m.



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Carlene Moore  
Chief Executive Officer