



22nd DISTRICT AGRICULTURAL ASSOCIATION

Board of Directors Meeting

Del Mar Fairgrounds

2260 Jimmy Durante Boulevard

Del Mar, CA 92014

January 13, 2026

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

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)

DIRECTORS ABSENT

Phil Blair

CALL TO ORDER

Chair Nejabat called the meeting to order at 9:33 a.m.

ROLL CALL

Chair Nejabat, Vice Chair Barkett, and Directors Arabo, DeBerry, Gelfand, Rowland, and Schenk were all present. Director Mead arrived at 9:37 a.m. Director Blair had an excused absence.

Agenda items 5 (Consent Calendar), 6 (Public Comment), and 7 (Executive Report) were moved up to take place before Closed Executive Session.

CONSENT CALENDAR

PUBLIC COMMENT ON CONSENT CALENDAR (see page 5 of transcript)

None

Director Rowland moved to approve the Consent Calendar. Director Schenk seconded the motion. Chair Nejabat, Vice Chair Barkett, and Directors Arabo, DeBerry, Gelfand, Rowland, and Schenk all voted in favor. Director Mead was not present for the vote. The motion passed 7-0.

PUBLIC COMMENT ON NON-AGENDA ITEMS (see pages 7-11 of transcript)

Martha Sullivan, Chaun Reynolds

Director Mead joined the meeting at 9:37 a.m.

EXECUTIVE REPORT

- CEO Moore introduced Don Diego Scholarship Foundation Board of Directors Chair Emeritus Paul Ecke III, who reported that the Foundation has awarded more than \$1.4 million in scholarships to more than 400 students since its inception 40 years ago. All scholarship recipients are associated in some way with the San Diego County Fair.
- The Board received new meeting binders with the 2026 Bagley-Keene Meeting Act guide and other reference materials.
- CEO Moore invited the Board to consider dates to attend the Houston Livestock Show and Rodeo in March.
- Directors were invited to attend the VIP preview event for The Art of Banksy on January 29. The Art of Banksy exhibit will be at the Fairgrounds through April.
- CCO Hallman reported that the District is finalizing the schedule for three additional Fairgrounds 2050 Open House events as part of the public outreach effort for the Master Site Plan.
- Several District staff members will attend the Western Fairs Association annual conference in Reno next week.
- CDFA has reinstated its monthly Collaborative Exchange meetings for CEOs of California fairs and fairgrounds and CEO Moore attended the recent event on January 7.

PUBLIC COMMENT ON EXECUTIVE REPORT (see pages 27-28 of transcript)

None

RECESS TO CLOSED EXECUTIVE SESSION

The Board recessed to Closed Executive Session at 9:59 a.m.

RECONVENE TO OPEN SESSION

The Board reconvened to Open Session at 11:11 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.

GENERAL BUSINESS

Chair Nejabat announced that Item 8-F, the Finance Committee Report, would not be taken up this month, since the committee had not met.

Item 8-A: Audit & Governance Committee Report

Chair Nejabat referred to the report on pages 56-58 of the meeting packet.

PUBLIC COMMENT ON ITEM 8-A (see page 30 of transcript)

None

Item 8-B: DMTC Liaison Committee Report

Committee Chair Arabo recapped the latest committee meeting and distributed a handout he had produced for the Board and the public about plans to replace three video boards at the fairgrounds. DMTC President and Chief Operations Officer Josh Rubinstein reported that the District and the Del Mar Race Track Authority received more than \$10 million in net revenues from the 2025 summer and fall race meets and the Breeders' Cup.

PUBLIC COMMENT ON ITEM 8-B (see pages 66-69 of transcript)

Chaun Reynolds, Martha Sullivan

Item 8-C: Information update on Board-approved replacement and modernization of existing video display boards located in the Grandstand, the Paddock and at 5 Points and discuss if modification to the scope of the Board-approved project is necessary or required

Chair Nejabat referred to the report on pages 59-72 of the meeting packet.

CEO Moore explained that this matter was placed on the agenda as a standalone item rather than included under the DMTC Liaison Committee report because it was originally assigned to the Finance Committee after the idea was introduced by the DMTC Liaison Committee in November 2025.

CAO Seyle presented a status update on the video board replacement project, including potential construction challenges and additional environmental, procurement, and legal considerations at the 5 Points and Grandstand locations. The current Grandstand video board structure houses Verizon cellular equipment. Verizon leases the space from the District under agreement L-2988, and plans to add more antennas in an amendment to that lease agreement. CAO Seyle also reviewed possible alternatives to accommodate the new video boards at 5 Points and the Grandstand, and outlined next steps for the project.

Chair Nejabat assigned the video board replacement project and Verizon lease agreement L-2988 AM1 to the DMTC Liaison Committee.

PUBLIC COMMENT ON ITEM 8-C (see pages 114-115 of transcript)

Martha Sullivan

Item 8-D: Emergency Preparedness Committee Report

Chair Nejabat referred to the report on pages 73-74 of the meeting packet. Committee Chair Barkett recapped the first meeting of the committee, which included a review of the District's emergency management materials and resources. The committee encouraged staff to continue its work to update action plans, enhance crisis communications plans, and collaborate with county officials and organizations on emergency procedures and protocols.

PUBLIC COMMENT ON ITEM 8-D (see page 123 of transcript)
None

Item 8-E: Fair Operations Committee Report

Committee Chair Mead provided an overview of the committee's recent meeting and reported that District staff is actively booking Grandstand and Paddock entertainment acts, which will be presented to the Board beginning in February. COO Mueller explained the District's process for booking entertainment, which includes reviewing previous concert ticket sales and checking artist availability.

PUBLIC COMMENT ON ITEM 8-E (see page 139 of transcript)
None

The Board recessed for a short break at 1:14 p.m. The meeting resumed at 1:26 p.m.

Item 8-G: Legal Committee Report

Committee Chair Schenk referred to the report on pages 75-78 of the meeting packet and reported that the committee met with the City of Del Mar in December to discuss possible amendments to the Exclusive Negotiating Rights Agreement (ENRA) regarding affordable housing. Next, the committee will review a draft of the proposed amendments.

CEO Moore explained that six sites on District property are being studied as potential affordable housing locations. Feasibility studies will be completed by the end of March, and then presented to the Board following review by the District.

Director Arabo distributed a map sent to the Board by a member of the public showing five of the six locations that are being studied as possible affordable housing sites. District Supervising Environmental Planner Dustin Fuller noted that the map is from a draft document shared between the District, its consultant, and the City of Del Mar but not released publicly. A final version of the map will be presented to the Board along with financial feasibility details and other key information as the studies are finalized.

PUBLIC COMMENT ON ITEM 8-G (see page 186 of transcript)
None

Item 8-H: 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 and the potential impact on obligations under the existing Memorandum of Understanding concerning the reimbursement for affordable housing feasibility studies

The report on Item 8-H can be found on pages 79-83 of the meeting packet.

PUBLIC COMMENT ON ITEM 8-H (see pages 187-188 of transcript)
Abigail Hawthorne

Director Arabo moved to pause further discussions with the City of Del Mar under the Exclusive Negotiating Rights Agreement until such time as proposed ENRA amendments are finalized and returned to the Board for review and approval, all outstanding feasibility and due diligence studies are completed and presented to the Board, the ENRA is amended to include full indemnification by the City of Del Mar, ensuring no legal fees, penalties, or liabilities are borne by the District, and the agreement expressly provides that any potential housing units on District property shall not be counted toward the City of Del Mar's state housing obligations unless expressly approved by the Board. There being no second, Director Arabo withdrew the motion. No action was taken by the Board.

Item 8-I: 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 that the following items appear on a future Board meeting agenda:

- Affordable housing discussions with the City of Del Mar and proposed amendments to the ENRA
- Board review of Policy 3.02 – Board Committees
- Discussion of potential housing sites on District property and how to ensure that DMTC is able to provide input

PUBLIC COMMENT ON ITEM 8-I (see page 196 of transcript)

None

Director Arabo requested that Board members' email addresses be published on the Del Mar Fairgrounds website.

MATTERS OF INFORMATION

Correspondence can be found on pages 84-85 of the meeting packet. Contracts executed per the CEO's delegated authority can be found on pages 86-127 of the meeting packet.

ADJOURNMENT

There being no further business to discuss, Chair Nejabat adjourned the meeting at 2:25 p.m.

Carlene Moore

Carlene Moore (Feb 11, 2026 07:19:39 PST)

Carlene Moore
Chief Executive Officer