



NOTICE OF MEETING

22nd District Agricultural Association Board of Directors
Tuesday, February 10, 2026 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

Tuesday, February 10, 2026 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. **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.

4. **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 – January 13, 2026**
- **Minutes, Regular Meeting – January 14, 2026**
- **Contract Awards & Approvals**
 - Standard Agreements
24-001 AM1 Meeting Transcription Services

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

- Presentation by Don Diego Scholarship Foundation
- **Operational Updates**
 - Department Introductions
 - Executive Summary of Monthly Financial Reports
 - Annual spend on standard agreement 23-021 On-Call Environmental Services
 - External Communications Briefing
 - Parallel Concept Visit Planning
- **Construction Projects & Facilities Updates**
 - Special Events Platform Project
- **Industry News & Updates**
 - California Fairs Alliance
 - Western Fairs Association Conference & Convention
 - California Construction Authority

6. **GENERAL BUSINESS**

- A. **DMTC Liaison Committee Report** – Mark Arabo, Chair
- Horse Racing Industry News & Information [Information Item]
 - 1. Consideration and vote to approve the 2026 Operating Budget of the Del Mar Thoroughbred Club [Action Item]
 - 2. Discuss and vote on whether to amend Policy 4.03 Contracts and Procurement to approve the California Multiple Awards Schedule (CMAS) as a District procurement method [Action Item]
 - 3. Consideration and vote on whether to authorize the District's procurement of replacement video boards for the Grandstand, the Paddock, and Five-Points, in accordance with the District's procurement policies [Action Item]
- B. **Fair Operations Committee Report** – Kathlyn Mead, Chair [Information Item]
- Announce initial Grandstand show offerings
- C. **Finance Committee Report** – Mark Arabo, Chair [Information Item]
- D. **People & Culture Committee Report** – Kathlyn Mead, Chair
- Update on facilitator selection for Board governance workshop [Information Item]
- E. **City of Del Mar Affordable Housing Request Update**
- Progress Report of Work Completed to Date Under the Exclusive Negotiating Rights Agreement and Housing Acceleration Program Grant [Information Item]
 - Legal Committee Report – Frederick Schenk, Chair
 - Update on discussions with the City of Del Mar regarding amendments to the Exclusive Negotiating Rights Agreement (ENRA) [Information Item]
 - 1. 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 (a) any and all proposed ENRA amendments are presented to the Board for consideration and approval and (b) all feasibility studies have been completed and all feasibility study work product has been transmitted to the Board [Action Item]
- F. **Consideration and vote on whether to amend 22nd District Agricultural Association Board of Directors Communication Policy, Policy 3.01, and or Policy 3.03 to ensure Board consistency and clarity in external communications on District matters** [Action Item]
- G. **Discuss and vote on whether to amend Policy 3.02 to allow Board committees to meet without the CEO or the CEO's designated representative when the CEO and/or a designated representative is unable to attend, while remaining compliant with all applicable laws and governance requirements** [Action Item]
- H. **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]

7. **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).)

8. **RECONVENE TO OPEN SESSION**

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

9. **MATTERS OF INFORMATION**

- **Committee Assignments as of February 1, 2026**
- **2026 Board Meeting Schedule with significant dates**
- **Correspondence**
- **Review of Contracts Executed per CEO Delegation of Authority**
 - 2026 San Diego County Fair Grandstand Entertainment Agreements
26-1002 Koe Wetzel LLC f/s/o Koe Wetzel; 26-1005 Frias Entertainment f/s/o Los Tucanes de Tijuana; 26-1006 Christopher Comstock f/s/o Marshmello; 26-1007 Good Charlotte
 - 2026 San Diego County Fair Concession Agreements
26-1315 The Snax Shack; 26-1316 The Copper Kettle; 26-1317 The Copper Kettle; 26-1318 Alamo Amusements; 26-1319 Alamo Amusements; 26-1320 ARH Treats, LLC; 26-1321 Australian Battered Potatoes LLC; 26-1322 BackyardBBQ Village; 26-1323 BackyardBBQ Village; 26-1324 Brander Enterprises Inc.; 26-1325 Brander Enterprises Inc.; 26-1326 C&C Concessions Inc.; 26-1327 C&C Concessions Inc.; 26-1328 Chan's Concessions; 26-1329 Chicken Charlie's Enterprises; 26-1330 Chicken Charlie's Enterprises; 26-1331 Chicken Charlie's Enterprises; 26-1332 CK&A Concessions; 26-1333 D&D Country Fair Cinnamon Rolls; 26-1334 Dee's Concessions; 26-1335 Family A Fair INC; 26-1336 Family A Fair INC; 26-1337 Fernie's Concessions Inc.; 26-1338 Fruit Caboose Inc.; 26-1339 Fruit Caboose Inc.; 26-1340 Fruit Caboose Inc.; 26-1341 Fun Biz Concessions Inc.; 26-1342 Fun Biz Concessions Inc.; 26-1343 Fun Biz Concessions Inc.; 26-1344 Fun Time Foods (Mom's Bake Shop); 26-1345 Fun Time Foods (Mom's Bake Shop); 26-1346 Hallak Sisters Inc.; 26-1347 HDS Fair Co. (Hot Dog on a Stick); 26-1348 HDS Fair Co. (Hot Dog on a Stick); 26-1349 Helm & Sons Amusements; 26-1350 Helm & Sons Amusements; 26-1351 J&A Foods LLC; 26-1352 J. Crutch LLC; 26-1353 J. Crutch LLC; 26-1354 JP's Old West Cinnamon Rolls; 26-1355 Juicy's; 26-1356 Juicy's; 26-1357 Leap of Faith Adventures, Inc. (JK Dots); 26-1358 Leap of Faith Adventures, Inc. (JK Dots); 26-1360 Leavitt Family Trust dba Odyssey Foods, Inc.; 26-1361 Little T Concessions; 26-1362 Little T Concessions; 26-1363 Lopez Concessions, LLC; 26-1364 Lopez Concessions, LLC; 26-1365 Mad Mtn Concessions dba W&R Country Fair Cinnamon Rolls; 26-1366 Maverick Concepts; 26-1367 Maverick Concepts; 26-1368 Maverick Concepts; 26-1370 Sonflower Productions; 26-1380 Melissa Cagle Concessions; 26-1381 Nathalie Harrington DBA Western Delight; 26-1382 Ryan Needham Concessions; 26-1383 Ryan Needham Concessions; 26-1384 Pacific Coast Concessions; 26-1385 Paradise Management LLC; 26-1386 PHD & ME; 26-1387 PHD & ME; 26-1388 R & K Concessions, LLC; 26-1389 Rafikiz Foodz; 26-1390 Soto's Concessions DBA Alicia's Mexican Kitchen; 26-1391 Soto's Concessions DBA Maddie's Crepes; 26-1392 Stizzy Works LLC; 26-1393 Stizzy Works LLC; 26-1394 Stizzy Works LLC; 26-1395 Timbo's Beef Jerky, Sticks, & Dill Pickles; 26-1396 Trinity Concessions; 26-1397 Unique Concessions; 26-1398 Unique Concessions; 26-1399 Unique Concessions; 26-1400 Universal Kimdom dba Hawaiian Honey Cones; 26-1401 B & J Concessions LLC; 26-1402 Raspados Del Sur LLC; 26-1403 RCS Ray Cammack Shows; 26-1404 Refreshed Enterprise;

26-1405 Rico's Manjares Mosita; 26-1407 Robert Jackson Enterprises DBA Giant Fair Foods; 26-1408 Rock's Concessions; 26-1409 Rock's Concessions; 26-1410 SHN INC (Roxy's); 26-1411 Vartanian Concessions Mgmt; 26-1412 Vartanian Concessions Mgmt; 26-1413 Vartanian Concessions Mgmt; 26-1414 West Coast Weenies Inc.; 26-1415 West Coast Weenies Inc.; 26-1416 Odyssey Foods, Inc.; 26-1417 Odyssey Foods, Inc.; 26-1418 Odyssey Foods, Inc.; 26-1420 Pacific Coast Concessions; 26-1421 Paul's Products; 26-1422 Melissa Cagle Concessions; 26-1425 Pacific Coast Concessions

10. **ADJOURNMENT**