



THE FOLLOWING IS BOARD ACTION FROM THE MARCH 9, 2021 – 22nd DAA BOARD OF DIRECTORS MEETING

CONSENT CALENDAR: February 9, 2021 Board Minutes Approval

DIRECTOR MICHAEL GELFAND motioned to approve the February 9, 2021 Board Meeting Minutes for (see attached). DIRECTOR DON MOSIER seconded.

President Richard Valdez, Vice President Lisa Barkett, Vice President Joyce Rowland, Directors Michael Gelfand, Don Mosier, Sam Nejabat, and Frederick Schenk, were all in favor and the motion carried. Directors Kathlyn Mead and Director Pierre Sleiman were not present for the vote.

CERTIFIED TO BE A TRUE COPY:

Carlene Moore
Chief Executive Officer



22nd DISTRICT AGRICULTURAL ASSOCIATION
Board of Directors Meeting
Del Mar Fairgrounds
2260 Jimmy Durante Boulevard
Del Mar, CA 92014
February 9, 2021

MINUTES

The 22nd District Agricultural Association (DAA), Board of Directors met via ZOOM in the Mission Tower Building at the Del Mar Fairgrounds on February 9, 2021 at 1:30 p.m.

OFFICERS PRESENT:

Richard Valdez, President
Lisa Barkett, Vice President
Joyce Rowland, Vice President
Carlene Moore, Interim Chief Executive Officer, Secretary-Treasurer

DIRECTORS PRESENT VIA ZOOM

Michael Gelfand, Kathlyn Mead, Don Mosier, Sam Nejabat, Frederick Schenk and Pierre Sleiman

DIRECTORS/OFFICERS ABSENT

All Present

OTHERS PRESENT

Josh Caplan, Deputy Attorney General (via ZOOM)
Katie Mueller, Business Services Officer - 22nd DAA
Melinda Carmichael, Business Development Officer - 22nd DAA
Donna O'Leary, Executive Assistant - 22nd DAA

CALL TO ORDER

President Richard Valdez called the meeting to order at 1:30 p.m. with a quorum present.

ROLL CALL

All present

CONSENT CALENDAR

Vice President Lisa Barkett moved to approve all items on the consent calendar.

- A. Minutes, Regular Meeting, January 12, 2021
- B. 22nd District Agricultural Association (DAA) Contracts Approval

Director Joyce Rowland seconded the motion. President Richard Valdez, Vice President Lisa Barkett, Directors Michael Gelfand, Kathlyn Mead, Don Mosier, Sam Nejabat, Joyce Rowland, Frederick Schenk and Pierre Sleiman were in favor and the motion carried.

NOMINATING COMMITTEE - Frederick Schenk, Chair

Revision of Bylaws to authorize the District, in its discretion and as decided on a yearly basis, to appoint two Vice Presidents

Director Frederick Schenk moved to amend the Bylaws to add a first vice president and a second vice president position at the discretion of the Board chair to be decided on a yearly basis. Director Schenk asked that Josh Caplan, Deputy Attorney General, finalize the changes to the Bylaws. Vice President Lisa Barkett seconded the motion. President Richard Valdez, Vice President Lisa Barkett, Directors Michael Gelfand, Kathlyn Mead, Don Mosier, Sam Nejabat, Joyce Rowland, Frederick Schenk and Pierre Sleiman were in favor and the motion carried.

The consideration and appointment of two Vice Presidents

Director Frederick Schenk moved to nominate Director Joyce Rowland to the position of second Vice President to serve with current Vice President Lisa Barkett for 2021. Vice President Lisa Barkett seconded. President Richard Valdez, Vice President Lisa Barkett, Directors Michael Gelfand, Kathlyn Mead, Don Mosier, Sam Nejabat, Joyce Rowland, Frederick Schenk and Pierre Sleiman were in favor and the motion carried.

LEGAL COMMITTEE – Richard Valdez, Chair

City of Del Mar's Request for Affordable Housing Memorandum of Understanding (MOU)

Deputy Attorney General Josh Caplan gave a brief factual background and legal analysis on the City of Del Mar's request to enter into an MOU with the 22nd DAA with respect to affordable housing. Director Frederick Schenk motioned to have an ad hoc committee created by the Board chair in order to have further dialogue with the City of Del Mar in regards to affordable housing, but at this time the 22nd DAA will not enter into an MOU with the City of Del Mar. Director Michael Gelfand seconded the motion. President Richard Valdez, Vice President Lisa Barkett, Directors Michael Gelfand, Kathlyn Mead, Don Mosier, Sam Nejabat, Vice President Joyce Rowland, Frederick Schenk were in favor and the motion carried. Director Pierre Sleiman was not present for the vote.

PUBLIC COMMENT

Lori Saldana

MANAGEMENT REPORT

CEO's Report

Interim CEO Carlene Moore provided an update on the alternative energy provider RFP. The solar tax credits have been extended through 2023 at 26 percent so there is more time to have an overall discussion around sustainability goals and incorporate them into the 22nd DAA's of strategic planning efforts.

Interim CEO Moore reported that the fairgrounds may be able to qualify for the SBA Shuttered-Venue Operator grant. The amount of the grant could be for an amount equal to 45% of lost revenues for 2020 compared to 2019, up to a \$10 million cap. At this time the SBA is not accepting applications so the District will continue to monitor that opportunity as part of the overall recovery plan.

The Center, formerly known as Surfside Race Place, is on target for construction completion to take place next month.

CDFA sent a notice regarding required training for Board Members as well as the CEO that stated all training needs to be completed in order to receive funding.

The District has partnered with Scripps and the County Public Health Department to open up a vaccination superstation on the Fairgrounds to begin Friday of this week.

WFA/IAFE

Jacky Eshelby shared the achievement awards received from the Western Fairs Association and the International Association of Fairs and Expositions included in the Board packet on page 9.

Events Report

Business Development Officer Melinda Carmichael reviewed the events in detail for February and March 2021 on pages 10-11 of the board packet.

Don Diego Scholarship Foundation (DDSF) Report

Executive Director Chana Mannen referred to their press release on pages 12-13 of the Board packet. In addition, Executive Director Mannen announced that they now have ten endowed scholarships and a new \$20,000 four-year scholarship.

COMMITTEE REPORTS

HORSE PARK COMMITTEE – Michael Gelfand, Chair

Director Michael Gelfand referred to the report on page 18 of the Board packet. Interim CEO added that the committee is looking to the Board for some short term and long term guidance for the next steps for Horsepark.

PUBLIC COMMENT

Martha Sullivan
Nani Luebke
Ali Nilforushan
Nancy Reed
Carla Echols-Hayes
Laura DeMarco
Duncan McIntosh

Director Michael Gelfand reported that the committee wants to figure out a way for Horsepark to continue to serve the public and also meet the financial needs of the 22nd DAA now and into the future. Staff will continue with its research and bring the additional information requested by the Board back to the Committee and future Board meetings, including historic ongoing operating budget and the amount needed to do the required remediation. It is the consensus of the Board to continue to work diligently towards a goal of finding a way to get the facility operational by 2022.

STRATEGIC PLANNING COMMITTEE – Pierre Sleiman, Chair

The committee is working to get the strategic planning process back on track and moving forward with short-term and long-range goals simultaneously. The committee is recommending looking at everything through a different lens. The goal is to have a two-day workshop via ZOOM sometime in March through May. It will be properly noticed in compliance with Bagley-Keene. Director Gelfand added that that given the pandemic crisis and the overall financial health of the organization there needs to be a new vision and/or master plan for the Fairgrounds that evens out the economic flows to create a more stable foundation.

PUBLIC COMMENT

Martha Sullivan
Cory Hao
Duncan McIntosh

DMTC LIAISON/SATELLITE WAGERING COMMITTEE – Richard Valdez, Chair

Committee Report

President of DMTC, Josh Rubinstein, introduced Dr. Rick Arthur, Equine Medical Director at the School of Veterinary Medicine at UC Davis where he is assigned full time to the California Horse Racing Board (CHRB) to speak to the health and safety of horses within the CHRB-regulated enclosures.

DMTC 2021 Budget Approval

President of DMTC Josh Rubinstein and CFO Mike Ernst reviewed their 2021 budget included in the Board packet on pages 36 through 50 for Board approval.

PUBLIC COMMENT

Martha Sullivan
Bonnie Croker
Jane Cartmill
Lori Saldana
Oscar de la Torre
Kim Mars

Director Frederick Schenk moved to approve the 2021 Budget for the Del Mar Thoroughbred Club as presented on pages 36 through 50 of the Board packet. Vice President Lisa Barkett seconded. President Richard Valdez, Vice President Lisa Barkett, Directors Michael Gelfand, Kathlyn Mead, Don Mosier, Sam Nejabat, Vice President Joyce Rowland, Frederick Schenk were in favor and the motion carried. Director Pierre Sleiman was not present for the vote.

(Recess: 4:24 p.m. to 4:34 p.m.)

CONTRACTS OVERSIGHT COMMITTEE – Richard Valdez, Chair

Delegation of Authority

Interim CEO Carlene Moore referred to pages 61-64 of the Board packet. The Delegation of Authority needs to be updated to reflect the change of adding a second Vice President. Interim CEO Moore suggested that the motion include the approval of the positions that have the Delegation of Authority not the names. President Richard Valdez asked that the motion be made to approve the documents, included in the Board packet on pages 61-64 with the amendment to include the second Vice President position. Director Kathlyn Mead moved for approval. Vice President Joyce Rowland seconded. President Richard Valdez, Vice President Lisa Barkett, Directors Michael Gelfand, Kathlyn Mead, Don Mosier, Sam Nejabat, Vice President Joyce Rowland, Frederick Schenk were in favor and the motion carried. Director Pierre Sleiman was not present for the vote.

FOOD & BEVERAGE COMMITTEE – Kathlyn Mead, Chair

Premier P&L Statement – December 2020

General Manager of Premier Food Services, Mark Wiggins, reviewed the December food and beverage report on page 65 of the board packet.

COMMUNITY RELATIONS COMMITTEE – Don Mosier, Co-Chair

Committee Report

Director Don Mosier announced that the Community Relations Committee meetings will be held on the third Tuesday of every month, so there is nothing to report at this time.

FINANCE COMMITTEE – Richard Valdez, Chair

Financial Report

Interim CEO Carlene Moore reviewed the financial report on pages 66-69 of the Board packet.

22nd DAA 2021 Budget Approval

Interim CEO Carlene Moore presented the newly formatted 2021 Proposed Operating Budget in detail. The budget can be found on the 22nd DAA website as an attachment. At this time, the budget only includes basic operating expenses and revenues and does not include food and beverage, Fair or Events due to so many uncertainties in 2021. As has been stated previously, as more information is gained regarding mass gatherings, staff will return to the board with additional program budgets for approval.

PUBLIC COMMENT

Martha Sullivan

Director Don Mosier moved to approve the 22nd DAA 2021 Operating Budget as proposed by staff. Director Michael Gelfand seconded. President Richard Valdez, Vice President Lisa Barkett, Directors Michael Gelfand, Kathlyn Mead, Don Mosier, Sam Nejabat, Vice President Joyce Rowland, Frederick Schenk were in favor and the motion carried. Director Pierre Sleiman was not present for the vote.

PUBLIC COMMENT – NON-AGENDA ITEMS

Martha Sullivan

RECESS TO CLOSED EXECUTIVE SESSION

The Board adjourned to Executive Session at 5:56 p.m.

RECONVENE TO OPEN SESSION

The Board reconvened to Open Session at 6:10 p.m. President Valdez reported that the Board conferred with and received advice from counsel on the items listed on the closed-session portion of the agenda and have nothing to report.

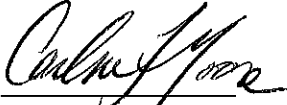
DIRECTORS REQUESTS & CLOSING COMMENTS

Board Committee Appointments

President Valdez will send out the updated Board Committee assignments in the next couple of weeks.

ADJOURNMENT

There being no further business to discuss, President Richard Valdez moved to adjourn the meeting, Vice President Lisa Barkett seconded, all were in favor and the meeting was adjourned 6:13 p.m.



Carlene Moore
Chief Executive Officer

APPROVED