

BOARD OF DIRECTORS MEETING
22ND DISTRICT AGRICULTURAL ASSOCIATION
MISSION TOWER, DEL MAR FAIRGROUNDS
2260 JIMMY DURANTE BOULEVARD
DEL MAR, CALIFORNIA

TUESDAY, FEBRUARY 23, 2021

1:30 P.M.

REPORTED BY: Kathryn L. Edwards, CSR No. 7288
via Zoom from San Diego, California

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IN ATTENDANCE

OFFICERS:

- Richard Valdez, President
- Lisa Barkett, First Vice President (via Zoom)
- G. Joyce Rowland, Second Vice President (via Zoom)
- Carlene Moore, Interim CEO/General Manager

DIRECTORS PRESENT:

- Michael Gelfand (via Zoom)
- Kathlyn Mead (via Zoom)
- Donald Mosier (via Zoom)
- Sam Nejabat (via Zoom)
- Frederick Schenk (via Zoom)
- Pierre Sleiman (via Zoom)

OFFICERS ABSENT:

DIRECTORS ABSENT:

ALSO PRESENT:

- Donna O'Leary, Executive Assistant
- Josh Caplan, Deputy Attorney General (via Zoom)

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1 DEL MAR, CALIFORNIA, TUESDAY, FEBRUARY 23, 2021

2 1:30 P.M.

3 ---o0o---

4 PRESIDENT VALDEZ: Welcome everybody to the
5 February 23rd, 2021 meeting of the Board of Directors
6 of the 22nd DAA.

7 Donna, can you please call roll.

8 DONNA O'LEARY: President Valdez.

9 PRESIDENT VALDEZ: Here.

10 DONNA O'LEARY: Vice President Barkett.

11 VICE PRESIDENT BARKETT: Here.

12 DONNA O'LEARY: Vice President Rowland.

13 VICE PRESIDENT ROWLAND: Here.

14 DONNA O'LEARY: Director Gelfand.

15 DIRECTOR GELFAND: Here.

16 DONNA O'LEARY: Director Mead.

17 DIRECTOR MEAD: Here.

18 (Momentary audio interference at meeting
19 site.)

20 DONNA O'LEARY: Director Mead.

21 She's muted.

22 PRESIDENT VALDEZ: You're muted, Kathlyn.

23 DIRECTOR MEAD: Thank you. Here.

24 DONNA O'LEARY: Okay. Director Mosier.

25 DIRECTOR MOSIER: Here.

1 DONNA O'LEARY: Director Nejabat.

2 You're muted. Director Nejabat.

3 DIRECTOR NEJABAT: Here.

4 DONNA O'LEARY: Okay. Director Schenk.

5 DIRECTOR SCHENK: Here.

6 DONNA O'LEARY: And Director Sleiman.

7 PRESIDENT VALDEZ: I don't believe he's
8 here yet.

9 Okay. Thank you everybody. We're going to
10 go on to item No. 3, and I'm gonna hand that on over
11 to interim CEO Carlene Moore.

12 CEO MOORE: Thank you, President Valdez.

13 So today's meeting was to present the
14 winning bid for the request for proposals for the
15 midway carnival operator, but we did receive a
16 protest as of yesterday. And so I'm going to now
17 pass it over to our counsel, Josh Caplan, to explain
18 further in terms of the next steps for us.

19 DEPUTY STATE ATTY. GEN. CAPLAN: Thank you,
20 Carlene.

21 So that the board is aware, now that a bid
22 protest has been filed, the board cannot take any
23 action in awarding any contract under this RFP at
24 this time, and we simply need to wait until DGS has
25 resolved the bid protest and the bid protest process

1 has been completed.

2 Over the course -- again, we don't know
3 what the timing will look like in terms of DGS's
4 calendar, but again the board simply cannot vote on
5 this item at this point because there is a pending
6 protest that was filed by the losing bidder.

7 PRESIDENT VALDEZ: Any questions on that?

8 We do have a couple of people signed up for
9 public comment on this agenda item, and I think that
10 we will obviously go forward with hearing from them.
11 But before that, anybody have any questions regarding
12 the process?

13 VICE PRESIDENT ROWLAND: I have one
14 question, which is how the protest and the timing
15 required for that fits into the necessity and the
16 time frame for needing to award the contract. How do
17 those two things mesh?

18 DEPUTY STATE ATTY. GEN. CAPLAN: I can try
19 to answer from my perspective and to the extent
20 Carlene has any additional information.

21 It's really difficult to predict how long
22 the process will take; that is the bid protest
23 process. The protest was -- the initial protest was
24 filed yesterday. The protesting party has hired a
25 law firm to prepare and work through the bid protest

1 process with DGS, and that attorney has requested an
2 extension from DGS to file its -- its long-form
3 protest document.

4 I have not seen anything from DGS on that.
5 But if the extension would be granted, that would be
6 due, I think, within the next two weeks -- I don't
7 have the exact date in front of me -- and then DGS
8 will issue some sort of statement or order setting
9 out the deadline for the district to provide a
10 response. They'll likely also provide the winning
11 bidder with an opportunity to respond, but we don't
12 know how long DGS will provide, if they'll provide
13 two weeks or something more than that.

14 And then the last remaining variable is,
15 once all the papers have been filed with DGS, it then
16 will sit with the DGS hearing officer on the protest.
17 And it is really difficult to predict how long that
18 will take. We have had some experience in the past
19 with other state agencies dealing with bid protests,
20 and, you know, because of remaining stay-at-home
21 orders in California, some of the decisions on the
22 bid protest side have been slower to come. I don't
23 know what that means.

24 And I know, Director Rowland, you're
25 looking for -- you're probably looking for dates and

1 how it impacts the fair this summer. I honestly
2 couldn't tell you if this will all be resolved in
3 March or April or sometime after that. And that's
4 just an -- it's just -- it's how the process will
5 work through DGS. That piece is out of our hands.

6 PRESIDENT VALDEZ: Carlene, did you want to
7 add anything?

8 CEO MOORE: I was just gonna add to that
9 that what we will also do is then explore what our
10 other -- what our options are in terms of fair
11 planning. Obviously there are a lot of uncertainties
12 around the June fair, this being one of them, but,
13 you know, COVID and ongoing impacts and things like
14 that as well. So we'll have more information to
15 present as we move forward, recognizing that it's
16 probably going to be, you know, to Josh's point,
17 several weeks, if not months, in the making.

18 VICE PRESIDENT ROWLAND: Well, just to
19 maybe speak the obvious: Is that, like, too late for
20 doing something in the fair? Isn't that a bit too
21 late to be able to do anything then?

22 CEO MOORE: Not necessarily. And that's
23 part of, you know, the options that we would explore.
24 Could be potentially continuing on with an
25 independent midway for this year if we're able to

1 have carnival rides. You know, and potentially,
2 depending on the outcome of DGS's review of the
3 protest, what that would look like in terms of, you
4 know, potential contract in the future, perhaps not
5 starting until the following year. I think there are
6 several options that we'll be looking at.

7 VICE PRESIDENT ROWLAND: Okay. So we are
8 not -- you know, it doesn't stop all planning from
9 going forward. We have some options if this isn't
10 resolved. That was my main concern.

11 CEO MOORE: Yes.

12 PRESIDENT VALDEZ: Any other questions
13 before I open up to public comment?

14 Okay. First up on -- we have -- since
15 there's only a couple people signed up for public
16 comment today, you have three minutes for your
17 comments. So the very first person signed up for
18 this agenda item is Mary Talley.

19 A/V TECHNICIAN: Mary, you're muted.

20 MARY TALLEY: Okay. How is that? Can you
21 hear me?

22 PRESIDENT VALDEZ: Yep.

23 MARY TALLEY: Can you guys hear me?

24 PRESIDENT VALDEZ: Yes.

25 MARY TALLEY: Okay. Sorry. I'm not very

1 good at this Zoom stuff.

2 So good afternoon. My name is Mary Talley.
3 I'm the vice president of Talley Amusements. I
4 cannot emphasize and express to all of you on the
5 board and the staff members on how excited we have
6 been having this opportunity to submit a proposal for
7 the single-source carnival contract in San Diego. It
8 has been a lot of hard work, for sure, and that's
9 what makes it so -- not so easy to point out a flaw
10 or mistakes that are made in such an important
11 process.

12 With that being said, Talley Amusements is
13 not only the highest-scoring bid, but the most
14 financially attractive proposer: A difference of an
15 estimated \$9.5 million more in revenue for the
16 22nd DAA over the course of a five-year contract.

17 Our attorney, John Moot, submitted
18 yesterday in person an initial protest that will be
19 followed by our full formal protest that will not
20 only lay out the reasons explaining why we are the
21 highest-scoring proposer, but it will also show how
22 our competitor failed to follow the rules and format
23 of the RFP 20-05. This will clarify to the board and
24 the evaluators that Talley Amusements is the
25 highest-scoring, most responsive and responsible

1 proposer evaluated.

2 We sincerely ask that the board of
3 directors today award the carnival contract to Talley
4 Amusements. We look forward to continuing to build
5 on our already 18-year relationship with the
6 San Diego County Fair. And I sincerely thank all of
7 you for your time today.

8 PRESIDENT VALDEZ: Thank you.

9 Next -- the next person is Adam West.

10 A/V TECHNICIAN: If you're calling in,
11 Adam, from the 1763 number, it's star six to un-mute.
12 Star six to un-mute.

13 ADAM WEST: I should be here now.

14 A/V TECHNICIAN: Yep. Yep. You're here.

15 ADAM WEST: President Valdez, Board
16 members, and Fair staff, thank you for the continued
17 opportunity to speak today. My name is Adam West. I
18 know we've been through our ups and downs since the
19 awarding of the game contract to RCS in December
20 2018. I don't feel I would be doing the district
21 justice if I hadn't been consistent.

22 In 2018, RFP 18-02 ended in a protest. In
23 2019, RFP 19-04 ended with DGS upholding a protest.
24 COVID hit, and the fair was postponed in 2020. At
25 the board meetings between May and September 2020 the

1 district only discussed re-issuing an RFP for games
2 and digital ticketing, but instead, on a day's
3 notice, decided to recommend a single-source carnival
4 RFP.

5 THE CERTIFIED STENOGRAPHER: Can you ask
6 him to slow down, please.

7 PRESIDENT VALDEZ: Adam, can you please
8 slow down so our court reporter can keep up with it.

9 ADAM WEST: I would only hope that fighting
10 for my family-owned small business and my place in
11 Del Mar shows my commitment to the San Diego County
12 Fair.

13 I have unfortunately been criticized for my
14 previous public records requests. Without those
15 requests I wouldn't have found facts that were needed
16 to show evidence of our conclusions. Buried in over
17 20,000 pages of documents were found amazing
18 information that have connected all the dots.

19 The district is going to lose over
20 \$8 million in revenue by deviating from an
21 independent midway. RCS bid the bare-bones minimum.
22 Previously the district received 48 percent of the
23 ride gross. Now RCS is only offering 35 percent,
24 which, compared to an estimated \$10 million ride
25 revenue, results in 13 percent less share for the

1 district. RCS will pay the fair \$1.3 million less
2 than that of the previous independent operators.

3 In addition, the fair is now going to split
4 the breakage with the carnival, which was previously
5 a hundred percent obtained without any splits between
6 the vendors. In 2019 the customers walked out of the
7 gates with over \$542,000 in tickets. \$1.3 million
8 less in ride-share, 1 percent less in game-share, and
9 possibly giving RCS \$270,000 in breakage, that's over
10 1.6 million a year lost. Times five possible
11 contract years equals a loss of over \$8 million. To
12 leave all the valued vendors in the dark in the
13 darkest year possible and also lose \$8 million when
14 money is hard to come by doesn't seem logical or
15 financially smart.

16 The CEO, the CFO, and all the accounting
17 staff have been turned over. These decisions are the
18 wrong answers. To accept the proposal for this RFP
19 that is almost \$10 million less than the competitor
20 makes one wonder who's making the decisions.

21 I have asked the board to dialogue with me.
22 This board hasn't asked the questions that should be
23 asked when issuing the largest RFP in San Diego
24 County Fair history but instead have criticized my
25 wife, myself, and others for representing themselves

1 and the people of California. Today is anyone even
2 going to ask a question? Or will this board just
3 continue to rubber stamp and remain silent?

4 I ask that this board just do what's right.
5 Understand families like mine are real and that
6 people are what really matter. Relationships are
7 built on trust. If mistakes have been made, let's
8 talk about them and move forward. Let bygones be
9 bygones. Together we can get through this if we stop
10 kicking the can down the road. I have always been
11 here and always will be here to help in any way I can
12 for the San Diego County Fair.

13 Thank you again for your time.

14 PRESIDENT VALDEZ: Thank you.

15 That's the last member of the public signed
16 up for this agenda item. And as stated by our
17 counsel, we will take no action on this item today,
18 pending the protest and DGS's review and outcome of
19 that review.

20 So that brings item No. 3 to a close,
21 unless there's additional questions.

22 Seeing none, we'll move on to item 4,
23 Public Comment. We have no members of the public
24 signed up for Public Comment today.

25 So now we are going to mute ourselves in

1 the Zoom setting or delete or sign off on -- on Zoom
2 and reconnect for closed session following the
3 instructions provided by Mr. Caplan. So we will go
4 immediately into closed session.

5 Kathryn, I think we will be in closed
6 session for quite a while. I would think about an
7 hour and a half is my best guess, but Donna will
8 contact you when we are going back into public
9 session.

10 (Recess for closed session: 1:44 P.M.
11 to 5:13 P.M.)

12 PRESIDENT VALDEZ: We're reconvening to
13 open session. The board considered the advice of
14 counsel on the items identified in the closed-session
15 portion of the agenda.

16 On to Directors Request and Closing
17 Comments.

18 As part of your board packet -- oh, I'm
19 sorry. Sorry.

20 Any board communications? Any questions
21 about that?

22 Okay. On to item B under 7.

23 Board committee assignments were included
24 in your board packet, and I look forward to the new
25 composition. If you have any questions, let me know.

1 There was a couple that were eliminated and kind of
2 combined. I'm trying to streamline a little bit and
3 try to have a couple fewer committees, but I think
4 they're pretty self-explanatory. But if you have any
5 questions, let me know.

6 I see none.

7 Item 8 is a little redundant here, For Your
8 Information/Correspondence. Any questions or
9 discussion?

10 Okay. And do I have a motion to adjourn?

11 DIRECTOR SCHENK: So moved.

12 PRESIDENT VALDEZ: All right. Thank you
13 very much for all of your help today, and I'll see
14 you on our next meeting. And I think that's March
15 9th. See you there everybody.

16 (Meeting adjourned at 5:16 P.M.)

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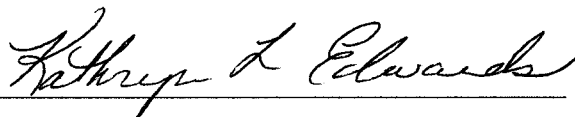
1 I, KATHRYN L. EDWARDS, Certified Shorthand Reporter in
2 and for the State of California, Certificate No. 7288,
3 do hereby certify:

4
5 That the proceedings were taken before me at the time
6 and place herein named; that said proceedings were
7 reported by me in machine shorthand and later
8 transcribed through computer-aided transcription under
9 my direction, and that the foregoing transcript is a
10 true record of the proceedings.

11
12 I do further certify that I am in no way interested in
13 the outcome of this proceeding nor related to any of the
14 participants or their respective counsel.

15
16 In witness whereof, I have hereunto set my hand this
17 10th day of March, 2021.

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Kathryn L. Edwards, CSR No. 7288

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