

Agenda Item 4.a

MINUTES

**SAN DIEGO CONVENTION CENTER CORPORATION
SPECIAL MEETING OF THE BOARD OF DIRECTORS
(TELECONFERENCE)
Tuesday, March 23, 2010**

**Teleconference Sites:
111 W. Harbor Drive, 2nd Floor, Executive Boardroom
San Diego, California 92101**

**401 West "A" Street, Ste, 2600
San Diego, CA 92103**

BOARD MEMBERS PRESENT: Chair Bob Nelson, Vice-Chair Alexis Gutierrez and Directors Nikki Clay, Chris Cramer, Cheryl Kendrick, Phil Blair, and Bruce Goodwin
BOARD MEMBERS ABSENT: Mick Musella
STAFF PRESENT: Carol Wallace, Theresa McAteer and Pat Evans (Recorder)
ALSO PRESENT: Donald M. Telford, Perry Dealy and Christopher Neils

1. **Call to Order**

Chair Bob Nelson called the meeting to order at 3:09 p.m. at 111 West Ash Street, San Diego, CA.

2. **Comments from the Audience – None**

3. **ACTION ITEMS**

a. Ratification of Authorization to Execute the Civic Theatre Operating Agreement

Pursuant to the terms of San Diego Convention Center Corporation ("SDCCC") Policy No. 504, SDCCC is required to ratify any business transaction of San Diego Theatres ("SDT") that involves the purchase, lease, possession or control of real property. Donald M. Telford, President & CEO of San Diego Theatres, presented a Memorandum that recommended ratification of a three-year Civic Theatre Operating Agreement between SDT and the City of San Diego. The SDT Board authorized execution of the Civic Theatre Operating Agreement at their Board Meeting of March 22, 2010. Mr. Telford also presented a summary of the Civic Theatre Operating Agreement which set forth the material terms of the agreement between the parties. Staff recommends that the SDCCC Board ratify the SDT Board's authorization to executive a three-year Civic Theatre Operating Agreement with the City of San Diego, effective March 1, 2010.

Directors Cramer and Gutierrez moved and seconded, respectively, to ratify the authorization of the San Diego Theatres' Board to executive a three-year Civic Theatre Operating Agreement with the City of San Diego. Vote:

AYES: 6

NAYS: 0

b. Ratification of Revision to San Diego Theatres Bylaws

As San Diego Theatres ("SDT") is structured as a subsidiary of the San Diego Convention Center Corporation ("SDCCC"), ratification of any revisions to SDT bylaws would be appropriate for the SDCCC Board of Directors. Donald M. Telford, President & CEO of San Diego Theatres, presented a Memorandum that summarized the proposed revisions to the SDT Bylaws. The SDT Board voted to approve the Bylaw revisions at their Board Meeting of March 22, 2010 and staff recommends that the SDCCC Board ratify the revisions to the SDT Bylaws.

Directors Cramer and Kendrick moved and seconded, respectively, to ratify the revisions to the San Diego Theatres' Bylaws. Vote:

AYES: 6

NAYS: 0

4. Closed Session: At 3:16 p.m. the meeting entered into closed session to discuss:

a. Conference with Real Property Negotiator [Govt. Code § 54956.8]

Property: Approximately 221,000 square feet of tideland area leased to Fifth Avenue Landing, LLC; approximately 86,000 square feet of land comprising the northerly portion of the tideland area and the adjacent District-owned roadway, all bayward of the San Diego Convention Center.

Negotiating Parties: Carol Wallace, President & CEO
San Diego Convention Center Corporation

Unified Port of San Diego

Under Negotiation: Instruction to Negotiator will concern price and terms of payment.

There being no action taken that required disclosure, the meeting resumed open session at 4:50 p.m.

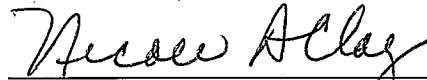
4. Urgent Non-Agenda Items (must meet the requirements of Government Code, Section 54954.2) : N/A

5. Executive Committee Comment [Govt. Code § 54954.2(a)(2)]: N/A

There being no further business, the meeting adjourned at 4:52 p.m.

CERTIFICATION

I, Nikki Clay, Secretary-Treasurer of the Board of the Directors of San Diego Convention Center Corporation, Inc. do hereby certify that the foregoing is a true and correct copy of the minutes of the business transacted by the Special Meeting of the Board of Directors of the San Diego Convention Center Corporation, Inc. at a duly noticed meeting held on March 23, 2010 and that said minutes were approved by the Board on April 30, 2010.



Nikki Clay, Secretary-Treasurer