

**SAN DIEGO CONVENTION CENTER CORPORATION  
BOARD OF DIRECTORS MEETING**

**WEDNESDAY, AUGUST 24, 2022, NOON  
111 W. Harbor Drive, 2<sup>nd</sup> Floor, Executive Boardroom  
San Diego, California 92101**

**AGENDA**

Pursuant to Government Code section 54953(e)(1)(B), City of San Diego City Council Resolution R-2022-396, and San Diego Convention Center Corporation Resolution No. 2022-05 approved on July 27, 2022, members of the San Diego Convention Center Corporation Board and all of its legislative bodies may participate in public meetings via teleconference or video conference. In the interest of reducing the spread of COVID-19, in-person public participation is prohibited at this time. Board meetings are held live via teleconference at the number indicated at the top of the agenda. Members of the public may participate live in the Board meeting and submit comments live on this teleconference line.

**Telephone number for members of the public  
to observe, listen, and address the meeting telephonically:  
1(888) 251-2909 – Access code is 6724115#**

**1. Call to Order – Carol Kim, Chair**

**2. Non-Agenda Public Comments**

This portion of the agenda provides an opportunity for members of the public to address the Board on items of interest within the jurisdiction of the Board that are not on the posted agenda. Pursuant to the Brown Act, no discussion or action shall be taken by the Board on items not posted on the agenda.

**3. Board Committee Reports and Board Action Items**

**Consent Agenda:**

- A. Approval of Minutes of Board Meetings of June 22, 2022, July 15, 2022 and July 27, 2022**
- B. Approval of a Resolution (No. 2022-12) of the San Diego Convention Center Corporation, Inc. Extending the Authorization for all or Partial Remote Teleconference Meetings of all Legislative Bodies as Needed During the COVID-19 Local and State Emergency Pursuant to *Brown Act* Provisions**

**Action Item(s):**

**C. Executive Committee (Carol Kim)**

- (1) Authorization to Approve Revised San Diego Convention Center Corporation Policy 505 re: Annual Performance Evaluation for President & Chief Executive Officer**
- (2) Approval of a Resolution (2022-13) of the San Diego Convention Center Corporation, Inc. Approving the Fourth Amendment to the Amended and Restated Employment Agreement**

**D. Budget Committee (Jeff Gattas)**

- (1) Authorization to Contract for Sewer Pump Replacement**
- (2) Authorization to Approve Meeting Room Trash Can Purchase**
- (3) Authorization to Execute Operating Memorandum Agreement Related to SDCC Facility Use**

- 4. President's Report (Rip Rippetoe)**
- 5. Chair's Report (Carol Kim)**
- 6. Board Comment [Govt. Code § 54954.2(a)(2)]**
- 7. Urgent non-agenda items (must meet the requirements of Government Code, Section 54954.2)**

**Adjournment**

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In compliance with Government Code section 54957.5, non-exempt written material that is distributed to the Board prior to the meeting will be available at the meeting or it may be viewed in advance of the meeting online at [visitsandiego.com](http://visitsandiego.com). Materials distributed to the board after the posting of this agenda also will be available. Please contact Pat Evans at (619)525-5131 or [pat.evans@visitsandiego.com](mailto:pat.evans@visitsandiego.com) if you would like to receive a copy of any material related to an item on this agenda.

Action items on this agenda may be consolidated for voting purposes into a single vote of the Board, to the extent they are routine or otherwise do not require further deliberation. A Board member may comment on an action item before it is voted upon as part of the consolidated vote; however, if a Board member wishes to discuss an action item, that item will not be included in the consolidated vote. If a member of the public wishes to comment upon an action item, they should so advise the Board chair at or before the public comment portion of the meeting, in which case that item will not be included in any consolidated vote.

## **Agenda Item 3.A**

### **MINUTES\* SAN DIEGO CONVENTION CENTER CORPORATION THE BOARD OF DIRECTORS**

#### **BOARD MEETING OF JUNE 22, 2022 Via Teleconference**

**BOARD MEMBERS PRESENT:** Chair Carol Kim and Directors Carlos Cota, Jeff Gattas and Elvin Lai

**BOARD MEMBER(S) ABSENT:** Directors Shawn VanDiver, Jaymie Bradford and Will Rodriguez-Kennedy

**STAFF PRESENT:** Rip Rippetoe, Mardeen Mattix, Corey Albright, Andy Mikschl and Pat Evans (Recorder)

**ALSO PRESENT:** Jennifer Lyon, General Counsel, Julie Coker, SDTA President & CEO

\*Audio copies of Board of Director meetings are available upon request. Please contact Pat Evans at (619)525-5131 or [pat.evans@visitsandiego.com](mailto:pat.evans@visitsandiego.com) to request a copy.

#### **1. Call to Order**

Chair Carol Kim called the Board Meeting to order at 12:08 p.m. in the Executive Boardroom of the San Diego Convention Center Corporation, 111 West Harbor Drive, San Diego, CA 92101.

Chair Kim then called roll to determine which Directors were present on the teleconference:

**Director Kim – Present**  
**Director Cota – Present**  
**Director Gattas – Present**  
**Director VanDiver - Absent**  
**Director Bradford – Absent**  
**Director Rodriguez-Kennedy – Absent**  
**Director Lai – Present**

All Directors were recorded as present except Directors Bradford, VanDiver and Rodriguez-Kennedy. Chair Kim noted that all votes taken during this meeting would be recorded via roll call vote.

**2. Non-Agenda Public Comment** – Chair Kim inquired if any member of the public wished to comment on any non-Agenda items. No members of the public responded to the

request for comment. CFO Mardeen Mattix introduced and welcomed Michael Milligan, the recently hired Executive Director of People and Culture.

**3. Board Committee Reports and Board Action Items:**

**Consent Agenda:**

Chair Kim inquired if any Director would like to pull a Consent Agenda item for discussion. Hearing no request to pull a Consent Agenda item, Chair Kim then inquired if any member of the public wished to comment on Agenda Items (3A) (3.A.1), (3.B) or (3C). No members of the public responded to the request for comment.

**A. Approval of Minutes of Board Meetings of April 27, 2022, and May 23, 2022**

**A.1 Approval of a Resolution (No. 2022-09) of the San Diego Convention Center Corporation, Inc. Confirming a Confidential Fairness of Compensation Review for the Corporation's Chief Financial Officer, and Chief Operating Officer**

**B. Approval of a Resolution (No. 2022-08) of the San Diego Convention Center Corporation, Inc. Extending the Authorization for all or Partial Remote Teleconference Meetings of all Legislative Bodies as Needed During the COVID-19 Local and State Emergency Pursuant to Brown Act Provisions**

**C. Authorization to Approve Revised/New People & Culture Policies:**

- **Motor Vehicle Policy**
- **Drug Free Workplace**
- **Accommodation for Employees Seeking Treatment/Rehabilitation**
- **San Diego Convention Center Employee Handbook (Condensed)**

**Directors Cota and Lai moved and seconded, respectively, to approve the Consent Agenda set forth hereinabove.**

**Director Kim – Aye**

**Director Cota – Aye**

**Director Gattas – Aye**

**Director VanDiver – Absent**

**Director Bradford – Absent**

**Director Rodriguez-Kennedy – Absent**

**Director Lai – Aye**

**Vote: Unanimous**

**AYES: 4**

**NAYS: 0**

**ABSTENTIONS: 0**



**Action Item(s):**

**D. Budget Committee (Jeff Gattas)**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.D.1). No members of the public responded to the request for comment.

**(1) Authorization to Contract for Workforce Management System (UKG)**

**Directors Cota and Lai moved and seconded, respectively, to award a contract extension, to UKG, Inc., including the addition of the onboarding module, for a term of three years.**

**Director Kim – Aye  
Director Cota – Aye  
Director Gattas – Aye  
Director VanDiver – Absent  
Director Bradford – Absent  
Director Rodriguez-Kennedy – Absent  
Director Lai – Aye**

**Vote: Unanimous**

**AYES: 4                      NAYS: 0                      ABSTENTIONS: 0**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.D.2). No members of the public responded to the request for comment.

**(2) Authorization to Ratify Revised FY23 SDCCC Budget**

**Directors Gattas and Lai moved and seconded, respectively, to Authorize Ratification of the Revised FY 23 SDCCC Budget.**

**Director Kim – Aye  
Director Cota – Aye  
Director Gattas – Aye  
Director VanDiver – Absent  
Director Bradford – Absent  
Director Rodriguez-Kennedy – Absent  
Director Lai – Aye**

**Vote: Unanimous**

**AYES: 4                      NAYS: 0                      ABSTENTIONS: 0**

Director Rodriguez-Kennedy joined the meeting at 12:20 p.m.

**E. Audit Committee (Jaymie Bradford)**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.E.1). No members of the public responded to the request for comment.

**(1) Authorization to Accept 2021 Pension Audit Results**

**Directors Lai and Cota moved and seconded, respectively, to Authorize Acceptance of the 2021 Pension Audit Results.**

**Director Kim – Aye  
Director Cota – Aye  
Director Gattas – Aye  
Director VanDiver – Absent  
Director Bradford – Absent  
Director Rodriguez-Kennedy – Aye  
Director Lai – Aye**

**Vote: Unanimous**

**AYES: 5      NAYS: 0      ABSTENTIONS: 0**

**F. Defined Contribution Committee (Will Rodriguez-Kennedy)**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.F.1). No members of the public responded to the request for comment.

**(1) Authorization to Approve Resolution No. 2022-07 re: Restated SDCCC Money Pension Purchase Plan**

**Directors Rodriguez-Kennedy and Lai moved and seconded, respectively, to Authorize Approval of Resolution No. 2022-07 re: Restated SDCCC Money Pension Purchase Plan.**

**Director Kim – Aye  
Director Cota – Aye  
Director Gattas – Aye  
Director VanDiver – Absent  
Director Bradford – Absent  
Director Rodriguez-Kennedy – Aye  
Director Lai – Aye**

**Vote: Unanimous**

**AYES: 5      NAYS: 0      ABSTENTIONS: 0**

**G. Sales & Marketing Committee (Carlos Cota)**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.G.1). No members of the public responded to the request for comment.

**(1) Authorization to Approve San Diego Tourism Authority Program of Work**

**Directors Cota and Lai moved and seconded, respectively, to Authorize Approval of the San Diego Tourism Authority's Program of Work.**

**Director Kim – Aye**

**Director Cota – Aye**

**Director Gattas – Aye**

**Director VanDiver – Absent**

**Director Bradford – Absent**

**Director Rodriguez-Kennedy – Aye**

**Director Lai – Aye**

**Vote: Unanimous**

**AYES: 5**

**NAYS: 0**

**ABSTENTIONS: 0**

**H. Executive Committee (Carol Kim)**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.H.1). No members of the public responded to the request for comment.

**(1) Discussion Item – Strategic Plan Progress Report**

Staff provided a timeline for future Strategic Plan reporting updates:

June 2022

- Strategic Plan Summary Report (FY22)
- Strategic Plan Finalized (FY23 & FY24)

September 2022

- Progress Report

November 2022

- Progress Report & Retreat Discussion
- Review/Add KPIs and Initiatives Through FY24

March 2023; June 2023; September 2023

- Progress Reports

November 2023

- Progress Report
- Imperatives & Timeframe Established for Next Strategic Plan

March 2024

- Progress Report

June 2024

- Strategic Plan Summary Report (FY23 & FY24)

- Next Strategic Plan Finalized (Timeframe TBD)

SDCCC Staff members who provided oversight of specific imperatives then provided summaries regarding the status of the goals associated with the five imperatives of the SDCCC FY22 Strategic Plan:

- Grow and Nurture Culture: Mardeen Mattix, CFO, reported:

Summary: To support and signify the increased emphasis on our workplace culture, we rebranded the HR department as the “People and Culture” department and discussed this focus during a series of team town halls. Working closely with Forward Talent Strategies, we have recruited a new Executive Director of People and Culture and identified the immediate need for a People and Culture Manager and HRIS Manager as key positions to rebuild the department. Once the new Executive Director has started, focus will begin on developing the employee surveys and building a training program during FY23/FY24.

To successfully recruit in this competitive labor market, we contracted with a professional Talent Management Company to bolster efforts and provide necessary resources to fill critical positions. We have boosted our recruitment marketing efforts through online ads, print materials, and presence at community job fairs. To aid employee retention, we used a compensation research database to complete a thorough review of all positions and adjust salaries to be at market rate. We are continuing to develop the long-term compensation philosophy with focus on reviews, benchmarks, performance measurements, and market conditions.

- Develop a Facility Maintenance and Improvement Program: Corey Albright, COO, reported:

Summary: The imperative for building maintenance and improvement falls into two segments of the lifecycle.

Planning and Development Projects: Once existing assets near end of useful life or additional assets are needed, the Planning and Development team plans for and oversees construction management projects to ensure successful completion. The assets are then commissioned and maintained by the Preventative Maintenance team.  
Progress:

- Hired Victoria Mitchell as Director of Planning and Development, started December 13, 2021.
- Hired Andrew Sry as Project Engineer, started April 18, 2022.
- Facility condition assessment draft completed, pending finalization.

Preventative Maintenance: Periodic inspections, maintenance, and routine repairs of our assets and building. This portion of the lifecycle is focused on maintaining what we already have during its useful life. Progress:

- Created a Facilities Engineer position, on target to begin recruiting by early July 2022.
- Converting our computerized maintenance management system (CMMS) to be cloud-based to allow real-time mobile work order management.
- Preventative Maintenance Program initiative combined into comprehensive facility and asset management program, target completion March 2023.
- Build Confidence for a Safe and Effective Reopening: Mardeen Mattix, CFO, and Andy Mikschl, EVP Sales, reported:

Although this imperative has been completed and will be removed from the plan in the future, staff provided the following summary of items related to resolution.

Summary: We have continued to implement and monitor COVID-19 health and safety protocols, in alignment with local, state, and federal requirements. All staff are complying with vaccination and/or testing requirements.

For conventions and meetings booked between January and June 2022, we have successfully retained more than 90% of those events. Attendance has been steadily building as consumer confidence builds and travel restrictions lift.

We continue to focus on booking strategies and our operational resources to service clients based on post-pandemic needs. As we face staffing challenges, we continue to look for ways to maintain excellent customer service while producing efficiencies to streamline operations. Examples of ways to implement change include standardizing room sets to reduce turnover costs for both clients and our corporation; evaluating rental rates and contract strategies to ensure we remain competitive; and standardizing food & beverage minimum requirements before giving rental discounts.

Now that we have been successfully open for event activity for nearly a year, since August 2021, staff recommend combining this Reopening imperative with the Business Model imperative. With this focus, we will continue to strategize how to generate greater regional impact while maintaining operational solvency and growing our internal business partner revenue

- Refine Business Model to Ensure Financial Viability: Mardeen Mattix, CFO, and Andy Mikschl, EVP Sales, reported:

Summary: Sales and Finance continue to look at pre-pandemic event attributes to determine high quality events to sharpen our focus on future bookings.

We have identified some common elements that make for premium bookings of short-term business, including room nights, attendance, food and beverage commitment, tech-focused shows, consumer shows and local trade shows of at least two days that bring local attendees to the convention center. The Sales team started booking based on these criteria over the past year and continues to polish these strategy attributes. In addition, staff is beginning to implement a revised ancillary pricing model to help increase incremental short-term revenue from event activity. We are also developing new booking policies regarding the rental structure for both long-term and short-term events, specifically related to complimentary meeting room allotments and food and beverage incentives. These policies will help grow overall revenues, leading to a more sustainable long-term business model.

To guide future operations, staffing, and budgeting, our strategic planning working groups are developing KPIs and initiatives for the next two years, FY23 and FY24. These strategic plan components will be reviewed at upcoming board meetings to ensure our staff and board members are aligned as we further refine our business model and focus areas.

- Engage the Community: Maren Dougherty, Executive Director of Marketing & Communications, reported:

Summary: During this quarter (April-June), we continued to strengthen our community partnerships and communications, meeting or exceeding all KPIs.

- Social media: With the hiring of Dylan James as our digital communications specialist, we have enhanced our use of video and photo content, including recruitment videos, event features, staff spotlights, and Comic-Con chocolate bar sneak peeks.
- Public relations: We earned positive media coverage related to event activity and our economic forecasts, including May feature stories in the San Diego Business Journal and the San Diego Union-Tribune. IAVM published an in-depth story on our sustainability efforts in the May/June issue of Venue Professional magazine and named SDCC employee Renee Jung to their 30 Under 30 list. We also hosted a Transplant Games press conference, attracting significant broadcast and print media to cover the announcement of the event taking place in San Diego for the first time in summer 2022.
- Presentations: Rip Rippetoe and our team presented locally and nationally, including a series of City Council presentations and industry panel discussions.
- Community Activities: We continued to participate in community job fairs and partnership activities such as the Downtown San Diego Partnership's April tree planting initiative.

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.H.2). No members of the public responded to the request for comment.

**(2) Authorization to Approve FY23/24 Strategic Plan**

**Directors Rodriguez-Kennedy and Lai moved and seconded, respectively, to Authorize Approval of the FY23/24 Strategic Plan.**

**Director Kim – Aye**

**Director Cota – Aye**

**Director Gattas – Aye**

**Director VanDiver – Absent**

**Director Bradford – Absent**

**Director Rodriguez-Kennedy – Aye**

**Director Lai – Aye**

**Vote: Unanimous**

**AYES: 5      NAYS: 0      ABSTENTIONS: 0**

**4. President’s Report (Rip Rippetoe) – Mr. Rippetoe reported:**  
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- Mr. Rippetoe reported that his tenure as an IAVM officer is ending, and he thanked the Board for their support.
- Dorianne Mormann was promoted to the position of the new General Manager for Centerplate/Sodexo San Diego.
- The BIO and Apartment events have done very well with attendance. Both events had attendance equal to, or higher than, pre-pandemic levels.
- SDTA has hired a VP of Sales, Michaelene Sullivan, who will report to Mr. Schieferdecker.
- The Coastal Commission has approved the final five-year permit for Comic-Con.
- Mr. Rippetoe has received a nomination to join the PCMA Board. If elected, the potential appointment would start in January 2023.
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**5. Chair’s Report (Carol Kim)**

- SDCCC will not have a Board meeting in July. The next Board meeting is scheduled for August 24, 2022, at Noon.
- An in-person Town Hall meeting is scheduled for Monday, June 27, 2022, at 10:00 a.m., 4:00 p.m. and 11:00 p.m. Directors are welcome to attend any of these sessions. Please let staff know if you will be attending.
- Chair Kim presented Board Directors with an animated “Simpson” caricature of the Board to commemorate the upcoming Comic-Con event.

**6. Board Comment [Govt. Code § 54954.2(a) (2)] – None**

**7. Urgent non-agenda items (must meet the requirements of Government Code, Section 54954.2): None**

8. **Closed Session:** The Board entered into closed session at 1:37 p.m. to discuss the items set forth hereinbelow. General Counsel Lyon added Executive Director Michael Milligan to the Agency Negotiators under Agenda Item (8.A). Ms. Lyon also added Mr. Milligan and COO Corey Albright as Agency Negotiators under Agenda Item (8.B).

**A. CONFERENCE WITH LABOR NEGOTIATOR [Govt. Code § 54957.6]**

**Agency Negotiator(s):** Rip Rippetoe, Mardeen Mattix, Corey Albright, Michael Milligan, and Jennifer Lyon

**Employee Organization:** SEIU-USWW

**B. CONFERENCE WITH LABOR NEGOTIATOR [Govt. Code § 54957.6]**

**Agency Negotiator(s):** Rip Rippetoe, Mardeen Mattix, Corey Albright, Michael Milligan, and Jennifer Lyon

**Employee Organization:** All SDCCC Unrepresented Employees

**C. EMPLOYEE PERFORMANCE EVALUATION**

**Government Code Section 54957**

**Title: President & CEO**

The Board returned to open session at 2:58 p.m.

Reporting out of closed session, General Counsel Lyon stated that the Board discussed item “8.A,” “8.B and “8.C.” Director Gattas did not attend closed session. Director Cota left closed session at 1:59 p.m. and he returned at 2:54 p.m. Director VanDiver joined closed session at 1:59 p.m. and he left at 2:54 p.m. There was a quorum of Directors present during the entire closed session. Regarding Agenda Items “8.A,” “8.B” and “8.C,” direction was given but no reportable action was taken.

There being no further business, the meeting adjourned at 3:05 p.m.

I, Jeff Gattas, Secretary of the Board of Directors of the 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 Board of Directors of the San Diego Convention Center Corporation, Inc., at a duly noticed meeting held on June 22, 2022 and that said minutes were approved by the Board of Directors on August 24, 2022.

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Jeff Gattas, Secretary



### **Agenda Item 3.A**

## **MINUTES\* SAN DIEGO CONVENTION CENTER CORPORATION THE BOARD OF DIRECTORS**

### ***SPECIAL BOARD MEETING OF JULY 15, 2022***

**BOARD MEMBERS** Chair Carol Kim and Directors Jeff Gattas, Will Rodriguez-  
**PRESENT:** Kennedy and Elvin Lai

**BOARD MEMBER(S)**  
**ABSENT:** Directors Carlos Cota, Shawn VanDiver and Jaymie Bradford

**STAFF PRESENT:** Rip Rippetoe and Pat Evans (Recorder)

#### **ALSO PRESENT:**

\*Audio copies of Board of Director meetings are available upon request. Please contact Pat Evans at (619)525-5131 or pat.evans@visitsandiego.com to request a copy.

#### **1. Call to Order**

Chair Carol Kim called the Board Meeting to order at 1:04 p.m. in the Executive Boardroom of the San Diego Convention Center Corporation, 111 West Harbor Drive, San Diego, CA 92101. Chair Kim then called roll to determine which Directors were present on the teleconference:

**Director Kim – Present**  
**Director Cota – Absent**  
**Director Gattas – Present**  
**Director VanDiver – Absent**  
**Director Bradford – Absent**  
**Director Rodriguez-Kennedy - Present**  
**Director Lai - Present**

All Directors were recorded as present except Director Cota, Director VanDiver and Director Bradford. Chair Kim noted that all votes taken during this meeting would be recorded via roll call vote.

#### **2. Non-Agenda Public Comments: – Chair Kim inquired if any member of the public wished to comment on any non-Agenda item. No members of the public responded to the request for comment.**

**3. Board Committee Reports and Action Items:**

Chair Kim inquired if any member of the public wished to comment on Agenda Item 3.A. No members of the public responded to the request for comment.

**Consent Agenda:**

**A. A Resolution (2022-10) of the San Diego Convention Center Corporation, Inc. Extending the Authorization for all or Partial Remote Teleconference Meetings of all Legislative Bodies as Needed During the COVID-19 Local and State Emergency Through August 22, 2022 Pursuant to *Brown Act* Provisions.**

**Directors Lai and Rodriguez-Kennedy moved and seconded, respectively, to approve the Resolution set forth hereinabove.**

**Director Kim – Aye  
Director Cota – Absent  
Director Gattas – Aye  
Director VanDiver – Absent  
Director Bradford – Absent  
Director Rodriguez-Kennedy - Aye  
Director Lai - Aye**

**Vote: Unanimous**

**AYES: 4                      NAYS: 0                      ABSTENTIONS: 0**

**4. Board Comment [Govt. Code § 54954.2(a)(2)] – None**

There being no further business, the meeting adjourned at 1:07 p.m.

**CERTIFICATION**

I, Jeff Gattas, Secretary of the Board of Directors of the 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 Board of Directors of the San Diego Convention Center Corporation, Inc., at a duly noticed meeting held on July 15, 2022, and that said minutes were approved by the Board of Directors on August 24, 2022.

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Jeff Gattas, Secretary

### **Agenda Item 3.A**

## **MINUTES\* SAN DIEGO CONVENTION CENTER CORPORATION THE BOARD OF DIRECTORS**

### ***SPECIAL BOARD MEETING OF JULY 27, 2022***

**BOARD MEMBERS** Chair Carol Kim and Directors Carlos Cota, Jeff Gattas, Will  
**PRESENT:** Rodriguez-Kennedy and Jaymie Bradford

**BOARD MEMBER(S)**  
**ABSENT:** Directors Shawn VanDiver and Elvin Lai

**STAFF PRESENT:** Rip Rippetoe and Pat Evans (Recorder)

#### **ALSO PRESENT:**

\*Audio copies of Board of Director meetings are available upon request. Please contact Pat Evans at (619)525-5131 or pat.evans@visitsandiego.com to request a copy.

#### **1. Call to Order**

Chair Carol Kim called the Board Meeting to order at 3:05 p.m. in the Executive Boardroom of the San Diego Convention Center Corporation, 111 West Harbor Drive, San Diego, CA 92101. Chair Kim then called roll to determine which Directors were present on the teleconference:

**Director Kim – Present**  
**Director Cota – Present**  
**Director Gattas – Present**  
**Director VanDiver – Absent**  
**Director Bradford – Present**  
**Director Rodriguez-Kennedy - Present**  
**Director Lai - Absent**

All Directors were recorded as present except Director VanDiver and Director Lai. Chair Kim noted that all votes taken during this meeting would be recorded via roll call vote.

#### **2. Non-Agenda Public Comments: – Chair Kim inquired if any member of the public wished to comment on any non-Agenda item. No members of the public responded to the request for comment.**

**3. Board Committee Reports and Action Items:**

Chair Kim inquired if any member of the public wished to comment on Agenda Item 3.A. No members of the public responded to the request for comment.

**Consent Agenda:**

**A. A Resolution (2022-11) of the San Diego Convention Center Corporation, Inc. Extending the Authorization for all or Partial Remote Teleconference Meetings of all Legislative Bodies as Needed During the COVID-19 Local and State Emergency Through August 27, 2022 Pursuant to *Brown Act* Provisions.**

**Directors Bradford and Cota moved and seconded, respectively, to approve the Resolution set forth hereinabove.**

**Director Kim – Aye  
Director Cota – Aye  
Director Gattas – Aye  
Director VanDiver –Absent  
Director Bradford – Aye  
Director Rodriguez-Kennedy - Aye  
Director Lai - Absent**

**Vote: Unanimous**

**AYES: 5                      NAYS: 0                      ABSTENTIONS: 0**

**Action Item (s):**

Chair Kim inquired if any member of the public wished to comment on Agenda Item 3.B. No members of the public responded to the request for comment.

**B. Authorization to Purchase Meeting Room Carpet Materials**

**Directors Gattas and Bradford moved and seconded, respectively, to authorize the Purchase of Meeting Room Carpet at a cost not to exceed \$621,600.**

**Director Kim – Aye  
Director Cota – Aye  
Director Gattas – Aye  
Director VanDiver –Absent  
Director Bradford – Aye  
Director Rodriguez-Kennedy - Aye  
Director Lai - Absent**

**Vote: Unanimous**

**AYES: 5**

**NAYS: 0**

**ABSTENTIONS: 0**

4. **Board Comment [Govt. Code § 54954.2(a)(2)]** – Chair Kim reported that Comic-Con hosted a successful event and the stakeholder tours received very positive feedback.

There being no further business, the meeting adjourned at 3:18 p.m.

#### **CERTIFICATION**

I, Jeff Gattas, Secretary of the Board of Directors of the 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 Board of Directors of the San Diego Convention Center Corporation, Inc., at a duly noticed meeting held on July 27, 2022, and that said minutes were approved by the Board of Directors on August 24, 2022.

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Jeff Gattas, Secretary

**Agenda Item 3.B**

**SAN DIEGO CONVENTION CENTER CORPORATION  
M E M O R A N D U M**

**TO:** Board of Directors

**FROM:** Jennifer Lyon, General Counsel

**DATE:** For the Agenda of August 24, 2022

**RE:** A RESOLUTION (2022-12) OF THE SAN DIEGO CONVENTION CENTER CORPORATION, INC. EXTENDING THE AUTHORIZATION FOR ALL OR PARTIAL REMOTE TELECONFERENCE MEETINGS OF ALL LEGISLATIVE BODIES AS NEEDED DURING THE COVID-19 LOCAL AND STATE EMERGENCY PURSUANT TO BROWN ACT PROVISIONS.

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**BACKGROUND**

On March 17, 2020 the Governor issued Executive Order N-29-20 related to the COVID-19 pandemic. Pursuant to his Executive Order certain requirements under the Ralph M. Brown Act ("Brown Act") that govern the procedure for public meetings were suspended allowing legislative bodies of agencies across the State to conduct meetings remotely. Executive Order N-29-20 expired on September 30, 2021. On September 16, 2021, the Governor signed into law AB 361 which amends the Brown Act to allow continued flexibility for conducting public meetings. AB 361 was effective on October 1, 2021.

**DISCUSSION**

AB 361 amended Government Code section 54953 of the Brown Act to allow virtual public meetings through January 1, 2024 in any of the following circumstances:

- The legislative body holds a meeting during a proclaimed state of emergency, and state or local officials have imposed or recommended measures to promote social distancing.
- The legislative body holds a meeting during a proclaimed state of emergency for the purpose of determining, by majority vote, whether as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees.

- The legislative body holds a meeting during a proclaimed state of emergency and has determined, by majority vote, that, as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees.

These circumstances allow public agencies to hold entirely virtual and partially virtual public meetings during the current pandemic while California is in a proclaimed state of emergency. If a public meeting is held virtually under the new provisions of AB 361, the agenda must still be posted under the appropriate timelines: 72 hours in advance for a regular board meeting, and 24 hours in advance for a special meeting. The agenda must include the meeting link or dial-in, so that members of the public may access the meeting electronically. Also, the following are requirements under AB 361 for public comments during virtual meetings:

- Members of the public must be allowed to directly address the legislative body or board in real-time during the meeting.
- Legislative bodies or boards can no longer require public comments to only be submitted in writing in advance.
- When legislative bodies or boards use agenda items with timed public comment periods, they must allow those time limits to expire before closing public comment.
- When legislative bodies or boards take public comment separately on each agenda item, they must allow a reasonable amount of time per agenda item.
- In the event the meeting broadcast is disrupted, or if a technical issue on the agency's end disrupts public comment, the legislative body or board cannot take any further action on the agenda until the technical issue is resolved.

Most significantly, to continue to hold virtual meetings under AB 361 when a state of emergency remains active, the legislative body/board must make findings every 30 days that:

- The legislative body/board has reconsidered the circumstances of the state of emergency; and
- The state of emergency continues to directly impact the ability of the members to meet safely in person or state or local officials continue to impose or recommend measures to promote social distancing.

On September 28, 2021, the Board approved the first resolution to allow for remote meetings and extended that regularly thereafter. On April 14, April 27, May 23, June 22, July 15, and July 27 the Board approved resolutions to allow for virtual meetings. The attached Resolution includes the necessary findings to allow the Board and all its standing committees to extend the authorization to continue to meet all or partially in a virtual mode while this local and state emergency continues for another 30 days. The attached Resolution shows that the Board did consider and reconsider the emergency circumstances and the need to meet remotely. The Resolution includes the fact that the State of California and the City of San Diego declared

emergencies in March of 2020 and that those emergency declarations are still in effect. The City of San Diego recently (8-2-2022) approved a resolution to allow it and all its legislative bodies, which includes SDCCC, to meet remotely pursuant to AB 361.

Additionally, local conditions still require necessary precautions related to COVID-19 because state and/or local officials have imposed or recommended measures to promote social distancing, such as when there have been recent exposures to COVID-19 positive individuals or persons are experiencing any symptoms of illness. Also, having the legislative bodies of the San Diego Convention Center Corporation conduct in-person meetings at this time would present imminent risks to the health and safety of attendees due to the small size of the Board meeting room, the unknown number of attendees, the potential need for booster shots, the contagious nature of the Omicron variant and other COVID-19 variants, the unknown vaccination status of members of the public who might attend meetings, and the need for a specific number of directors to be present during a meeting to have a quorum for the conduct of business. This Resolution does not mandate that all public meetings be virtual public meetings; it merely lays the framework to allow for all virtual or partially virtual meetings during this pandemic.

Please note that these public meetings under the Brown Act are drastically different than the conventions that are held in the Center because the conventions are held in large areas of the Center and are not freely accessible to the public. The conventions are held under State requirements at this time which may require proof of vaccine status or negative COVID-19 tests for attendance at the conventions. Those same requirements are not in place for members of the public who might attend a Board meeting. Additionally, a person can choose not to attend a convention if they are sick or have been exposed to a person with COVID-19. Directors are required to attend Board meetings because the Board needs a quorum to transact its business.

### **STAFF RECOMMENDATION**

Staff recommends that the Board approve the attached Resolution.

Attachment:

1. Corporation Resolution



### **Agenda Item 3.B**

#### **RESOLUTION NO. 2022-12**

#### **A RESOLUTION OF THE SAN DIEGO CONVENTION CENTER CORPORATION, INC. EXTENDING THE AUTHORIZATION FOR ALL OR PARTIAL REMOTE TELECONFERENCE MEETINGS OF ALL LEGISLATIVE BODIES AS NEEDED DURING THE COVID-19 LOCAL AND STATE EMERGENCY PURSUANT TO BROWN ACT PROVISIONS.**

**WHEREAS**, the San Diego Convention Center Corporation (“SDCCC”) is committed to preserving and nurturing public access and participation in meetings of SDCCC and its advisory bodies/standing committees;

**WHEREAS**, all meetings of SDCCC’s legislative bodies, as defined in the Ralph M. Brown Act (“Brown Act” Cal. Gov. Code 54950 – 54963), are open and public so that any member of the public may attend, participate, and observe the bodies conduct their business;

**WHEREAS**, Government Code section 54953(e), makes provisions for remote teleconferencing participation in meetings by members of a legislative body and the public, without compliance with the requirements of Government Code section 54953(b)(3), subject to the existence of certain conditions;

**WHEREAS**, a required condition is that a state of emergency is declared by the Governor or a local agency pursuant to state law, proclaiming the existence of conditions of disaster or of extreme peril to the safety of persons and property within the state or local agency caused by conditions as described in Government Code section 8558;

**WHEREAS**, it is further required that state and/or local officials have imposed or recommended measures to promote social distancing, and that the legislative body meeting in-person would present imminent risks to the health and safety of attendees;

**WHEREAS**, a state of emergency was proclaimed on March 4, 2020 by the Governor of the State of California as a result of the threat of COVID-19, and the City of San Diego proclaimed a local state of emergency related to COVID-19 on March 12, 2020 which has been continued regularly thereafter as required by law;

**WHEREAS**, the state of emergency continues to exist at a state and local level, and the Board has reconsidered the circumstances of the emergency;

**WHEREAS**, orders from state and/or local officials continue to recommend social distancing measures to prevent an imminent risk to health and safety as a result of COVID-19;

**WHEREAS**, as a consequence of the state and local emergency and pursuant to the City of San Diego resolution, the Board does hereby find that the legislative bodies of SDCCC, as defined in the Brown Act, may conduct their meetings without compliance with paragraph (3) of subdivision (b) of Government Code section 54953, as authorized by subdivision (e) of section 54953, and that such bodies shall comply with the requirements to provide the public with access to the meetings as prescribed in paragraph (2) of subdivision (e) of section 54953;

### **Agenda Item 3.B**

**WHEREAS**, the agendas for all remote meetings of SDCCC’s legislative bodies shall identify and include an opportunity for all persons to attend via a call-in option or an internet-based service option and provide a method for real-time public comments as required by law; and

**WHEREAS**, the Board approved a resolution pursuant to Government Code section 54953(e) on July 27, 2022, has reconsidered it, and wishes to extend it at this time.

**NOW, THEREFORE**, be it resolved by the Board of Directors of the San Diego Convention Center Corporation (the “Board”) as follows:

1. Recitals. The recitals set forth above are true and correct and are incorporated into this Resolution as findings.
2. Reconsideration of State of Emergency. The Board continues to acknowledge the Governor’s Proclamation of State of Emergency, effective as of its issuance date of March 4, 2020, and the City of San Diego Mayor’s Proclamation of State of Emergency, effective March 12, 2020 which have been continued regularly thereafter. The Board has reconsidered the circumstances of this state of emergency.
3. Social Distance Measures and Risks: The Board finds that the state of emergency continues to directly impact the ability of the members to meet safely in person. The Board further finds that state and/or local officials continue to impose or recommend measures to promote social distancing to reduce exposure to COVID-19 and its transmission, such as when there have been recent exposures to COVID-19 positive individuals or persons are experiencing any symptoms of illness. In compliance with recommended or mandated state and/ or local social distancing measures, the Board further finds that having the legislative bodies of the San Diego Convention Center Corporation conduct in-person meetings at this time would present imminent risks to the health and safety of attendees due to the small size of the Board meeting room, the unknown number of attendees, the potential need for booster shots, the contagious nature of the Omicron variant and other COVID-19 variants, the unknown vaccination status of members of the public who might attend meetings, and the need for a specific number of directors to be present during a meeting to have a quorum for the conduct of business.
4. Remote Teleconference Meetings. The President & CEO, or designee, and the legislative bodies of the San Diego Convention Center Corporation are hereby authorized and directed to take all actions necessary to carry out the intent and purpose of this Resolution including, conducting open and public meetings in accordance with Government Code section 54953(e) as needed and other applicable provisions of the Brown Act.

### **Agenda Item 3.B**

5. Effective Date of Resolution. This Resolution shall take effect immediately upon its adoption. This Resolution applies for at least 30 days. The Board may extend the terms of this Resolution as required by law every 30 days.

**PASSED, APPROVED and ADOPTED** this 24th day of August, 2022 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

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Carol Kim, Chairperson

ATTEST:

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Jeff Gattas, Secretary of the Board

## Agenda Item 3.C.1

### SAN DIEGO CONVENTION CENTER CORPORATION

#### CORPORATE POLICY

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**Subject:** ANNUAL PERFORMANCE EVALUATION PROCESS FOR PRESIDENT & CHIEF EXECUTIVE OFFICER

**Policy#:** 505

**Date:** August 24, 2022

**Page:** Page 1 of 2

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#### **Purpose:**

The purpose of this policy is to establish a documented process for annually evaluating the performance of SDCCC's President & Chief Executive Officer (CEO). The SDCCC Board of Directors (Board) shall review the performance and compensation of the President & CEO at least once each year.

#### **Policy:**

##### President & CEO

In accordance with the bylaws of the Corporation, the day-to-day operation of the Corporation may be delegated from the Board to the President & CEO, however, the President & CEO remains subject to the control, advice, and consent of the Board. Accordingly, evaluating the performance of the President & CEO is one of the most important duties of the Board. This performance evaluation process is designed to include the active participation of Board members, the President & CEO, and appropriate Corporation staff.

Each year, leading up to the start of SDCCC's fiscal year, the Board Chair will select an ad hoc committee ("Committee") of no more than three Board members to help guide the performance evaluation process. The Committee will select a date for a closed session discussion of the performance evaluation.

The Committee will provide the President & CEO with a confidential self-performance evaluation to be returned to the Committee prior to the Board's discussion of the performance evaluation.

The Committee will also facilitate a 360-degree evaluation of information and feedback gathered from direct reports, the executive team, other employees of the Corporation, and industry partners. The Committee may also consider customer satisfaction surveys. The Committee will evaluate the validity and relevance of 360-degree responses and surveys and use such information in the feedback and evaluation of the President & CEO as outlined in the evaluation criteria below. Such information may be included with the Committee's recommendation to the Board. Any written evaluation forms or documents will be sent through the General Counsel.

In determining the performance criteria for each performance evaluation period, the following guidelines shall be observed:

### **Agenda Item 3.C.1**

1. The criteria should address the President & CEO's performance in meeting the Board's strategic Imperatives as defined and outlined in Board Policy 528 for Strategic Planning. The President & CEO's performance on each key business Imperative will collectively be weighted as 50% of the evaluation. The strategic imperatives are the jointly defined goals and objectives between the Board and the President & CEO.
2. The criteria should address the President & CEO's leadership competencies including but not limited to: vision and strategy, maximizing talent, technical expertise, judgment and decision making, and leading change. The President & CEO's leadership competencies will be weighted as 50% of the evaluation.
3. In evaluating the President & CEO's performance and competencies under each criterion, each Committee member should provide an evaluation recommendation as well as specific suggestions about how the President & CEO excels/meets goals and ideas for improvement of performance as applicable under that criterion in the future.

The Board will meet at least once in closed session to receive the Committee's recommendation and discuss the performance of the President & CEO, with or without the presence of the President & CEO. The Board will provide feedback directly to the President & CEO either in closed session and/or via the Committee. The President & CEO will be given an opportunity to respond to the comments of the Board and to provide summary reports of administrative and personnel functions as needed. The Committee will meet with the President & CEO to finalize the evaluation and provide a recommendation to the Board related to any compensation adjustments. The evaluation process will be complete by the end of each fiscal year. The Board will consider any changes to compensation as it deems appropriate in light of the overall evaluation of performance and vote on any changes to compensation in open session and as required by applicable law.

This policy does not preclude the Board from conducting informal sessions to evaluate performance as needed throughout the year.

Approved by the Board of Directors March 22, 2017

Amended by the Board of Directors August 24, 2022



## Agenda Item 3.C.1

### SAN DIEGO CONVENTION CENTER CORPORATION

#### CORPORATE POLICY

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**Subject:** ANNUAL PERFORMANCE EVALUATION PROCESS FOR PRESIDENT & CHIEF EXECUTIVE OFFICER

**Policy#:** 505

**Date:** ~~August~~ April 24<sup>th</sup>, 2022

**Page:** Page 1 of 2

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#### Purpose:

The purpose of this policy is to establish a ~~general~~ documented process for annually evaluating the performance of SDCCC's President & Chief Executive Officer (CEO). The SDCCC Board of Directors (Board) shall review the performance and compensation of the President & CEO at least once each year.

#### Policy:

##### President & CEO

In accordance with the bylaws of the Corporation, the day-to-day operation of the Corporation may be delegated from the Board to the President & CEO, however, the President & CEO remains subject to the control, advice, and consent of the Board. Accordingly, evaluating the performance of the President & CEO is one of the most important duties of the Board. This performance evaluation process is designed to include the active participation of Board members, the President & CEO, and appropriate Corporation staff.

~~Throughout the year, the Board and President & CEO shall jointly define goals and performance objectives they deem necessary for the proper operation of the Corporation in the attainment of the Board's policy objectives and shall establish relative priority among the various goals and objectives.~~

Each year, ~~leading up to around the anniversary date of the President & CEO's commencement of employment~~ start of the SDCCC's fiscal year, the Board Chair will select an ad hoc committee ("Committee") of no more than three Board members to help guide the performance evaluation process. The Committee will select a date for a closed session discussion of the performance evaluation.

The Committee will provide the President & CEO with a confidential self-performance evaluation to be returned to the Committee prior to the Board's discussion of the performance evaluation.

The Committee will also facilitate a 360-degree evaluation of information and feedback gathered from direct reports, and the executive team, and other employees of the Corporation, and industry partners. The Committee may also consider customer satisfaction surveys. The Committee will evaluate the validity and relevance of 360-degree responses and surveys. If desired, the Committee will also direct General Counsel to provide the Board with a confidential performance evaluation

### Agenda Item 3.C.1

~~form to be completed by the Board members prior to the date of the board meeting set for the performance evaluation and use such information in the feedback and evaluation of the President & CEO as outlined in the evaluation criteria below. Such information may be included with the Committee's recommendation to the Board. Any written evaluation forms or documents will be sent through the General Counsel.~~

In determining the performance criteria for each performance evaluation period, the following guidelines shall be observed:

1. The criteria should address the President & CEO's performance in meeting the Board's strategic Imperatives as defined and outlined in Board Policy #### for Strategic Planning. The President & CEO's performance on each key business Imperative will collectively be weighted as 50% of the evaluation. The strategic imperatives are the jointly defined goals and objectives between the Board and the President & CEO.
2. The criteria should address the President & CEO's leadership competencies including but not limited to: vision and strategy, maximizing talent, technical expertise, judgment and decision making, and leading change. The President & CEO's leadership competencies will be weighted as 50% of the evaluation.
3. In evaluating the President & CEO's performance and competencies under each criterion, each Committee member should provide an evaluation recommendation as well as specific suggestions about how the President & CEO excels/meets goals and ideas for improvement of performance as applicable under that criterion in the future.

The Board will meet at least once in closed session to receive the Committee's recommendation and discuss the performance of the President & CEO, with or without the presence of the President & CEO. The Board will provide feedback directly to the President & CEO either in closed session and/or via the Committee. The President & CEO will be given an opportunity to respond to the comments of the Board and to provide summary reports of administrative and personnel functions as needed. The Committee will meet with the President & CEO to finalize the evaluation and provide a recommendation to the Board related to any compensation adjustments. The evaluation process will be complete by the end of each fiscal year. The Board will consider any changes to compensation as it deems appropriate in light of the overall evaluation of performance and vote on any changes to compensation in open session and as required by applicable law.

~~This is the process to be generally followed for the annual performance evaluation, but it can be modified as necessary if mutually agreed to by the Committee and President & CEO.~~ This policy does not preclude the Board from conducting informal sessions to evaluate performance as needed throughout the year.



## **Agenda Item 3.C.2**

### **Agenda Item**

# **SAN DIEGO CONVENTION CENTER CORPORATION M E M O R A N D U M**

**TO: Board of Directors**

**FROM: Carol Kim, Chairperson**

**DATE: For the Agenda of August 24, 2022**

**RE: Approval of a Resolution of the San Diego Convention Center Corporation, Inc. Approving the Fourth Amendment to the Amended and Restated Employment Agreement**

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### **BACKGROUND**

After a professional recruitment, in March of 2016, the Board of Directors hired Rip Rippetoe (“Rippetoe”) as the President & CEO of the San Diego Convention Center Corporation (“Corporation”). He began work on April 18, 2016. In June of 2017, the Board approved an Amended and Restated Employment Agreement (“Amended Agreement”) with Rippetoe. In March and June of 2020, the Board approved the First and Second Amendments to the Amended Agreement. In December of 2021, the Board approved the Third Amendment.

### **DISCUSSION**

In June of 2022, the Board evaluated the performance of Rippetoe and found that he has performed well. His recent performance evaluation concluded that he has served the Corporation well, especially during the most recent challenges of the COVID-19 pandemic. Rippetoe’s Amended Agreement has a term until June 30, 2027 unless extended or terminated sooner pursuant to the Agreement’s provisions. The parties wish to amend Rippetoe’s base salary effective July 1, 2022. The Board conducted a confidential fairness of compensation review pursuant to the Corporation’s Amended and Restated Bylaws and applicable state laws of the proposed compensation embodied in the Fourth Amendment to the Amended Agreement and has found that the proposed compensation is just and reasonable based on its review of salaries of other comparable positions in the convention center and venue industry and other comparable agencies.



### **Agenda Item 3.C.2**

#### **RECOMMENDATION**

That the Board approve the Resolution to approve the Fourth Amendment.

#### **Attachments:**

1. Resolution
2. Proposed Fourth Amendment

**Agenda Item 3.C.2**

**FOURTH AMENDMENT TO AMENDED AND  
RESTATED EMPLOYMENT AGREEMENT  
between  
The San Diego Convention Center Corporation  
and  
Clifford Rippetoe**

This Fourth Amendment to Amended and Restated Employment Agreement ("Third Amendment") is entered into this 24th day of August 2022 (hereinafter "Effective Date"), by and between the San Diego Convention Center Corporation, California, a California nonprofit public benefit corporation (hereinafter "Corporation") and Clifford Rippetoe, an individual (hereinafter "Officer") (Corporation and Officer referred to collectively as "Parties") with respect to the employment of Officer as the President and Chief Executive Officer of the Corporation.

**RECITALS**

**WHEREAS**, on March 16, 2016, the Corporation and Officer entered into the Employment Agreement and thereafter on June 21, 2017, entered into the Amended and Restated Employment Agreement ("Amended Agreement");

**WHEREAS**, such Amended Agreement requires the Board to conduct a formal evaluation of Officer's performance at least once each year;

**WHEREAS**, due to the unprecedented and far-reaching impacts of COVID-19, the Board and Officer agreed to the First Amendment and Second Amendment to the Amended Agreement in March and June of 2020; and

**WHEREAS**, the Board conducted a performance evaluation of Officer in November of 2021, and the Board approved the Third Amendment to the Amended Agreement on December 14, 2021; and

**WHEREAS**, the Board conducted a performance evaluation of Officer in June of 2022, and the now desires to make the following amendments to the Amended Agreement and Third Amendment.

**NOW, THEREFORE**, in consideration of the mutual covenants herein contained, the parties agree as follows:

**Section 1.** Section 2 of the Third Amendment is specifically superseded and replaced by this Fourth Amendment.

**Section 2.** Section 3(A)(1)(a) of the Amended Agreement shall be amended in its entirety and replaced with the following text (underlined text represents the change from the language in the Third Amendment):

- (a) For July 1, 2021 through June 30, 2022, the annual base salary for the position of President and Chief Executive Officer shall remain

### **Agenda Item 3.C.2**

at **\$327,818**. Beginning July 1, 2022, the annual base salary for the position of President and Chief Executive Officer shall be **\$344,208.90**. Thereafter, the annual base salary for the position of President and Chief Executive Officer may be increased at the discretion of the Board provided, however, that without any further action of the Board, the annual base salary shall increase automatically each year as described below effective July 1 of the applicable year for 2023, 2024, 2025 and 2026: in an amount equal to the most recent annual cost of living adjustment where "Cost-of-Living" is the California Consumer Price Index for Urban Wage Earners and Clerical Workers as calculated by the Department of Industrial Relations or in the amount of 3%, whichever is less.

**Section 3.** Except as stated herein, all other terms of the Amended Agreement, First Amendment, Second Amendment, and Third Amendment shall remain in full force in effect.

**Section 4.** The amendment in Section 2 above shall be effective as of July 1, 2022.

IN WITNESS WHEREOF the Parties have executed this Fourth Amendment as of the day and year first above written.

CORPORATION

OFFICER

By: \_\_\_\_\_  
Carol Kim, Chairperson

By: \_\_\_\_\_  
Clifford "Rip" Rippetoe

APPROVED AS TO FORM:

By: \_\_\_\_\_  
Jennifer M. Lyon, General Counsel

## Agenda Item 3.C.2

### RESOLUTION NO. 2022-13

**A RESOLUTION OF THE SAN DIEGO CONVENTION CENTER CORPORATION, INC. FINDING THAT THE COMPENSATION OF THE PRESIDENT AND CEO IS JUST AND REASONABLE AND AUTHORIZING THE CHAIR TO EXECUTE THE FOURTH AMENDMENT TO THE AMENDED AND RESTATED EMPLOYMENT AGREEMENT BETWEEN THE CORPORATION AND RIPPETOE TO AMEND THE TERMS OF EMPLOYMENT AS SPECIFIED HEREIN**

**WHEREAS**, after a professional recruitment, in March of 2016, the Board of Directors hired Rip Rippetoe (“Rippetoe”) as the President & CEO of the San Diego Convention Center Corporation (“Corporation”). He began work on April 18, 2016 pursuant to an employment agreement; and

**WHEREAS**, the Corporation and Rippetoe entered into an Amended and Restated Employment Agreement on June 21, 2017 (“Amended Agreement”) and the First, Second and Third Amendments to the Amended Agreement thereafter; and

**WHEREAS**, in June of 2022, the Board evaluated the performance of Rippetoe and found that he has performed in an exemplary manner; and

**WHEREAS**, the parties now wish to amend the Amended Agreement only as to the specific terms shown below.

**NOW, THEREFORE**, be it resolved by the Board of Directors of the San Diego Convention Center Corporation (the “Board”) as follows:

**Section 1.** The Board hereby finds that it has conducted a confidential fairness of compensation review pursuant to the Corporation’s Amended and Restated Bylaws and applicable state laws of the proposed compensation embodied in the proposed Fourth Amendment to the Amended Agreement as specified below for the President & CEO, Rip Rippetoe, and has found that the proposed compensation is just and reasonable based on its review of salaries of other comparable positions in the convention center and venue industry given the current circumstances and challenges that convention centers and the workforce are facing, including but not limited to, inflation and the increased cost of living.

**Section 2.** The Board hereby approves and authorizes the Chair of the Board to execute the Fourth Amendment to the Amended and Restated Employment Agreement for the President & CEO, Rip Rippetoe, with the following amended terms:

- Effective July 1, 2022, the annual base salary for the position of President & Chief Executive Officer shall be \$344,208.90.

### **Agenda Item 3.C.2**

- Except as specified above, all other terms of the existing Amended Agreement and any applicable amendments will remain the same.

**Section 3.** This resolution shall become effective immediately upon adoption.

**PASSED, APPROVED and ADOPTED** this 24<sup>th</sup> day of August, 2022 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

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Carol Kim, Chairperson

ATTEST:

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Jeff Gattas, Secretary of the Board

**Agenda Item 3.D.1**

**SAN DIEGO CONVENTION CENTER CORPORATION  
M E M O R A N D U M**

**TO:** Board of Directors

**FROM:** Corey Albright, Chief Operating Officer

**DATE:** For the Agenda of August 24, 2022

**RE:** Authorization to Contract for Sewer Ejector Pump Replacement.

---

**BACKGROUND**

The San Diego Convention Center utilizes an expansive wastewater management infrastructure. As a critical component of this infrastructure, there is a sewer ejector pump system that serves to collect and pump liquid and solid sewage where a gravity system would not be sufficient. This sewer ejector system in the west building of the center is at the end of its useful life and must be replaced to maintain the necessary waste management system.

**DISCUSSION**

Staff anticipated this project and budgeted \$150,000 in the FY23 operating capital budget. Staff sought proposals from qualified contractors to provide plumbing, electrical, controls, and concrete services related to the replacement of sewer ejector pumps supporting the west building.

Staff received two (2) proposals from Built Pacific and HPS Mechanical and determined HPS Mechanical provided the best value. After considering optional and alternate elements of their proposal, Staff recommends proceeding with a project budget not to exceed \$150,000, inclusive of contingency funds for unforeseen conditions.

Staff assesses the cost to be fair and reasonable and recommends proceeding with awarding a contract to HPS Mechanical with a project budget of \$150,000.

**STAFF RECOMMENDATION**

Approve authorization to contract with HPS Mechanical for Sewer Ejector Pump Replacement with a project budget not to exceed \$150,000.

/s/  
Corey Albright,  
Chief Operating Officer

**SAN DIEGO CONVENTION CENTER CORPORATION**  
**MEMORANDUM**

**TO: Board of Directors**

**FROM: Corey Albright, Chief Operating Officer**

**DATE: For the Agenda of August 24, 2022**

**RE: Authorization to Purchase Meeting Room Waste Bins**

The San Diego Convention Center Corporation has been a sustainability leader in the convention industry for decades. In continuing the commitment to host premier events, while minimizing their impact on the environment, Staff purchased exhibit hall and lobby four stream waste bins in 2020 and forecasted the purchase of meeting room waste bins. Due to the pandemic, the meeting room requirement was reprioritized and moved into FY23. The four stream waste bins are dedicated to sorting plastics, mixed paper, organics/compost, and landfill garbage.

Staff anticipated purchasing meeting room four stream waste bins in FY23, budgeting \$260,000 to ensure all remaining attendee facing waste streams can be pre-sorted in the lobbies, exhibit halls, and meeting rooms. Staff received eight (8) bids ranging from \$312,756 to \$436,156.82, with Waxie offering the lowest bid. Staff assesses Waxie's bid to be fair and reasonable and recommends proceeding with placing the purchase order with Waxie.

Approve authorization to purchase meeting room waste bins from Waxie for \$312,756.

/s/  
Corey Albright,  
Chief Operating Officer

**Agenda Item 3.D.3**

**SAN DIEGO CONVENTION CENTER CORPORATION  
M E M O R A N D U M**

**TO: Board of Directors**

**FROM: Mardeen Mattix, Chief Financial Officer**

**DATE: For the Agenda of August 24, 2022**

**RE: Authorization to Execute Operating Memorandum Agreement  
Related to SDCC Facility Use**

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**BACKGROUND**

Service America Corporation (dba “Sodexo Live!”) provides exclusive food and beverage services to the San Diego Convention Center Corporation (“Corporation”), with contract terms expiring June 30, 2028. Section 5.G of the Original Contract between Corporation and Sodexo Live! requires Sodexo Live! to obtain permission from the Corporation to use the food service areas, food service equipment, or smallwares for any off-site location from the Center.

**DISCUSSION**

In addition to servicing the Convention Center events, Sodexo Live! services the Rady Shell located behind the Convention Center as the master food and beverage provider. From time to time, event demands at the Shell exceed the capabilities of the food services equipment and smallwares, causing Sodexo Live! to locate additional resources on short notice. Sodexo Live! would like to use the food service areas, food service equipment and smallwares from the Convention Center at the Shell off-site location and has asked that Corporation provide permission as required under the Original Contract.

Staff has worked with Sodexo Live! on some deal points to allow this off-site use subject to Board approval. The attached draft Operating Memorandum Agreement includes the proposed deal points. Staff recommends that the Corporation agree to allow Sodexo Live! to use the food service areas, food service equipment and smallwares from the Center at the Shell (off-site location) to support events as needed between June 20, 2022 and June 30, 2028 provided that Sodexo Live! will not allow these off-site services at the Shell to interfere with any of the services it provides to the Corporation under the Original Contract and agree to the payments discussed below.

In consideration for use of the Center facility and equipment to service events at the Shell, Sodexo Live! will pay Corporation a facility fee of 6% of gross revenue on food sales only for each event that generates gross food sales revenue over Two Hundred Fifty Thousand Dollars (\$250,000), before service charge and sales tax. Additionally, Sodexo Live! will contribute an additional 1% of applicable revenue to the shared MESR (Material, Equipment, Smallwares, and Reserves) between the Corporation and Sodexo Live! The payments under this Memorandum are in addition to any payments owed to Corporation by Sodexo Live! under the Original Contract and any of its amendments/extensions.



STAFF RECOMMENDATION

Staff recommends that the Board of Directors authorize the President & CEO to execute the Operating Memorandum Agreement to permit the off-site use of food service areas, food service equipment, or smallwares with the terms described substantially hereinabove and in the form as attached.

\_\_\_\_\_/s/  
Mardeen Mattix  
Chief Financial Officer

Attachment:  
Draft Operating Memorandum Agreement

### Agenda Item 3.D.3

#### OPERATING MEMORANDUM AGREEMENT RELATED TO USE OF SDCCC FACILITIES

This **Operating Memorandum Agreement** ("Memorandum") is entered into by and between the San Diego Convention Center CORPORATION, Inc., a California nonprofit public benefit CORPORATION with corporate offices located at 111 West Harbor Drive, in San Diego City and County, California ("Corporation") and SERVICE AMERICA CORPORATION dba Sodexo Live! ("Sodexo Live!"), located at \_\_\_\_\_. Corporation and Sodexo Live! may each be referred to herein as a "party" and collectively as the "Parties."

**WHEREAS**, in 2007, the Corporation and Service America Corporation entered into a contract for food and beverage services, Contract 07-1357-R ("Original Contract") and the Parties have entered into various amendments to the Original Contract since that time; and

**WHEREAS**, in 2014, the Parties entered into the 2014 Extension Agreement to extend the Original Contract through June 30, 2026. This extension provided incentive payments due and amortized according to an established schedule through 2026; and

**WHEREAS**, in 2020, the Parties entered into another amendment to the Original Contract to extend the term to 2028; and

**WHEREAS**, Section 5.G of the Original Contract requires Sodexo Live! to obtain permission from the Corporation to use the Food Service Areas, Food Service Equipment and Smallwares at any off-site location from the Center; and

**WHEREAS**, Sodexo Live! would like to use the Food Service Areas, Food Service Equipment and Smallwares from the Center at an off-site location to support events to be held at The Shell located at 222 Marina Park Way, San Diego, CA 92101.

**Now, THEREFORE, the Parties wish to agree to the terms and conditions herein in exchange for the mutual consideration provided.**

1. Subject to the terms and conditions in this Memorandum, Corporation hereby agrees to allow Sodexo Live! to use the Food Service Areas, Food Service Equipment and Smallwares from the Center at an off-site location to support events to be held at The Shell located at 222 Marina Park Way, San Diego, CA 92101 between June 20, 2022 and June 30, 2028 (each an "Event" or collectively "Events"). Sodexo Live! will not allow these off-site services at The Shell to interfere with any of the services it provides to the Corporation under the Original Contract.
2. In consideration of the foregoing, Sodexo Live! will pay Corporation a facility fee of 6% of gross revenue on food sales only for each Event at the Shell that generates gross revenue over Two Hundred Fifty Thousand Dollars (\$250,000), before service charge and sales tax. Additionally, Sodexo Live! will pay Corporation an additional 1% of revenue on food sales only for each Event at the Shell that generates revenue over Two Hundred Fifty Thousand Dollars (\$250,000), before service charge and sales tax, will be added to the shared MESR (Material, Equipment, Smallwares, and Reserves) between Corporation and Sodexo Live! The payments under this Memorandum are in addition to any payments owed to Corporation by Sodexo Live! under the Original Contract and any of its amendments/extensions.

### Agenda Item 3.D.3

3. The term of this Memorandum begins on June 20, 2022, and lasts until June 30, 2028, unless terminated sooner as described below, and is subject to the following conditions:
  - In no event shall the term of this Memorandum be longer than the term of the Original Contract, as extended.
  - This Memorandum will automatically terminate if the Original Contract is terminated.
  - This Memorandum may be terminated by mutual agreement of the Parties or by any method specified under Section 12 of the Original Contract.
4. All of the defined terms of the Original Contract apply to this Memorandum.
5. All provisions of the Original Contract and its amendments/extensions apply to this Memorandum, including but not limited to indemnification and insurance requirements. Sodexo Live! specifically agrees that its obligation to indemnify, hold harmless, and defend the Corporation, City of San Diego, Unified Port District, and their respective members, officers, directors, agents, and employees under Section 10 of the Original Contract applies to and includes any liabilities, damages, actions, costs, losses, claims and expenses (including reasonable attorneys fees), arising out of, caused by or resulting from, in whole or in part, any act, omission, negligence, fault or violation of the law or ordinance, associated with the use of the Center by Sodexo Live! for the purposes of this Memorandum and/or the provision of services by Sodexo Live! to the Shell as described in this Memorandum.
6. Except as specifically described herein, no other terms or conditions of the Original Contract and its amendments/extensions are modified by this Memorandum.

**SAN DIEGO CONVENTION CENTER**  
**CORPORATION, INC.**

**SERVICE AMERICA CORPORATION**

By: \_\_\_\_\_  
Name: **Clifford “Rip” Rippetoe**  
Title: President and CEO

By: \_\_\_\_\_  
Name: **Hadi Monaver**  
Title: EVP & CFO