Agenda Item 3.A

MINUTES* SAN DIEGO CONVENTION CENTER CORPORATION THE BOARD OF DIRECTORS

BOARD MEETING OF FEBRUARY 27, 2020

BOARD MEMBERS PRESENT:	Chair Jaymie Bradford and Directors, Elvin Lai, Carol Kim, Allan Farwell, Xema Jacobson and Jeff Gattas
BOARD MEMBER(S) ABSENT:	
STAFF PRESENT:	Rip Rippetoe Karen Totaro, Mardeen Mattix, Andy Mikschl, Terry Kurtenbach, Maren Dougherty, Rita de la Fuente, Corey Albright, DeeAnne Snyder, Bobby Ramirez and Pat Evans (Recorder)
ALSO PRESENT:	Jennifer Lyon, General Counsel

^{*}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 Jaymie Bradford called the Board Meeting to order at 12:04 p.m. in the Executive Boardroom of the San Diego Convention Center Corporation, 111 West Harbor Drive, San Diego, CA 92101. All Directors were present.

Chair Bradford thanked Director Jacobson for her leadership as Board Chair in 2019.

2. Non-Agenda Public Comment - None

3. Presentations:

A. Employee(s) of the Month:

Susan Young, Public Safety & Guest Services Administrative Assistant, (December) was presented by Todd Temple, Director of Public Safety & Guest Services.

Robin Wied, Administrative Assistant (February) was presented by Mardeen Mattix, CFO.

4. <u>Board Committee Reports and Board Action Items</u>: Chair Bradford noted that in the interest of time, some of the Agenda items would be rearranged.

Consent Agenda:

- A. Approval of Minutes of Board Meeting of January 28, 2020
- B. Acceptance of December 2019 Financial Reports from Chief Financial Officer
- C. Authorization to Ratify Contract for Emergency Repair to Ruptured Waterline
- D. Authorization to Ratify Contracts for Emergency Repairs to Ballroom 6A Foyer
- H.2 Authorization to Award Contract for Attendee Guide Printing

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

AYES: 6

NAYS: 0

ABSTENTIONS: 0

Director Gattas was absent during this vote.

Closed Session: The Board entered into closed session at 12:11 p.m. to discuss:

D. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to Govt. Code Section 54956.9(d)(2) (1 case)

Existing facts and circumstances pursuant to Govt. Code Section 54956.9(e)(1)

E. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to Govt. Code Section 54956.9(d)(2) (1 case)

Existing facts and circumstances pursuant to Gov.t Code Section 54956.9(e)(3)

F. CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION

Pursuant to Govt. Code Section 54956.9(d)(1) (2 cases)

Case No. 37-2018-00060167-CU-BC-CTL

Case No. 37-2020-00008163-CU-OE-CTL

The Board returned to open session at 12:32 p.m.

Reporting out of closed session, General Counsel Lyon stated that the Board discussed item "D." Direction was given but no reportable action was taken. Items "E" and "F" will moved to the end of the Agenda.

Action Item(s):

- I. Audit Committee (Allan Farwell)
 - (1) Authorization to Consolidate Money Purchase Pension Plan and 403b Plan to a single 403b MPP Plan Instrument and to Replace Current Retirement Funds to Proposed Fund Line-up advised by RBC Wealth Management

After Directors Cota and Farwell reviewed the information presented in the Board memorandum, the original action item was amended to request that the Board approve the following items:

- i) Approve authorization for consolidation of the Money Purchase Pension Plan into the 403(b) plan,
- ii) Approve authorization of the recommended fund line up options for all retirement plans,
- iii) Approve authorization for record keeper to allocate plan administrative fee based on a flat quarterly fee, per participant, plus a tiered pro-rata cost per basis point spread based on participant's plan asset value, and
- iv) Authorize the President & CEO and Chief Financial Officer, in consultation with the share fiduciary advisor, to execute the plan conversion strategies with regular progress updates to the Board of Directors through the President & CEO.

Directors Kim and Jacobson moved and seconded, respectively, to authorize the Board to approve actions regarding the Money Purchase Pension Plan as set forth hereinabove. Vote: Unanimous

AYES: 7

NAYS: 0

ABSTENTIONS: 0

- G. Executive Committee (Jaymie Bradford)
 - (1) Authorization to Approve Resolution in Support of Participation in "Live-Well San Diego" Program

Directors Lai and Cota moved and seconded, respectively, to authorize the Board to approve the Resolution in Support of Participation in the "Live-Well San Diego" Program. Vote: Unanimous

AYES: 7

NAYS: 0

ABSTENTIONS: 0

- H. Budget Committee (Carol Kim)
 - (1) Authorization to Award Contract for Installation of Fire Pump

Directors Cota and Lai moved and seconded, respectively, to authorize the Board to approve a contract for installation of a Fire Pump with Bradshaw Engineering Corporation at a total not-to-exceed cost of \$450,000. Vote: Unanimous

AYES: 7

NAYS: 0

ABSTENTIONS: 0

(3) Authorization to Purchase Waste Receptacles

Directors Farwell and Gattas moved and seconded, respectively, to authorize the Board to approve the Purchase of Exhibit Hall Waste Receptacles from CleanRiver Recycling Solution at a cost of \$339,037.53 and Lobby Waste Receptacles from Waxie at a cost of \$262,203.53. Vote: Unanimous

AYES: 7 NAYS: 0 ABSTENTIONS: 0

- 5. Chair's Report (Chair Jaymie Bradford):
 - o Chair Bradford welcomed Director Jeffrey Gattas to the Board.
 - Chair Bradford also reminded Directors to submit their Form 700s prior to April 1, 2020 and to complete on-line Ethics Training if they have received notice from the Ethics Commission.
 - o Staff will be providing briefings regarding funding mechanisms used by sixteen competitive set convention centers on March 12, 13, 16 or 17th. If Directors would like to attend an update, please contact staff.
- 6. General Counsel Report (Jennifer Lyon) None
- 7. **President's Report (Rip Rippetoe)** Mr. Rippetoe provided a written report and highlighted the following items:
 - DeeAnne Snyder, Director of Events Services, provided an update regarding the Corporation's new strategy to increase responses to the Corporation's Client Satisfaction Survey.
 - Staff will review the "Program of Work" submitted by the San Diego Tourism Authority for 2021 and forward the document to the Sales & Marketing Committee for review and action.
 - The February President's report is more comprehensive than usual, please review the document and provide feedback regarding the format and content.
 - Mr. Rippetoe provided an update regarding the COVID-19 virus and the impact on the Corporation from a sales perspective and the Corporation's communication strategy regarding event attendance.
 - Mr. Rippetoe provided an update regarding a time-line for the proposed roofing project.
 - Mr. Rippetoe provided an update regarding his business and personal travel schedule.
- 8. Chief Financial Officer's Report (Mardeen Mattix) None
- 9. **Board Comment [Govt. Code § 54954.2(a)(2)]** Chair Bradford noted that the Sacramento Convention Center expansion is moving forward on schedule.

Closed Session Cont.: The Board entered into closed session at 1:20 p.m. to discuss:

E. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to Govt. Code Section 54956.9(d)(2) (1 case)

Existing facts and circumstances pursuant to Govt. Code Section 54956.9(e)(3)

F. CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION

Pursuant to Govt. Code Section 54956.9(d)(1) (2 cases)

Case No. 37-2018-00060167-CU-BC-CTL

Case No. 37-2020-00008163-CU-OE-CTL

The Board returned to open session at 2:20 p.m.

Reporting out of closed session, General Counsel Lyon stated that the Board discussed items "E" and "F." Direction was given but no reportable action was taken.

There being no further business, the meeting adjourned at 2:21 p.m.

CERTIFICATION

I, Allan Farwell, 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 February 27, 2020 and that said minutes were approved by the Board of Directors on, March 26, 2020.

[Minutes approved at March 26, 2020 Board Meeting	1
Allan Farwell, Secretary	